



# Pony Club Association of Queensland

The Hub  
Unit 3 / 14 Ashtan Place, Banyo  
PO Box 293  
Northgate Qld 4013

Phone: (07) 3216 1255  
Email: [admin@pcaq.asn.au](mailto:admin@pcaq.asn.au)  
[www.pcaq.asn.au](http://www.pcaq.asn.au)  
ABN 49 040 247 044

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## Explanatory Notes Draft PCAQ Constitution 2017

### Background

Over the past two years the PCAQ executive committee has conducted a review of the current constitution to ensure that the association is operating as efficiently and effectively as possible. It was concluded that a new constitution is necessary to improve the way pony club is governed and to adopt a structure that is common amongst other major sporting organisations.

A draft constitution was presented to the Annual General Meeting (AGM) in 2016, which did not pass. In response, the executive committee formed a sub-committee to make changes to the draft to respond to concerns raised by member at the AGM.

This document aims to explain the key changes to the constitution.

### Key Changes

The proposed constitution makes the following key changes:

1. Removal of the Management Committee;
2. Introduction of a Board; and
3. Reforming the Subcommittees.

#### **1. Removal of the Management Committee**

Once the new constitution is passed and accepted by the Office of Fair Trading, the Management Committee will cease to exist. There are various reasons for doing this. Firstly, in the current constitution, the Management and Executive Committees have some duplicate powers. This can create conflict between committees and uncertainty over which committee has the power to make a decision. Secondly, Management Committee meetings are often poorly attended. Since the last AGM we have struggled to obtain a quorum on a number of occasions. This reflects the fact that it is expensive and quite often impracticable for delegates to attend a meeting in Brisbane if they live in remote or northern areas. Thirdly, the Management Committee is too large. This prevents us from holding electronic meetings, which would allow remote and northern members to attend. Also, large meetings can be difficult to manage and therefore take longer to decide matters. Lastly, it is perceived that the Management Committee could favour South-East zones as they are closer to the PCAQ office. This allows these Zone to easily send the two delegate, whereas remote zones may struggle to send one.

In the proposed constitution, the powers of the current Management Committee will be transferred to the Board.

#### **2. Introduction of a Board**

The Board will assume the duties, powers and responsibilities of the current Executive and Management Committees. The Board will consist of a Chairperson, Secretary, Treasurer, Chief Instructor and five Board Members. Each member of the Board will serve for two years. Every even year the Chairperson, Secretary, Chief Instructor and two Board Members will be elected. In every odd year, the Treasurer and three Board Members will be elected.

The Chief Instructor will continue to be elected by the State Coaching Panel. The election of the Chief Instructor will be ratified at the AGM in each even year.

The Board will receive reports from the sub-committees and will decide whether to accept/reject the recommendations or seek further information.



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## 3. Reforming the Subcommittees

Under the proposed constitution, the following subcommittees and panels will be established.

- Dressage and Combined Training Subcommittee;
- Showjumping, Jumping Equitation and Horse Trials Subcommittee;
- Sporting, Gymkhana, Mounted Games and Camp Draft Subcommittee
- Tetrathlon Subcommittee;
- Zone Advisory Panel;
- Appointment Advisory Panel;
- State Coaching Panel; and
- Other Subcommittees or Panels as deem necessary.

### 3.1 Discipline Subcommittees

The subcommittees will consist of 9 expert members who will serve 2 year terms. 5 members will be elected every even year and 4 members on every odd year. Sub-committee members will be appointed to the sub-committee by the board based on the recommendation of the Appointment Advisory Panel.

The purpose of the discipline subcommittees is to provide the Board with expert knowledge and recommendations (e.g. rule changes) in relation to their area of expertise. Each discipline subcommittee will appoint a chairperson and a secretary and will meet at least once every three months to exercise their function.

Meetings may be conducted utilizing electronic/internet connections if deemed necessary.

### 3.2 Zone Advisory Panel

The committee recognises the value of the contribution that the zones make to the organisation. As such the constitution establishes a new sub-committee called the Zone Advisory Panel (ZAP). The ZAP will consist of one delegate from each Zone. The purpose of the ZAP is to receive reports from the Board, discipline sub-committees and the State Coaching Panel. The ZAP may then make recommendations based on the reports received and any discussion that takes place. These recommendations will be considered by the Board or the relevant sub-committee. However, the ZAP does not have power to make or change rules.

The ZAP will appoint a chairperson and a secretary and will determine when and how often it wants to meet.

The Zones will continue to receive a vote at the AGM, however they will only be entitled to one vote, instead of two. It should also be noted that Clubs will also be entitled to attend the AGM and will also receive one vote at such a meeting.

### 3.3 Appointment Advisory Panel

The Appointment Advisory Panel (AAP) will consist of two Board Members, two State Coaching Panel Members and one member from each discipline sub-committee. Sub-committee members will be appointed based on their skills and experience in their chosen discipline. The purpose of the AAP is to develop selection criteria for members of the Board, Subcommittees and Panel and provide the Board with advice. The AAP will appoint a chairperson and a secretary and will determine when and how often it wants to meet.

### 3.4 State Coaching Panel



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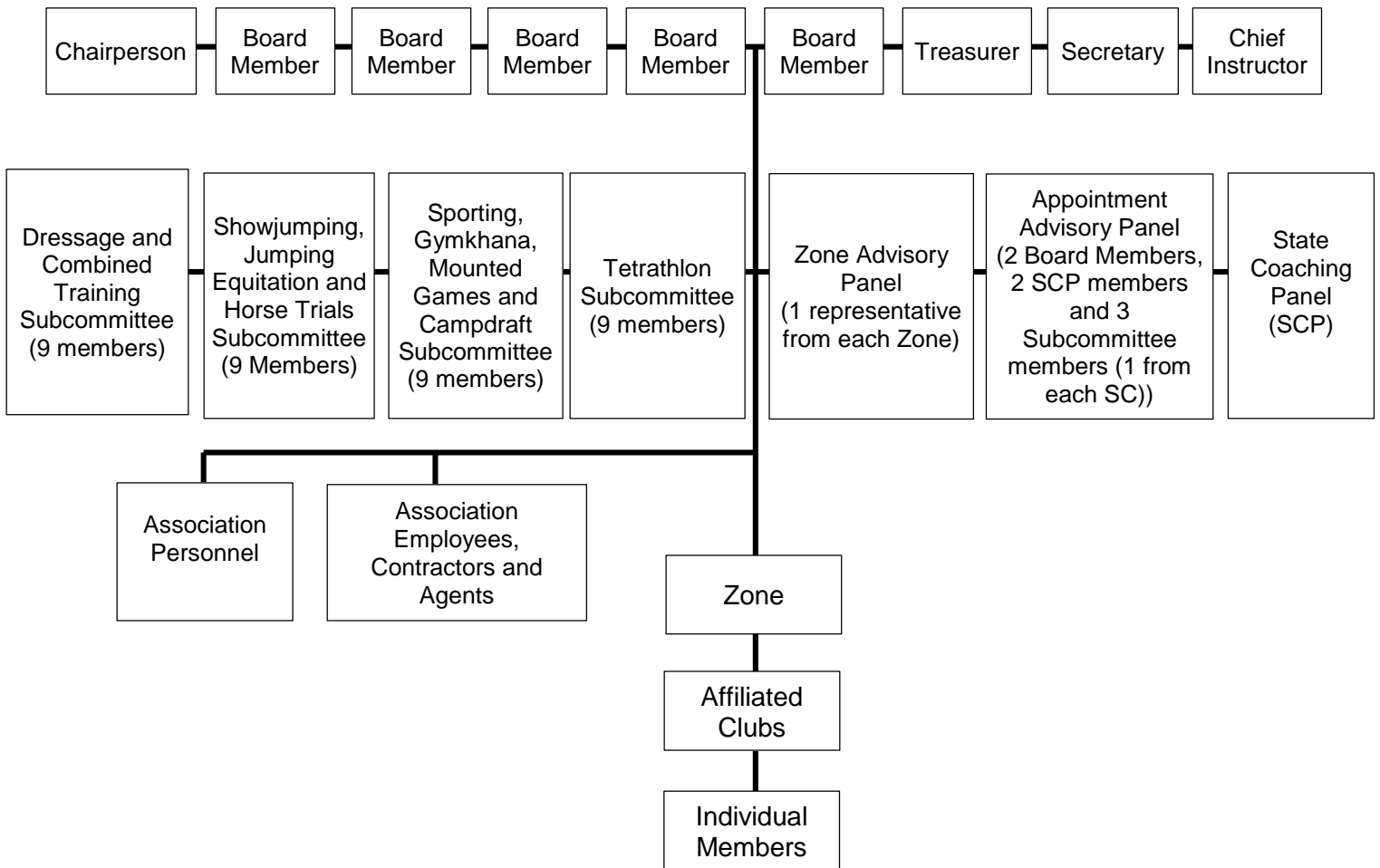
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The purpose of the State Coaching Panel remain unchanged being to organise, arrange and control all matters relating to coaching of behalf on the Board.

## The New Structure

Please see the diagram below, which shows the new structure under the proposed constitution.



## Benefits of the proposed changes

The PCAQ constitution was reviewed against the Model Rules, the ASC Sports Governance Principles (as outlined above) and National and State Pony Club governance models. The outcome of this review confirmed there was scope to improve and streamline both the governance structure and constitution of the PCAQ to achieve the review objectives as outlined above.

As a result of the review, a new PCAQ constitution and governance structure was developed which has effectively streamlined and simplified the PCAQ governance model and also addressed a number of key issues that were highlighted in the review. The new PCAQ constitution and governance structure now affords a number of benefits to PCAQ, including:

- Clarity within the constitution as to who are the legal owners of the sport. The Affiliated Pony Clubs are now clearly identified as the legal owners of PCAQ and are given voting rights at General Meetings (GMs) (being an AGM or Special General Meeting). The Zones are identified as Members within the new Constitution and Zone Delegates are still entitled to receive notice to attend GMs, be present, debate and vote at GMs.





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- Confirmation of Member rights and powers. Members may meet at least once a year (GM, Conference/Forum) but also have the power to convene a GM as required. The Affiliated Pony Clubs remain the 'owners' of the sport and have the power to elect or remove the Board as they see fit.
- Elimination of the multiple levels of governance and duplication of powers, roles and functions between the Executive and Management Committee. A single level of governance (a Board) removes the duplication of roles and powers and is a key principle of sound governance.
- Responsibility for the governance and management of the sport lies with the Board who are elected by the Members to oversee the sport on their behalf. This provides for a clear separation between the owners of the sport and the governors.
- Enhanced Board composition with the focus on a skills based Board made up of 9 Directors which meets a minimum of a bi-monthly basis. Board members are to be elected on the basis of skills, qualifications and experience with a balance of gender equity and diversity where possible.
- Inclusion of rotational terms for Board Members with approximately one half of the Board changing each year. Terms of Board Members are 2 years with a maximum number of 4 terms (8 years) – not including transitional or initial one year terms. This is considered good governance as it fosters stability and continuity within the Board in the management and delivery of PCAQ's strategic plan.
- Removal of items and information from the existing PCAQ constitution that may be subject to change and would be better served in policies, By-Laws or Terms of Reference (TOR). For example, the composition, structure and duties of the PCAQ Subcommittees and Panel, however the existence of these Subcommittees and Panels is still noted in the Constitution. This ensures the governance structure is practical yet flexible to change if any elements of these Standing Committees require review in the future.
- Compliance with the Act and better alignment with the Qld Office of Fair Trading (OFT) Model Rules and requirements. For example, the Secretary is the only Management Committee position that can be appointed. All other Management Committee positions, including the State Coaching Director must be elected by the Members at the AGM. Inclusion of the Secretary role, privacy clause and use of Member information and business to be transacted at an AGM in accordance with the financial turnover of the incorporated association has now been included in the new constitution. The removal of the President/Chairperson entitlement to a casting vote at Board and/or GM – this clearly supports the majority weighting required in decision making and clearly separates the 'owners' of the sport from the 'governors'.
- Alignment and consistency with the Pony Club Australia constitution in terms of identifying common objectives and a collective focus for developing, planning, promoting and supporting the sport throughout Australia.
- Satisfaction of expectations from the State Government – National Parks, Sport and Racing (PCAQ's major funding provider) in terms of reviewing the constitution every 2-3 years in accordance with funding obligations to ensure that compliance with the Act and effective governance is achieved.

## **Transition Process**

In order for PCAQ to adopt the new constitution, a Notice of Special Resolution must be passed at the 2017 AGM by three quarters (75%) of the Members who are financial and entitled to vote under the current constitution. Eligible voting Members can exercise their vote by:

- Being an authorised Delegate and present at the meeting;



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- Being an appointed substitute Delegate (proxy) who must be a member of an affiliated Club and who has the written authority from the President and Secretary of the Club they are representing. This written authority must be received by the President/Chairperson prior to the commencement of the meeting. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate;
- A written proxy vote using the approved instrument issued by the PCAQ for the meeting and signed by the Club/Zone President and Secretary and submitted to the PCAQ Secretary at least seven (7) days prior to the meeting. This instrument may be sent to the PCAQ Secretary by: post, courier delivery (with proof of delivery), facsimile or email (signed and scanned form).

Should the Special Resolution be passed at the AGM, then the new constitution will need to be lodged with the Chief Executive (Qld Office of Fair Trading) within 3 months following the AGM for official approval. Form 8 – Application to Register an Amendment of Rules must be completed and accompany the new constitution, along with a fee of \$18.85 to lodge the new constitution for approval with the OFT. The approval process normally takes between 4-6 weeks (should no amendments be required) and once approved the new constitution becomes the new set of Rules (constitution) for the PCAQ.

A transitional clause has been included within the new PCAQ constitution to allow the existing Office Bearers of PCAQ (elected at the 2017 PCAQ AGM) to continue as the new transitional Board of PCAQ until the first AGM is held under the new constitution in 2018. Therefore, requiring no further General Meetings to elect a new Board during the first 12 month period that the new constitution will be in operation.

## **Consultation Process**

The draft PCAQ constitution will be available for two rounds of feedback. The first round of feedback will occur between 1 April 2017 and 30 April 2017. The sub-committee will collate and action and feedback received. A new draft will be produced for a second round of feedback from 1 June 2017 to 30 June 2017. The final document will then be produced and circulated in time for the AGM.

Comments are welcome from any Members of the PCAQ via email to Jacob McLoughlin – [jacob@pcaq.asn.au](mailto:jacob@pcaq.asn.au). We encourage all clubs, zones and members to read and consider this document. Your feedback is important.

Kind regards

PCAQ Constitution Review Subcommittee