

## **EQUESTRIAN FEDERATION OF AUSTRALIA – VICTORIA BRANCH INCORPORATED**

Notice is hereby given that the Annual General Meeting of members of Equestrian Federation of Australia - Victorian Branch Incorporated ("Equestrian Victoria") will be held Online Via Vero AGM Portal on 24 November 2020 at 7.30pm (AEDT) ("Meeting").

The Annual General Meeting Agenda, Ordinary Business, including Election of Directors, Special Business and Explanatory Memorandum provide additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of this Notice.

### **AGENDA ORDINARY BUSINESS**

**1. WELCOME – CARL PARKIN, CHAIR**

**2. APOLOGIES & QUORUM**

**3. ADMISSION OF PROXIES**

**4. CONFIRMATION OF MINUTES OF 2019 ANNUAL GENERAL MEETING**

To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That the minutes of the 2019 annual general meeting of Equestrian Victoria be confirmed”.

**5. PRESENTATION OF THE EQUESTRIAN VICTORIA 2020 ANNUAL REPORT**

To consider the Equestrian Victoria Annual Report.

**6. PRESENTATION OF THE EQUESTRIAN VICTORIA FINANCIAL STATEMENTS AND AUDITORS’ REPORT FOR THE YEAR ENDED 30 JUNE 2020**

To consider the Equestrian Victoria 2020 Financial Statements and Auditors’ Report for the year ended 30 June 2020.

**7. ELECTION OF DIRECTORS**

Four (4) nominations have been received for the two (2) positions, from the following persons:

- Christie Freeman
- Reece Adnams
- Lynette Lee
- Carl Parkin

Members, who are entitled to vote, may only vote for two (2) candidates.

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## SPECIAL BUSINESS

### SPECIAL RESOLUTIONS

#### 8. AMENDMENT TO CLAUSE 30.3 a) (iii) to 30.3 a) (v) AND CLAUSE 26.3 (ii) OF THE EQUESTRIAN VICTORIA CONSTITUTION

The following resolution has been put forward by the Equestrian Victoria Board in response to the Notice of Motion raised at the 2019 EV AGM and is recommended to the membership by the Equestrian Victoria Board. (For further information please refer to the Explanatory Memorandum).

To consider and, if thought fit, to pass, the following resolution as a special resolution:

“That clause 30.3 a) (iii) of the Equestrian Victoria constitution be amended by deleting the word “and”; that clause 30.3 a) (iv) be amended by inserting the word “and” and a new sub-clause 30.3 a) (v) be inserted to read “Interschool Victoria”; and “that clause 26.3 (ii) of the Equestrian Victoria constitution be amended by deleting the word “four” in the first line and replacing it with the word “a”, by deleting the word “Directors” in the first line and replacing it with the word “Director”, by deleting the words “who are” in the first line, by deleting the word “the” in the first line and replacing it with the word “each”; and by deleting the words “having been previously appointed as chair of that Standing Committee”. and replacing it with the words “being a member of that committee”.

For the purpose of clear information; the following is the change to clause 30.3 (iii) to 30.3 (v):

- a) Subject to rule 26.5, the following Committees shall be established as Standing Committees of the Board:
- i. Dressage Victoria;
  - ii. Eventing Victoria;
  - iii. Jumping Victoria; ~~and~~
  - iv. Show Horse Victoria; **and**
  - v. **Interschool Victoria.**

and

for the purpose of clear information; the following is the change to clause 26.3 (ii):

Subject to rule 26.5, ~~four~~ **a** Directors ~~who are~~ appointed by ~~each~~ the Standing Committees ~~having previously appointed as chair of that Standing Committee~~ **being a member of that committee;**

## 9. AMENDMENT TO CLAUSE 29.9 OF THE EQUESTRIAN VICTORIA CONSTITUTION

The following resolution has been put forward by Ms Sandra McClelland and is not recommended to the membership by the Equestrian Victoria Board. (For further information on why the EV Board does not support this resolution please refer to the Explanatory Memorandum).

To consider and, if thought fit, to pass, the following resolution as a special resolution:

That Clause 29.9 c) be amended by deleting the existing clause 29.9 c) and replacing it with a new clause 29.9 c) as follows:

“The Minutes and associated reports of the Board Meetings are available to members on request to the Chief Executive Officer, to be provided within 7 working days of a members’ request. Minutes will be redacted only for matters of privacy and confidentiality required under State of Victoria and Commonwealth of Australia legislation.”

For the purpose of clear information; the following is the change to clause 29.9 c):

~~The Minutes and associated reports of the Board Meetings are available for inspection by members at the sole digression of the board.~~

The Minutes and associated reports of the Board Meetings are available to members on request to the Chief Executive Officer, to be provided within 7 working days of a members’ request. Minutes will be redacted only for matters of privacy and confidentiality required under State of Victoria and Commonwealth of Australia legislation.

By order of the Board and dated this 30<sup>th</sup> day of October 2020



Matthew Brown  
Chief Executive Officer

# EQUESTRIAN FEDERATION OF AUSTRALIA – VICTORIA BRANCH INCORPORATED

## EXPLANATORY MEMORANDUM

### 1. INTRODUCTION

This Explanatory Memorandum has been prepared for the Annual General Meeting of members of the Equestrian Federation of Australia - Victorian Branch Incorporated ("Equestrian Victoria") which will be held Online Via Vero AGM Portal on 24 November 2020 at 7.30pm (AEDT) ("Meeting").

This Explanatory Memorandum forms part of the Notice of Annual General Meeting ("Meeting") and should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

A Proxy Form is located at the end of this Explanatory Memorandum which is for use by Affiliated members only.

### 2. ACTION TO BE TAKEN BY MEMBERS

Members should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

### 3. ACTION TO BE TAKEN BY AFFILIATED MEMBERS

Affiliated members should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This Proxy Form is to be used by Affiliated members only if they wish to appoint a representative (a 'proxy') to vote in their place. In order to vote, all Affiliated members should fully complete, sign and return the Proxy Form to the Chief Executive Officer in accordance with the instructions thereon.

Please note clauses 25.1 a) and 25.2 b) of the Constitution that state:

Clause 25.1 a) - each Affiliate Member is entitled to one vote on any question, which vote shall be exercised through their nominated Delegate.

Clause 25.2 b) – if the Affiliated Member's delegate is unable to attend a General Meeting, the Affiliate Member may give its proxy to a Delegate from another Affiliate Member or the chair of the meeting. For voting by proxy to be valid, the Affiliate Member must notify the Chief Executive of the details of its proxy.

**The Proxy Form must be received by the Chief Executive Officer, Matthew Brown, by email at: [matthewbrown@equestrianvictoria.com.au](mailto:matthewbrown@equestrianvictoria.com.au) or by post to PO Box 616, Werribee, VIC 3030 no later than 7.30pm, Sunday 22<sup>nd</sup> November 2020.**

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#### **4. MINUTES OF 2019 ANNUAL GENERAL MEETING**

This resolution seeks to approve the minutes of the 2019 Equestrian Victoria Annual General Meeting.

The minutes are available for inspection on the Vero AGM Portal or on the Equestrian Victoria website.

#### **5. 2020 ANNUAL REPORT & FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2020 AND AUDITORS REPORT.**

These two items will be presented by the EV Board and Management and seek to accept the Annual Report of Equestrian Victoria for 2020, the Financial Statements for the year ended 30 June 2020 and the Report of the Auditor.

The documents are available for inspection on the Vero AGM Portal or on the Equestrian Victoria website.

#### **6. ELECTION OF DIRECTORS**

The Constitution states that each elected Director shall hold office until the second Annual General Meeting following the declaration of their election at an AGM but is eligible for re-election.

This year, Carl Parkin, and Reece Adnams, being current directors of Equestrian Victoria retire, and being eligible, offer themselves for re-election.

In addition, nominations have been received to act as Directors from Christie Freeman and Lynette Lee.

There are two (2) vacancies and four (4) nominations for those (2) vacancies. As required by the Constitution, a ballot shall be conducted to determine the elected Directors.

In accordance with the Constitution, the Board (other than Messrs Parkin and Adnams who excused themselves from the discussion) has decided that the two (2) nominees with the highest votes will be the Elected Directors.

Equestrian Victoria has been provided with a narrative by each director setting out the reasons why they believe they should be elected as a director. This narrative is available to members for consideration on the Vero AGM Portal or on the Equestrian Victoria website.

Members, who are eligible to vote, may only vote for two (2) candidates.

## **7 AMENDMENT TO CLAUSE 30.3 a) (iii) to 30.3 a) (v) AND CLAUSE 26.3 (ii) OF THE EQUESTRIAN VICTORIA CONSTITUTION**

In August 2019, consistent with the recommendations from Equestrian Victoria's "Review of the Structure and Delivery of Interschool Equestrian Sport in Victoria", the EV Board formally established:

- i. an Equestrian Victoria Interschool Committee (ISV), charged with the direct oversight across each of the entities delivering interschool events and includes but is not limited to: Policies and Procedures, Standards, Rules, Safety, Accreditation, Scoring, Disputes and Selection(s); and
- ii. resolved to establish a Director appointment to maintain a voice for junior members of the organisation.

The addition of Interschool Victoria as a Standing Committee of Equestrian Victoria under EV Constitution clause 30.3 enshrines the importance of Youth Development and the provision of pathways in equestrian sport for our youth demographic which makes up approximately 30% of the Equestrian Victoria membership.

The proposed change to clause 26.3 (ii) allows for a person other than the chair of a Standing Committee to be appointed by the Standing Committee to the Board, so that the workload of Standing Committees can be spread between its members rather than the major workload be carried by the chair.

**The Board recommends members vote in favour of this special resolution.**

### **Note: Special Resolution**

Members should be aware that the Associations Incorporation Reform Act 2012, version 017 effective 6 April 2020, states that a change to the Constitution of an Association can only be made by special resolution.

The Act states that a special resolution requires the approval of not less than 75% of the members of Equestrian Victoria voting at the meeting, whether in person or by proxy. This means that not less than 75% of the members voting at the meeting to vote in favour of the resolution for it to be approved.

## 8 AMENDMENT TO CLAUSE 26.3 (ii) OF THE EQUESTRIAN VICTORIA CONSTITUTION

Equestrian Victoria has received by the closing date for notices of motion being 7.30pm on Sunday 25 October 2020, a motion from Sandra McClelland whereby clause 29.9 c) be amended by deleting:

“The Minutes and associated reports of the Board Meetings are available for inspection by members at the sole digression of the board”

*and replacing it with*

“The Minutes and associated reports of the Board Meetings are available to members on request to the Chief Executive Officer, to be provided within 7 working days of a members’ request. Minutes will be redacted only for matters of privacy and confidentiality required under State of Victoria and Commonwealth of Australia legislation”.

Ms McClelland provided the following explanation for the motion:

*Minutes of Board meeting are currently only available to members at the discretion of the Board (not digression as misspelt in the constitution). This clause combined with the Board Charter which makes all Board meetings confidential is unhelpful to members and Directors alike. In a membership focused, not for profit organisation this clause has created a veil of secrecy which is unnecessary and has led to mistrust between the Board and Members. Directors have felt constrained in their engagement with members for fear of falling foul of Clause 29.9c of the Constitution and the Board Charter. A more open approach with member access to Board minutes is needed to rebuild trust with only matters of individual privacy redacted from Board minutes.*

**The Board does not agree with the proposed wording of the resolution. Whilst it is willing to make minutes of Board meetings available upon request, the Board contends that minutes should not be distributed until they have been approved by the Board at the next Board meeting as they are subject to change up until that time. Therefore, the timeframe in the notice of motion is not practical and it is potentially mis-leading to make draft minutes available.**

**Further the Board believes it should have the right to redact sections of the minutes that are commercial in confidence and/or are sensitive in its decision making process. Similarly, the Board believes that some reports to the Board may be commercial in confidence and therefore cannot be distributed outside of the Board.**

**The Board does however like the premise of the proposal and within the terms of the current constitution commits to greater transparency regarding decisions made by the Board. Therefore, we make the commitment to provide regular updates to the**

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membership following **Board Meetings** and make appropriately redacted minutes available upon request.

**Note: Special Resolution**

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The Act states that a special resolution requires the approval of not less than 75% of the members of Equestrian Victoria voting at the meeting, whether in person or by proxy. This means that not less than 75% of the members voting at the meeting to vote in favour of the resolution for it to be approved.

**If you have any questions or issues please do not hesitate to contact Matthew Brown at: [matthewbrown@equestrianvictoria.com.au](mailto:matthewbrown@equestrianvictoria.com.au)**