

**EQUESTRIAN VICTORIA INC.
COMPARISON TABLE - EXISTING & AMENDED CONSTITUTION**

Comparison Table

| Reference - Constitution | | Recommended Changes | Explanatory Note |
|--------------------------|---|---|--|
| Clause | Title of Clause | | |
| | Cover page and table of contents | <ul style="list-style-type: none"> Updated name to legal name of EV No material changes | <ul style="list-style-type: none"> Governance requirement |
| 2 | Purposes | <ul style="list-style-type: none"> Simplified purposes by deleting repetitive purposes Delete "act as final arbiter on all matter pertaining to the conduct of Equestrian Victoria, including disciplinary matters." | <ul style="list-style-type: none"> Administrative and aligned to ASC recommendations Some matters must be dealt with under the National Integrity Framework (NIF) and therefore are dealt with by EA or SIA (Sports Integrity Australia). Disciplinary matters are dealt with under Part 3 & 4. |
| 3 | Powers | <ul style="list-style-type: none"> Minor amendment to specify EV has the powers of a company limited by guarantee | <ul style="list-style-type: none"> Legal requirement |
| 5 | Interpretation and definitions | Definitions retained, removed or amended as required to facilitate amended Constitution <ul style="list-style-type: none"> Deleted definition of 'Absolute Majority' as not used Clause references updates Removed references to 'President' as not used and replaced with 'Chair' Included additional interpretation clause where person present in person includes virtually Included clause clarifying that model rules are displaced | <ul style="list-style-type: none"> Administrative Model rules refer to the minimum requirements set out for governing incorporated associations in Victoria. Where a constitution exists, the model rules are displaced and the constitution take precedent. Clarity around virtual meetings to align with modern meeting practices |
| 6.1(d) | Categories of members | <ul style="list-style-type: none"> Included additional membership category of 'Parent Members' with no voting rights | Including a parent member category enables the following benefits. <ul style="list-style-type: none"> Better data collection of our membership cohort Improved reporting for government funding opportunities More rigid data for child safety obligations Better scope for enforcement of code of conduct/behavioural expectations/social media compliance from parents/guardian/family members |
| 6.3(e) and (f) | Application for membership | <ul style="list-style-type: none"> Included automatic membership process for parents/guardians of Junior Members Included clause advising Parent Members will not pay member fees | <ul style="list-style-type: none"> Governance |
| 6.9 | Renewal of membership | <ul style="list-style-type: none"> Affiliate members now required to renew membership annually | <ul style="list-style-type: none"> Ensures an annual review of affiliate members obligations. |
| 6.13 and 6.14 | Minimum number of members and limited liability | <ul style="list-style-type: none"> Inserted clauses required under the Act | <ul style="list-style-type: none"> Legal requirement |
| 8 | Cessation of membership | <ul style="list-style-type: none"> Listed ways member ceases to be a member, other than resignation. Included requirement for affiliate member resignation to include a copy of special resolution passed by affiliate member's members | <ul style="list-style-type: none"> Legal and governance requirement |
| 11(c) and (d) | Suspension | <ul style="list-style-type: none"> Included power for board to provisionally suspend member where allegations have been made that will be investigated/heard by disciplinary subcommittee | <ul style="list-style-type: none"> Ensures a clear process for managing disciplinary matters |

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| 13(d) | Decision of subcommittee and penalty | <ul style="list-style-type: none"> Included power for disciplinary subcommittee to impose penalty it sees fit. | <ul style="list-style-type: none"> Provides a clear consequence-based model. |
| 14 and 15 | Appeal | <ul style="list-style-type: none"> Updated appeals clause to remove appeals process to members at general meeting and replace with appeal tribunal to hear appeals. | <ul style="list-style-type: none"> Governance and alignment with model expectations. Provides ability to appoint a non-biased disciplinary committee to hear the allegation. |
| 16 | Grievance procedure | <ul style="list-style-type: none"> Inserted grievance procedure required under the Act | <ul style="list-style-type: none"> Legal and governance requirement |
| 19.1(b) | Notices of motion | <ul style="list-style-type: none"> Inserted clause to facilitate the request of notices of motion from members and relevant timeframes | <ul style="list-style-type: none"> Governance requirement Provides more clarity around timelines and requirements for notices |
| 19.2 | Business of meeting | <ul style="list-style-type: none"> Remove obsolete clause | <ul style="list-style-type: none"> Clause 19.1 a) amended to include the ability for general member to bring a notice of motion to the general meeting. Previous wording only gave affiliate members this right. |
| 20.3 | Cancellation of meetings | <ul style="list-style-type: none"> Inserted ability for board to cancel or postpone meetings when it sees fit, rather than just adjourn meetings. This is useful when a meeting becomes irrelevant. For example, the board may call and SGM and then determine that it is no longer necessary. | <ul style="list-style-type: none"> Administrative |
| 22.3 | Composition of board | <ul style="list-style-type: none"> Reduced number of elected directors from 4 to 2 | <ul style="list-style-type: none"> The EV board is currently constructed of four elected directors, and 4 chairs of each discipline committee and 2 appointed directors. Recommendation is to reduce the size of the EV board from 10 to 8 by reducing the elected directors from 4 to 2, aligning with the number of appointed directors. This change would align VIC with the size of other state boards and is a recommendation for board effectiveness from peak governance bodies. |
| 22.6 | Appointed directors | <ul style="list-style-type: none"> Amended to allow board to determine date on which appointed directors commence and conclude role. This is important for flexibility for the board to appoint directors with specific skills when required. | <ul style="list-style-type: none"> Governance Provides better clarity on terms of appointed directors. |
| 24(c) | Election of elected directors | <ul style="list-style-type: none"> Inserted requirement that elected directors be approved by members by ordinary resolution if there are less or equal number of candidates to the number of positions. This ensures members have a chance to accept or rejection the elected director. | <ul style="list-style-type: none"> Ensures that members have input into the elected directors, even when only one candidate applies. Currently there is no requirement for members to approve elected directors if the number of nominations is less than or equal to the vacancies, ie: no vote occurs by members. |
| 25.9 | Minutes of Board meeting | <ul style="list-style-type: none"> Removed requirement to provide minutes of board meetings to members upon request. | <ul style="list-style-type: none"> When requested, minutes of board meetings are heavily redacted to protect privacy and encourage a robust board discussion where different opinions can be shared. This change would align VIC with other state boards and other sports and NFPs. The outcomes of decisions are communicated to members. |
| 26.2 (c) | Committees | <ul style="list-style-type: none"> Remove the need for the Chair or CEO to be ex officio members of any committee | <ul style="list-style-type: none"> Ensure the work is spread across the SDC Chairs and other board members. |
| 31 (b) | Financial Statements | <ul style="list-style-type: none"> Remove "as required" | <ul style="list-style-type: none"> Ensure a mandatory annual audit of financial statements |
| 32 | Application of income | <ul style="list-style-type: none"> Included exceptions to the prohibition from paying money to members to ensure members are paid fairly for work done/services provided. | <ul style="list-style-type: none"> Governance and Financial |
| 40 | Virtual meetings | <ul style="list-style-type: none"> Deleted clauses regarding meetings being held where not all members/directors are physically present and inserted one clause to refer to both board meetings and general meetings | <ul style="list-style-type: none"> Governance |

Equestrian Victoria Inc.
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