



SUMMARY OF PROPOSED AMENDMENTS TO ESA CONSTITUTION

Rule	Heading	Amendment Explanation
1	Name	Updating the name from “Equestrian Federation of Australia – South Australian Branch Incorporated (trading as Equestrian South Australia)” to “Equestrian South Australia Incorporated”. The change of name was registered with the Corporate Affairs Commission on 18 February 2009.
2	Purposes of the Association	Removal of 2(j). On advice this rule was deleted as it is not listed as an objective in the Constitution of Equestrian Australia, but noting that Rule 2(d), with amendment, requires ESA to represent and act for its Members and Rule 2(w) requires ESA to represent the interests of the Members. It is also noted that the ESA Board Roles and Responsibilities policy reads “Each member of the Equestrian South Australia (ESA) Board is in a position of trust to act in the best interests of the association, its members and stakeholders.”
3	Powers of the Association	Rewording does not result in any substantive changes to the powers of the association. The Associations and Incorporation Act 1985 (SA) (“the Act”) is the framework within which incorporated associations must operate and abide by. The Corporations Act 2001 does not generally apply to incorporated associations and hence the deletion of that reference. It is the Board’s understanding that a reference to the Corporations Act will be rejected by Consumer and Business Services upon lodgement of the Constitution.
4	Interpretation & Definitions	Deletion and inclusion of defined terms required as a consequence of the proposed amendments to the Constitution.
5	Membership of Association	Amendments include: <ol style="list-style-type: none"> 1) The rights of members are set out in the Constitution, By-Laws and other policies, there is no requirement to make reference to the By-Law in the Constitution. 2) Applications for Affiliate Membership are referred to the Board at the Executive Officer’s discretion. Previously it was a requirement that all applications for Affiliate Membership must be referred to the Board. 3) Clarification of the process of the Board’s discretion to approve or decline a membership application. 4) Clarification that a Delegate may act for more than one Affiliate Member. 5) Rule 5.8(d) incorporates the requirements of the EA Constitution Rule 5.3(f)(i). 6) Clarification that Affiliate and Life members must reapply for membership each year, being the same as every other member excluding Honorary Life Members. 7) Removal of the 2012 transitional provision.

9	Expulsion, Member Suspensions or Fining	<p>The majority of the change is rewording for improved flow of the rule. The current requirements for the Board to act reasonably and in good faith, to provide notice of the grounds for the alleged breach and a right to be heard remain unchanged. The two changes to the Rule include:</p> <ol style="list-style-type: none"> 1) Removal of the term “another member” as this would now be a matter under the National Integrity Framework. 2) Allowance for the Board to appoint a committee to consider and make a non-binding recommendation to the Board on the matter. <p>Please note that Section 40 of the Act refers to the rules of natural justice and ESA must abide by these rules.</p>
13	Proceeding at Meetings	Inclusion of a rule to allow for virtual attendees at meetings.
14	Voting at General Meetings	Amended to clarify that Junior members cannot vote. (Please note that this is not a change from the current position). Correction in rule 14.4 of the term delegate to member.
15	Board	<p>ESA has adopted the recommendations of the 2019 Independent Governance Review to amend the Constitution to:</p> <ul style="list-style-type: none"> • Increase the Board’s ability to shape its composition appropriate to ESA’s changing circumstances, including the power to co-opt three of ESA’s nine Board members; and • Preclude Discipline Committee members from Board membership. <p>The Amendments:</p> <ol style="list-style-type: none"> 1) Implement these recommendations; and 2) Remove the 2012 transitional provisions
16	Election of Elected Directors	Removal of the term secret from secret ballot. This rule already specifies the requirements for a ballot and that the returning officer shall not disclose to any person the way in which a person has voted.
17	Vacancy on the Board	Amendment necessary as a consequence of new Rule 15.5(d) that provides for the removal of an Appointed Director.
18	Quorum and Procedure at Board meetings	<p>This rule has been amended to align with the provisions of s31 and 32 of the Act regarding Disclosure of Interest and Voting. The old Rule 18.4 was unnecessarily restrictive and impractical. Notwithstanding this, the ability to recognise and manage a conflict of interest, financial or otherwise in a broader sense is an important governance issue. The procedures and practices governing the management of a conflict of interest issues are set out in EA’s Conflict of Interest Policy and ESA’s Board Roles and Responsibilities document. The Board and any committees must follow these policies where relevant.</p> <p>Any conflicts of interest will also be considered and resolved during the appointment process of an elected or appointed director.</p>

19	Delegated Powers and Duties	<p>Amendments include:</p> <ol style="list-style-type: none"> 1) Clarification that the Executive Officer will act as Public Officer of the Association 2) Recognition and establishment of Discipline Committees, a Coaching Committee and General Committees as required. 3) Specifies that a Board member shall not be a member of a Discipline Committee or the Coaching Committee 4) Provision of a process for the appointment and election of Discipline Committee and Coaching Committee members similar to the Board process in Rule 16. <p>As a consequence of the amendment of Rule 15.2(b), the Board Chair will no longer have a vote on a Discipline or Coaching Committee, but retains the right to attend committee meetings.</p>
20	Dispute Procedure	<p>Amended to update to a more appropriate Heading. Clarification of the scope of the rule in the context of the adoption of the National Integrity Framework. Please note that Section 40 of the Act refers to the rules of natural justice and ESA must abide by these rules.</p>
21	Accounts	<p>Amended to include that ESA must keep and retain proper accounting records.</p>
26	Alteration of Constitution	<p>Amendment to remove unnecessary repetition only. No substantive change. An alteration to the Constitution still requires a 75% majority vote.</p>
27	Dissolution	<p>Updated to make reference to the Act.</p>
31	By-Laws	<p>Amendment requires that changes to By-Laws requires consultation with DC's, where the By-Law relates to DCs.</p>
32	National Integrity Framework	<p>This new rule updates that ESA has adopted the recently new National Integrity Framework for dealing with integrity matters</p>
33	Transitional Provisions	<p>This regulates the coming into operation of the Constitution and modifies its effect during the period of transition. As at the AGM the Board will have 7 directors and therefore one will have to either resign or resign and then become an appointed director.</p>