

CONSTITUTION

of the

NAMIBIA ENDURANCE RIDE ASSOCIATION

1. DEFINITIONS

In this Constitution and in any Annexure, unless the context otherwise indicates, words indicating the singular includes the plural, and -

“Annexure” means any Annexure referred to in article 25, amended from time to time as contemplated in Article 25.1.2;

“Annual General Meeting” or “AGM” means the AGM referred to in article 15;

“Association” or “NERA” means the Namibia Endurance Ride Association;

“club” means an endurance riding club of the Association which has been approved by the Council and which functions according to the Constitution and any applicable Annexure;

“club committee” means a club committee referred to in article 17.1;

“Constitution” means the Constitution of the Association, as amended from time to time, and includes any Annexure referred to in article 25;

“Council” means the Council of the Association referred to in article 9;

“EXCO” means the Executive Committee of the Council referred to in article 10;

“Extraordinary General Meeting” or “EGM” means the EGM referred to in article 16;

“FEI” means the Federation Equestre Internationale;

“International ride” or “National ride” means an endurance ride which is presented and organised by the Council;

“member”, in relation to a member of the Association, means a paid up member of the Association approved annually by the Council and who is in possession of current annual proof of membership;

“membership fees” means the annual membership fees paid by an applicant to the Council via a club;

“official” means an office bearer of the Association or the FEI, as the case may be;

“President” means the President of the Association referred to in article 9.2(a);

“Secretary” means the Secretary of the Council referred to in article 9.2(c);

“Vice-President” means the Vice -President of the Association referred to in article 9.2(b);

“visitor” means any member of the public attending an endurance ride held under the auspices of the Association; and

“Young rider”, in relation to membership, means a Junior member.

2. **CONTINUATION OF NAMIBIA ENDURANCE RIDING ASSOCIATION, STATUS AND LEGAL POWERS AND JURISDICTION OF THE ASSOCIATION**

2.1 The **NAMIBIA ENDURANCE RIDE ASSOCIATION** (“the Association”), which may be abbreviated as “NERA”, and also commonly known as “Namibia Endurance” continues to exist under the same name.

2.2 The Association -

- (a) is a voluntary non-profit organisation;
- (b) was established to achieve the objectives as specified in this Constitution;
- (c) has juristic personality -
 - (i) as a distinct and separate legal entity; and
 - (ii) may in its own name owns property, perform legal acts and institute and defend legal actions;
- (d) is affiliated to the National Sports Council of Namibia, the Namibian Equestrian Federation (“NAMEF”), the Federation Equestrian Internationale (FEI) and any other body as approved by the Council or the Annual General Meeting (the “AGM”).

- 2.3 The limit of a member's legal liability to the Association entails the amount of outstanding membership fees or any other fees or amounts due to the Association.
- 2.4 The Association must achieve its goals and may exercise its powers within the geographic boundaries of Namibia and any other area as approved by the Council.

3. MAIN PURPOSE AND VISION OF THE ASSOCIATION

- 3.1 The main purpose of the Association is to promote and control endurance riding as sport amongst all population groups in Namibia in terms of international rules of endurance riding.
- 3.2 The vision of the Association is to be a dynamic, highly professional, internationally accredited, accepted and respected equestrian performance based endurance sporting association catering for all spheres of membership where the wellbeing of the horse will always be paramount and international standards will be the norm, by means of -
 - (a) creating the best and most possible opportunities for all its members and horses all the time;
 - (b) developing endurance riding under all Namibians as priority;
 - (c) being a family orientated structure which will cater for the entire family to participate;
 - (d) striving to have a strong family bond and a good relationship between members in the various clubs, between the members of the different clubs, between the various clubs and with all other endurance associations internationally that share the same principles and objectives than the Association.

4. OBJECTIVES OF THE ASSOCIATION

The objectives of the Association are to -

- (a) co-ordinate and standardise endurance rides in Namibia ensuring strict adherence to the Constitution and any Annexure;
- (b) present national rides which conform to the provisions of the Constitution and any Annexure;
- (c) promote international participation and host international rides;

- (d) provide advice regarding endurance rides and horsemanship in general, to all riders and other interested parties by means of seminars, articles and newsletters;
- (e) prevent exposure of endurance horses to conditions which would be detrimental to their well-being;
- (f) record data and information regarding endurance rides in order to promote research and participation;
- (g) generate funds for the promotion of the objectives of the Association.

5. **MEMBERSHIP OF THE ASSOCIATION**

Membership of the Association consists of six member categories, namely founder members, senior members, junior or young rider members, child members, corporate members and honorary members and officials.

5.1 **Founder members**

5.1.1 Any person who, in the opinion of the Council, has founded the Association, qualifies as a founder member.

5.1.2 The Council must compile a name list of founder members and these members are founder members for the period determined by the Council.

5.1.3 Founder members -

- (a) have observer status at meetings of the Association without the right to vote;
- (b) are subject to the Constitution; and
- (c) are exempted from the payment of membership fees.

5.2 **Senior members**

5.2.1 Any person qualifies as a senior member from the year in which the person becomes 18 years of age.

5.2.2.1 Any person who wants to be a senior member must -

- (a) annually apply therefore on the annual membership application form obtained from his or her club; and

- (b) submit the completed application form to the club, together with proof that the membership fees have been paid.

5.2.2.2 The treasurer of each club must submit completed application forms to the Secretary, and the Council must consider and decide on each application for membership.

5.2.3 A senior member has the right to vote at all meetings of the Association and of the club of which he or she is member and which he or she may attend.

5.3 **Junior members**

5.3.1 Any person qualifies as a junior member from the year in which the person becomes 14 years until the year in which he or she reaches the age of 21.

5.3.2.1 Any person who wants to be a junior member must -

- (a) annually apply therefore on the annual membership application form obtained from his or her club; and
- (b) submit the completed application form to the club, together with proof that the membership fees have been paid.

5.3.2.2 The treasurer of each club must submit completed application forms to the Secretary, and the Council must consider and decide on each application for membership.

5.3.3 A junior member may attend meetings of the Association and of the club of which he or she is a member, and has a right to vote from the year in which he or she reaches the age of 18 years.

5.3.4 Junior members are not eligible for election to club committees.

5.4 **Child members**

5.4.1 A child member is any person under the year in which he or she becomes 14 years of age.

5.4.2.1 Any person who wants to be a child member must -

- (a) annually apply therefore, assisted by a parent or guardian, on the annual membership application form obtained from his or her club; and

- (b) submit the completed application form to the club, together with proof that the membership fees have been paid.

5.4.2.2 The treasurer of each club must submit completed application forms to the Secretary, and the Council must consider and decide on each application for membership.

5.4.3 Child members -

- (a) may attend any meeting of the Association and of the club of which he or she is a member, but does not have any right to vote;
- (b) are not eligible for election to club committees; and
- (c) only pay 50% of the membership fee payable in respect of senior members and junior members.

5.5 **Corporate members**

5.5.1.1 Subject to article 5.5.1.2, any senior or junior member who is the owner of multiple horses to be ridden by various riders may apply for corporate membership.

5.5.1.2 The Council may in respect of each specific application decide on the merits thereof whether that application qualifies for corporate membership.

5.5.2 The Council must compile a name list of corporate members.

5.5.3.1 Any senior or junior member who wants to be a corporate member must -

- (a) annually apply therefore on the annual membership application form obtained from its club;
- (b) clearly indicate "CM" on the application form; and
- (c) submit the completed application form to the club, together with proof that the membership fees have been paid.

5.5.3.2 The treasurer of each club must submit completed application forms to the Secretary, and the Council must consider and decide on each application for membership.

5.5.4 Corporate members -

- (a) are subject to the Constitution;
- (b) only pay 50% of the membership fee payable in respect of senior members and junior members.

5.5.5.1 Riders riding under a corporate membership -

- (a) may vary, but only horses belonging to the senior or junior member who has corporate membership may participate under corporate membership;
- (b) must comply with the novice requirements applicable to other riders and cannot complete those requirements, unless the rider concerned becomes a senior, junior or child member, as the case may be;
- (c) who are senior or junior riders may act as senior for a child at a ride: provided that the organising committee at a ride has the power to determine whether a junior concerned may so act as a senior for a child at the ride concerned.

5.5.5.2 A rider who does not have a corporate membership may not ride his or her own horse or a horse of another owner on the corporate membership of another senior or junior member.

5.5.6.1 Riders riding under a corporate membership may participate in CEI events, but may not ride a CEI star distance, and these riders must become full members if they wish to compete in CEI events.

5.5.6.2 The kilometre credits of riders who have ridden under a corporate membership and who have become full members may be transferred from the corporate membership to their personal membership by the club secretary concerned.

5.6 **Honorary members or honorary officials**

5.6.1 According to guidelines and criteria determined by the Council, the Council may nominate any person as a honorary member or a honorary official of the Association.

5.6.2 The Council must compile a name list of honorary members or honorary officials and these members or officials are honorary members or honorary officials for life.

5.6.3 Honorary members or honorary officials -

- (a) have observer status at meetings of the Association without the right to vote;
- (b) may officiate and are subject to the Constitution; and
- (c) are exempted from the payment of membership fees.

5.7 **Additional conditions of membership**

5.7.1 Horses cannot become members and have no constitutional rights.

5.7.2.1 Membership of more than one club is not permissible and members -

- (a) may not serve on more than one club committee; and
- (b) are strongly encouraged to take up membership of a club that is geographically situated the closest to him or her.

5.7.2.2 Notwithstanding article 5.7.2.1(a), but subject to article 5.7.2.3, an individual member of a club may become a member of any other club if he or she wishes to.

5.7.2.3 No other club is under any obligation whatsoever to accept a member referred to in article 5.7.2,2, and that decision vests solely in the discretion of the club committee concerned.

5.7.3 Members may only represent the Association or a club or Namibia at competitions where the Association or a club or Namibia does compete, and any other participation is only permitted with prior written permission of the Council.

5.7.4.1 Notwithstanding anything to the contrary contained in this Constitution, the completion by a person of a membership application form and the payment of membership fees at a club does not result in automatic membership of the Association and the club, but it only makes such a person an applicant and not an Association or a club member.

5.7.4.2 Only once Council has approved the application of a person as member does such person become a member of the Association and the club concerned.

5.7.4.3 No applicant may be a member of any club without being an approved member of the Association.

- 5.7.4.4.1 The approval of applicants as members are done by the Council upon receipt of the application forms from the clubs and consideration thereof, and approval vests in the discretion and is based on the opinion of, the Council.
- 5.7.4.4.2 The Council does not have to provide reasons for refusal of an application for membership.
- 5.7.4.5.1 Membership, except in the case of honorary members or honorary officials who are members for life -
- (a) is approved annually by the Council for the specific year only; and
 - (b) expires at the end of the specific year.
- 5.7.4.5.2 Persons intending to obtain membership of Nera and of a club must every year complete the Nera membership form concerned.
- 5.7.4.6 If the Council does not approve an applicant as a member all membership fees paid in respect of the unsuccessful application must be refunded to the unsuccessful applicant.
- 5.7.5 Membership is not transferable and paid up membership may not be transferred to another person or member.

6. **TERMINATION OF MEMBERSHIP AND DISCIPLINARY ACTION**

- 6.1 A member may at any time resign as member and resignations -
- (a) must be in writing;
 - (b) must be submitted to the club of the member; and
 - (c) are only effective once all obligations to the club and the Association has been met.
- 6.2 A club secretary must ascertain whether the obligations concerned have been met.
- 6.3 If a member fails to pay outstanding fees, the Association via the Council or the club of a member may terminate the membership of the member after 30 days of a final demand by the Council or the club.
- 6.4 As provided for in Annexure 6: Disciplinary Code and Procedure the Council or a club may take disciplinary action against a member or

terminate the membership of a member after disciplinary action has been taken against a member -

- (a) who by action or non action tends to damage the reputation of the Association or a club, potentially or in fact, or endangers the objectives of the Association or a club;
- (b) who is in the opinion of the Council or a club, guilty of unconstitutional action or dishonesty or the breach of the Constitution or any Annexure or the Constitution of a club that justifies the termination or expulsion of a member or the taking of disciplinary action against the member;
- (c) who intentionally supplies false information to the Association, the Council or a club;
- (d) who intentionally fails to notify the Association, the Council, a club or any official or veterinarian of an injury or disability of a horse or who hides or change the identity of a horse;
- (e) who is in the opinion of the Council, the AGM or a club, guilty of any unacceptable behaviour which may be reported to the Council, the AGM or a club by any person, member of the Association, member of a club committee or Council member in order to investigate the complaint; or
- (f) who, in the opinion of the Council, the AGM or a club, acts or tends to act in any way whatsoever against the Association or a club or anything that the Association or a club stands for, including but not limited to any act to establish, to join or to be part of any body, institution or association that is in opposition with the Association or a club or anything that the Association or a club stands for.

6.5 The Council may resolve to refuse any application for membership of an applicant who is guilty of the contravention of any paragraph of article 6.4.

6.6 The Council must annually appoint a Disciplinary Committee to handle all complaints, disciplinary procedures and disciplinary actions to be taken by the Council, consisting of a chairperson and such other members as the Council may determine.

7. **MEMBER REGISTER AND MEMBERSHIP FEES**

7.1.1 The Secretary must held a register of the names and addresses of each member.

- 7.1.2.1 The club secretaries must -
- (a) on the 1st of February and the 1st of March of every year submit a list of club member applications received or particulars thereof to the Secretary; and
 - (b) seven days prior to the Stefanus Pienaar Memorial Ride held in March of each year submit an updated list of club member applications to the Secretary.
- 7.1.2.2 The Secretary must prior to the Stefanus Pienaar Memorial ride forward the list referred to in article 7.1.2.1(b) to the members of the Council for discussion and approval at the Council meeting to be held at that ride.
- 7.1.3 Any previous member or person or applicant whose application for membership has not been accepted by the Council for a current year may not take part in or attend a ride of the Association.
- 7.2 A club must assign an Association club number to each of its members.
- 7.3 The club number of a member who resigns, relocates or dies may not be re-allocated to another member.
- 7.4 The secretaries of clubs must regularly update its membership lists and forward same to the Secretary.
- 7.5.1.1 The Council / AGM must annually determine the membership fees.
- 7.5.1.2.1 Subject to article 7.6, membership fees are payable -
- (a) in full; or
 - (b) in three equal monthly instalments in January, February and March of every year,
- prior to the 10th of March of each year to the club of a member: Provided that, if a ride takes place in January, February or March, the membership amount payable in respect of the month in which the ride concerned takes place, as well as for any preceding month if any, must have been paid before the rider concerned takes part in that ride.
- 7.5.1.2.2 Subject to article 7.6, if a ride takes place in any other month than January, February or March of a year, the full membership fees must have been paid before that rider concerned takes part in that ride.

7.5.2 The secretaries of clubs must as soon as practicable after the 31st of March of each year pay the membership fees received over to the Association.

7.5.3 Membership fees are not refundable.

7.6 Subject to the conditions determined by it, the Council may in its discretion determine -

(a) to waive the payment of membership fees in certain circumstances;

(b) to impose a reduced or pro rata membership fee in certain circumstances: provided that if not expressly otherwise decided by the Council, a reduced or pro rata membership fee is only allowed from the 1st of September of each year.

7.7 Subject to article 9.1.1.1 and 9.1.2(c) a member of a club committee does not necessarily have to be a paid up member of the Association.

7.8 A club may pay the membership fees of the members of its club committee who are Council members.

8. **ORGANISATIONAL STRUCTURE OF THE ASSOCIATION**

8.1 The Association consists of a National Management body known as the Council and a number of clubs, as provided for in article 17.

8.2 The Council controls and co-ordinates at international and national level endurance riding matters, whereas clubs perform this function at regional and local level respectively.

9. **STRUCTURE OF THE COUNCIL**

9.1 **Composition of the Council**

9.1.1.1 The Council consists of -

(a) two club committee members of each club, who must preferably be the chairperson and vice-chairperson of the club, but a club may decide who its representatives on the Council will be: provided that at least the chairperson or the vice-chairperson, as the case may be, must be one of the representatives concerned;

(b) the Secretary; and

(c) the FEI & International Liaison Official,

all of whom must be paid up members of the Association.

9.1.1.2 The term of office of a Council member is two year.

9.1.2 If -

(a) the quantity of clubs changes, the Council must change the number of standing committees and two year representatives of the clubs accordingly;

(b) any chairperson or vice-chairperson or other club committee member contemplated in article 9.1.1.1(a) who is the representative of a club, for whatever reason terminates his or her representation at the Council, the new chairperson or vice-chairperson of the club concerned or such other club committee member as decided by the club concerned, must represent the club for the unexpired period of the term of office concerned as contemplated in article 9.1.1.2;

(c) any chairperson or vice-chairperson or other club committee member contemplated in article 9.1.1.1(a) who is the representative of a club, is absent or unable to attend Council meetings, the club concerned may nominate another club committee member who is a paid up member to represent the chairperson or vice-chairperson concerned with full voting rights.

9.1.3 No club may have more than two representatives at any Council meeting, except if so approved by the Council, but an additional representative has no vote.

9.2 **Office-bearers of the Council**

The Council has the following office-bearers -

(a) the President;

(b) the Vice-President;

(c) the Secretary, who also acts as PRO and the Treasurer; and

(d) the FEI & International Liaison Official.

9.3 **Standing Committees**

9.3.1 The Council has the following standing committees -

- (a) the Administrative and Secretarial Committee, chaired by the Secretary, who is, in addition to the powers, functions and duties conferred or imposed by the Council upon the Secretary, responsible for all secretarial and administrative work, media liaison, public relations work, communication and newsletters, obtaining of permits, as well as treasurer responsible for marketing, sponsors and bookkeeping and the rankings of the Association;
- (b) the FEI Committee, chaired by the FEI & International Liaison Official of the Association responsible for FEI and international liaison; and consisting of so many members as the Council may determine; and
- (c) the Disciplinary Committee.

9.3.2 The chairperson of a standing committee, except the Disciplinary Committee, may co-op other members to serve on the standing committee concerned.

9.3.3 Subject to article 9.3.2, the Disciplinary Committee may co-op any person to assist it in the performance of its duties, but the Disciplinary Committee must obtain the approval of the Council if the co-option of any person will result in financial expenditure for the Council.

9.4 ***Ad hoc* committees**

9.4.1 The Council may from time establish such *ad hoc* committees as it may deem fit and may determine the members of such a committee.

9.4.2 The chairperson of an *ad hoc* may co-op other members of such a committee.

9.5 **Powers, functions and duties of standing committees and *ad hoc* committees**

Except as provided for in this Constitution, a standing committee and an *ad hoc* committee have the powers, functions and duties as determined by the Council.

10. **EXECUTIVE COMMITTEE OF THE COUNCIL**

10.1 The Executive Committee of the Council (the "EXCO") consists of the following Council members, namely -

- (a) the President;

- (b) the Vice-President;
- (c) the Secretary;
- (d) the FEI & International Liaison Official if the matter before the EXCO involves FEI matters;
- (e) the Chairperson of the Disciplinary Committee, if the matter before the EXCO involves disciplinary matters; and
- (f) any other Council member co-opted by the EXCO in respect of a specific matter.

10.2 The EXCO deals with urgent matters on behalf of the Council and meets as circumstances require.

10.3 Any two members of the President, the Vice-President or the Secretary and any one member of either the FEI & International Liaison Official, the Chairperson of the Disciplinary Committee or any other Council member form a quorum for any meeting of the EXCO.

10.4 Any resolution by the majority of members of the EXCO present at an EXCO is the resolution of the EXCO.

10.5 The EXCO Committee may at any time when it deems it necessary or expedient, co-opt any person to advise the EXCO generally or specially during a special meeting or during the handling of a particular matter, but the co-opted person does not have a right to vote.

10.6 The EXCO must on every Council meeting report to the Council on every meeting of the EXCO held prior to the Council meeting, and resolutions taken by the EXCO must be ratified by the Council.

11. **POWERS, FUNCTIONS AND DUTIES OF THE COUNCIL**

11.1 The overall responsibility for the achievement of the Objectives of the Association at international, national, regional and local level as specified in this Constitution and any Annexure vests in the Council as the highest executive authority.

11.2 The Council must in addition -

- (a) ensure that all aspects pertaining to a national team regarding composition, number of members per team, fitness of horses and riders and selection guidelines are controlled and co-ordinated;

- (b) ensure that all information and statistical data concerning every endurance ride held in Namibia which comply with the Association's regulations are dispatched to the Council;
- (c) ensure that honorary and national colours are awarded to members who qualify in accordance with the criteria determined by the Council and the criteria of the Namibia Sports Commission;
- (d) ensure strict compliance with this Constitution and any Annexure;
- (e) do everything in its power to protect and develop the endurance sport in Namibia, its members and clubs and to create the most and best opportunities for its members and horses.

12. **COUNCIL MEETINGS**

12.1 The Council as the highest executive authority of the Association is answerable to the AGM.

12.2 The Council must meet regularly, but at least thrice per year in order to conduct its activities and to ensure thorough and proper administration of the Association.

12.3.1 The President -

- (a) presides at Council meetings; and
- (b) determines, in coordination with the chairpersons of the clubs and the Secretary the agenda, date, place and time of Council meetings.

12.3.2 If the President is absent from or unable to preside at a Council meeting the Vice President must preside at the meeting.

12.3.3 If both the President and the Vice-President are absent from or unable to preside at a Council meeting the Council must under the chairpersonship of the Secretary elect any Council member to preside at the meeting.

12.3.4 Any person other than the President presiding at a Council meeting has the same powers as the President in respect of the meeting.

12.4.1 The Secretary -

- (a) must keep minutes of the proceedings at Council meetings; and

- (b) must at least 7 days prior to a proposed Council meeting distribute a notice and agenda of the proposed meeting and the minutes of previous meetings to members of the Council.

12.4.2 If circumstances do not allow that notice of at least 7 days referred to in article 12.4.1(b) be given, shorter notice of proposed Council meetings may be given if at least two thirds of the Council members agree to the shorter notice period.

12.5.1 Fifty per cent plus 1 of the Council members form a quorum for Council meetings.

12.5.2 Council meetings are held according to normal meeting procedures.

12.5.3 The person presiding at a Council meeting has a deliberative vote and, in the event of an equality of votes, also a casting vote.

12.5.4 The minutes of every Council meeting must be submitted for approval at the next Council meeting.

12.6 Any resolution by the majority of Council members at a Council meeting is the resolution of the Council.

12.7.1 Subject to articles 12.7.2 and 15.8 -

- (a) any resolution taken by the Council; and
- (b) any Council resolution which has been discussed and ratified at the AGM,

must be so applied for at least one year before the matter to which the resolution relates, may again be discussed.

12.7.2 Article 12.7.1 does not apply if -

- (a) the resolution referred to therein is in contravention of or contradictory with any FEI rule or FEI regulation or other legal provision which apply to the Association; or
- (b) the Council decides otherwise for urgent and compelling reasons, which reasons must specifically be minuted.

13. **EXTRAORDINARY COUNCIL MEETINGS**

13.1 At least 5 Council members may in writing request that an extraordinary Council meeting be convened.

- 13.2 The Council members requesting the extraordinary Council meeting must circulate notice and the agenda of the extraordinary Council meeting to all Council members at least 7 days before the proposed meeting.
- 13.3 Agenda points in addition to the points raised by the Council members referred to in article 13.1 for the extraordinary Council meeting may only be tabled by a club committee via its representatives.
- 13.4 Fifty per cent plus 1 of the Council members form a quorum for an extraordinary Council meeting.
- 13.5 Only matters for which the extraordinary Council meeting was convened and which appear on the agenda thereof may be discussed at the meeting.
- 13.6 Any resolution by at least two thirds of Council members at an extraordinary Council meeting is the resolution of the Council.
- 13.7.1 The President, except if the matter under discussion at the meeting relates to the competency or conduct of the President, presides at extraordinary Council meetings.
- 13.7.2 If the President is absent from or unable to preside at an extraordinary Council meeting the Vice President must preside at the meeting, except if the matter under discussion at the meeting relates to the competency or conduct of the Vice-President.
- 13.7.3 If both the President and the Vice-President are absent from or unable to preside at an extraordinary Council meeting the Council must under the chairpersonship of the Secretary elect any Council member to preside at the meeting.
- 13.7.4 Any person other than the President presiding at an extraordinary Council meeting has the same powers as the President in respect of the meeting.
- 13.8 The Secretary must keep minutes of the proceedings at extraordinary Council meetings.
- 13.9 Extraordinary Council meetings are held according to normal meeting procedures.
- 13.10 The person presiding at an extraordinary Council meeting has a deliberative vote and, in the event of an equality of votes, also a casting vote.

13.11 The minutes of every extraordinary Council meeting must be submitted for approval at the next Council meeting.

14. FINANCES OF THE ASSOCIATION

14.1 Council generates the Association's own funds by way of membership fees, donations, sponsorships, interest on investments, subsidies and other funds accruing to the Association.

14.2 Funds of the Association may only be utilised for the promotion of the objectives of the Association.

14.3.1 The Secretary must keep books of account of the finances of the Council, which books of accounts must be audited annually by an auditor or bookkeeper appointed by the Council.

14.3.2 The report of the auditor or the bookkeeper, as the case may be, must be submitted and discussed at the AGM for approval.

14.4 The Council authorises expenditure of the Association and resolutions in this regard must be fully and accurately minuted.

14.5 Signatories for expenditure and for any other transaction relating to the finances of the Association are the President, the Vice-President and the Secretary, of which two signatures are required at any given time.

14.6 The financial year of the Association ends on the 31st of December of each year.

15. ANNUAL GENERAL MEETING

15.1.1 The President -

- (a) presides at the AGM; and
- (b) determines, in coordination with the chairpersons of the clubs and the Secretary the agenda, date, place and time of the AGM.

15.1.2 If the President is absent from or unable to preside at the AGM the Vice President must preside at the AGM.

15.1.3 If both the President and the Vice-President are absent from or unable to preside at the AGM the AGM must under the chairpersonship of the Secretary or the person acting as Secretary, elect any Council member to preside at the AGM.

- 15.1.4 Any person other than the President presiding at the AGM has the same powers as the President in respect of the AGM.
- 15.2 The AGM is the highest body of members and the highest authority of the Association, except where an EGM has been convened in respect of a specific matter.
- 15.3 The AGM is held annually to discuss topics of general interest, approve reports and decide upon matters of relevance.
- 15.4.1 The Secretary must at least 30 days prior to the date of the proposed AGM circulate a written notice and the agenda of the AGM to all members.
- 15.4.2 If circumstances do not allow that notice of at least 30 days referred to in article 15.4.1 be given, shorter notice and agenda of a proposed AGM may be given or be regarded as properly given as contemplated in that article, if at least two thirds of the Council members agree to the shorter notice period.
- 15.4.3 In exceptional circumstances, if at least two thirds of the Council members so agree, notwithstanding articles 15.6.1.1 and 15.6.1.2, a member may propose at an AGM that a motion or agenda point be discussed at the AGM.
- 15.4.4 A member may not regard the AGM invalid if the member accidentally does not receive notice thereof.
- 15.5 Subject to articles 15.4.2 and 15.4.3, and in order to give effect to article 15.4.1, the Secretary must be in possession of any motions or agenda points for discussion submitted by members at least 45 days prior to the AGM.
- 15.6.1.1 In addition to any standing motion and standing agenda point on the agenda of the AGM as contemplated in article 15.14.1, any motion or agenda point intended for the AGM may only be proposed by a club and the motion or agenda point must be approved by a two thirds majority vote by the club committee timeously in order to comply with the timeframes contemplated in articles 15.4.1 and 15.5.
- 15.6.1.2 Individual members -
- (a) may only propose a motion or agenda point via his or her club; and

- (b) must propose a motion or agenda point timeously in order to comply with the timeframes contemplated in articles 15.4.1 and 15.5.
- 15.7.2.1 If a motion or agenda point is not approved by a two thirds majority vote by a club committee the proposer may in writing appeal to the President.
- 15.7.2.2 The President may allow the appeal and decide that the motion or agenda point concerned may be tabled if *it will still comply with the timeframes* contemplated in articles 15.4.1 and 15.52 or may not allow the appeal.
- 15.8 Motions rejected by an AGM may not be tabled at the next AGM.
- 15.9 The Secretary must keep minutes of the proceedings at the AGM and the minutes must be submitted to the next AGM for approval.
- 15.10.1 The members present at an AGM form a quorum for that meeting.
- 15.10.2 At the AGM every member has one vote and the person presiding at the AGM has a deliberate vote and, in the event of an equality of votes, also a casting vote.
- 15.11 The Secretary must inform members of all resolutions made by the AGM within 30 days after the AGM.
- 15.12 The Council must determine the date, time and place where the AGM will be held.
- 15.13.1 At the AGM voting must take place by ballot, unless the AGM unanimously decides on a different method of voting.
- 15.13.2 Any resolution by two thirds of the members at the AGM is the resolution of the AGM.
- 15.14.1 The items on the agenda of the AGM must be finalised as follows:
1. Opening
 2. Read and approval of minutes of previous AGM and any extraordinary general meetings that were held before the AGM.
 3. Discussion of subjects from the minutes.
 4. Presentation and discussion of President's annual report.
 5. Presentation and discussion of auditor's or bookkeeper's financial statements and honoraria, if applicable.

6. Discussion of agenda points and any changes in this Constitution or any Annexure and any motions of which proper notice in terms of the Constitution were given.
 7. Discussion and ratification of resolutions taken by the Council since the previous AGM of which notice has been given.
- 15.14.2 There will be no "General" discussion points on the agenda of the AGM and only matters on the agenda or proposed as contemplated in articles 15.4.2 and 15.4.3 may be discussed.
- 15.15 Meetings at an AGM must be held according to normal meeting procedures.
16. **EXTRAORDINARY GENERAL MEETING**
- 16.1 An Extraordinary General Meeting of Members ("EGM") may be convened -
- (a) by a written request submitted to the Secretary by a two thirds majority vote of the management of at least 3 clubs; or
 - (b) by the Council.
- 16.2 The Secretary must circulate notice and the agenda of the EGM to all members within 7 days of the request and at least 30 days prior to the date of the proposed meeting.
- 16.3 A member may not regard an EGM invalid if the member accidentally does not receive notice thereof.
- 16.4 Those members present at the EGM form a quorum.
- 16.5 At an EGM voting must take place by ballot, unless the EGM unanimously decides on a different method of voting.
- 16.6 Only matters for which the EGM was convened and which appear on the agenda thereof may be discussed at the meeting.
- 16.7.1 The President presides at the EGM, except if the matter under discussion at the meeting relates to the competency or conduct of the President.
- 16.7.2 If the President is absent from or unable to preside at the EGM the Vice President must preside at the EGM, except if the matter under discussion at the meeting relates to the competency or conduct of the Vice-President.

- 16.7.3 If both the President and the Vice-President are absent from or unable to preside at the AGM the AGM must under the chairpersonship of the Secretary or the person acting as Secretary, elect any Council member to preside at the EGM.
- 16.7.4 Any person other than the President presiding at the EGM has the same powers as the President in respect of the EGM.
- 16.8 Any resolution by two thirds of the members at the EGM is the resolution of the EGM.
- 16.9 The Secretary must keep minutes of proceedings at the EGM and the minutes of an EGM must be submitted for approval at the next AGM, and may also be submitted at a next EGM if the meeting so resolves.
- 16.10 At an EGM every member has one vote and the person presiding at the EGM has a deliberate vote and, in the event of an equality of votes, also a casting vote.
- 16.11 Meetings at an EGM must be held according to normal meeting procedures.

17. **CLUBS**

17.1 **Club committees and Constitutions of clubs**

- 17.1.1 Clubs through its club committees are responsible for the achievement of the objectives of the Association at local level.
- 17.1.2 A club secretary must provide a copy of the constitution of the club to the Secretary.
- 17.1.3.1 A club committee must consist of at least 7 members, filling the positions of chairperson, vice-chairperson, secretary, treasurer and 3 additional members, but the Council may waive, for the period and on the conditions determined, the requirements relating to the minimum number of members of a club committee.
- 17.1.3.2 A club may determine the portfolios of the additional members.

17.2 **Clubs, the establishment of clubs and application for approval**

- 17.2.1.1 Subject to article 7.9 and read with articles 9.1.1.1 and 9.1.2(c), a club consists, subject to article 17.2.1.1.2, of at least 10 members, who must all be paid up members and who endorse the Constitution of the club and this Constitution.

17.2.1.2 The Council may waive, for the period and on the conditions determined, the requirements relating to the minimum number of members of a club as contemplated in article 17.2.1.1.1.

17.2.2 The establishment of new clubs may not lead to the decline of existing clubs and members are encouraged to rather join existing clubs if it is geographically feasible.

17.2.3 Any group of persons who intend to join the Association as a club must

-

- (a) form a steering committee, consisting of at least 3 members; and
- (b) through the steering committee apply in writing to the Council for approval, and the application must contain or be accompanied by -
 - (i) a completed Association Application form in respect of all proposed members;
 - (ii) the proposed name of the proposed club;
 - (iii) the official postal address of the proposed club;
 - (iv) a copy of the constitution of the proposed club; and
 - (v) proof of payment in the Association's account of the membership fees concerned.

17.2.4.1 After receipt of the application as contemplated in article 17.2.3(b), the Council must appoint one or more of its members (the "evaluating committee") to locally evaluate the club and the application and to submit a report in this regard to the Council.

17.2.4.2 The evaluating committee must determine the following, namely whether -

- (a) the proposed club has access to -
 - (i) a suitable route along which an endurance ride course of at least 100 kilometres can be planned and marked;
 - (ii) all the facilities necessary to hold an official ride, i.e. a well-furnished terrain which can serve as a starting and finishing point;

- (b) the proposed club is in possession of a copy of this Constitution and Annexures relating to the administration and organisation of rides, the participation in rides and the planning and marking of routes (which can be obtained from the Secretary);
- (c) the proposed club has access to or owns its own equipment such as route indicators, drinking troughs, a sound system, trained time keepers, course officials and a veterinarian; and
- (d) the proposed club will reasonably be able to present and hold endurance rides; and
- (e) the establishment and approval of the new club -
 - (i) is geographically justified; and
 - (ii) will not harm any existing club in the area to be served by the proposed club.

17.2.5 The report referred to in article 17.2.4.1 -

- (a) must deal with the matters contemplated in article 17.2.4.2(a) to (e);
- (b) may deal with any matter which the evaluating committee wishes to report to the Council; and
- (c) must state whether the evaluating committee recommends the establishment and approval of the proposed club.

17.2.6 The Council -

- (a) must consider the application concerned on the merits thereof;
- (b) may request further or additional information to be submitted to it; and
- (c) after consideration of the application and any further or additional information requested, if any, approve or refuse the establishment of the proposed club.

17.2.7 The Secretary must inform the proposed club of the resolution of the Council referred to in article 17.2.6(c) within twenty 21 days after it has been taken.

17.2.8 If the Council has refused the application the Secretary must -

(a) return to the proposed club the application as well as the Association Application forms and the copy of the constitution referred to in article 17.2.3.(i) and (iv); and

(b) repay to the proposed club the membership fees concerned,

when informing the club of the resolution of the Council as contemplated in article 17.2.7.

17.3 **Change of address of clubs**

Every club secretary must inform the Secretary of any change in the official postal address of the club.

17.4 **Dissolution of club**

17.4.1 If a club intends to be dissolved the club secretary must notify the Council thereof, as well as of the date on which the dissolution meeting will take place.

17.4.2 The Council may delegate one or more Council members to attend the meeting referred to in article 17.4.1.

18. **AMENDMENTS TO THE CONSTITUTION AND TO ANNEXURES**

18.1 The Council must keep abreast with developments and must adapt this Constitution and any Annexures referred to in article 25 accordingly from time to time.

18.2 Subject to article 18.4.1, the Council may amend this Constitution and any Annexure by a two thirds majority vote, and all amendments will only become effective on the date and time as approved and announced by the Council.

18.3 Council members and members may also amend this Constitution and any Annexures by proposing a motion in this regard to the AGM or to the Council.

18.4.1 Although Council may change this Constitution and any Annexure with a two thirds majority, the AGM as the highest authority of the Association or an EGM may overrule any amendment of this Constitution by the Council.

18.4.2 The AGM or an EGM may amend this Constitution and any Annexure by a two thirds majority vote, and all amendments become effective

on the date and time as approved and announced by the AGM or the EGM, as the case may be.

19. LIMITATION OF PUBLIC LIABILITY OF THE ASSOCIATION AND DISPUTE RESOLUTION

- 19.1 Any horse, vehicle or article brought to an endurance ride venue under the auspices of the Association for whatever purpose whatsoever is done so at the owners risk.
- 19.2 The Association or a club is not responsible for any damage or injury suffered by members or visitors at an endurance ride.
- 19.3 Any member or visitor riding a horse at an endurance ride, whether the horse is their property or not, does so at their own risk.
- 19.4 Any dispute regarding the interpretation, application or enforceability of this Constitution or any Annexure which cannot be solved must first be referred to the Council or the AGM, and thereafter to the Namibian Sports Commission before any other action may be sought by any member.

20. STRUCTURE OF COUNCIL IF ANY CLUB DOES NOT ATTEND COUNCIL MEETINGS

- 20.1 If the representatives of any club fail without apology to attend two consecutive council meetings the representatives concerned forfeit their representation on the Council.
- 20.2 In a case referred to in article 20.1 -
- (a) the representatives concerned must vacate their posts on the club committee concerned; and
 - (b) the club concerned must designate two other representatives to serve on the Council.

21. LANGUAGE POLICY

- 21.1 All official correspondence from the Council to all Namibian Government Ministries must be in English.
- 21.2 Correspondence from the Council to other international organisations may be in either Afrikaans or in English as decided by the writer.
- 21.3 Correspondence from the Council to clubs will be on a rotating basis, as decided by the writer, in either Afrikaans or in English, with a summary in the other language.

21.4 Correspondence from clubs to Council may be in either Afrikaans or in English as decided by a club committee or the member.

21.5 Correspondence from a club committee to its members may be in either Afrikaans or in English as decided by the club committee or the member, with a summary in the other language.

22. FEI ACCREDITATION OF ASSOCIATION OFFICIALS AND MEMBERS

22.1 Association officials and members who intend to obtain FEI accreditation must apply through the FEI International and Liaison Official for approval from the Council.

23.2 All correspondence and communication to the FEI must be done through the Endurance Steward General only.

23. METHOD OF COMMUNICATION

23.1 All communication within the Association is done in the manner as determined by the Council from time to time.

23.2 If communication is done via e-mail, the writer of the e-mail must at all times be in possession of an original printed version of the e-mail.

24. TERMINATION OF OFFICE OF COUNCIL MEMBERS

The term of office of a Council member may be terminated at any time -

- (a) by the resignation of the member;
- (b) by the Council after the Council has afforded the member an opportunity to be heard;
- (c) if the club of the member gives notice to the Council that the club committee or club AGM, after affording the member an opportunity to be heard, has with a two thirds majority terminated the service period of the member of the club; or
- (d) if the membership of the Council member is terminated by virtue of disciplinary proceedings against the member.

25. ANNEXURES

25.1.1 The Annexures below form part of this Constitution, namely -

- (a) Annexure 1: The Administration and Organisation of Endurance Rides;
- (b) Annexure 2: Participation in Endurance Rides;
- (c) Annexure 3: Directives for Route Planning and Marking;
- (d) Annexure 4: Trophies, Awards and Acknowledgements;
- (e) Annexure 5: Example of a Club Constitution, which explains the responsibilities and provisions governing clubs and club committees; and
- (f) Annexure 6: Disciplinary Code and Procedure.

25.1.2 The Council -

- (a) may from time to time amend any Annexure referred to in Article 25.1.1;
- (b) must prepare, in addition to the Annexures referred to in Article 25.1.1, additional Annexures to this Constitution which provide for -
 - (i) uniform Veterinary Regulations;
 - (ii) uniform Equine Anti-Doping and Medication Rules; and
 - (iii) such other matters as the Council may deem necessary.

25.2 For the purposes of Articles 25.1.1 and 25.1.2 the Council may adopt or incorporate, with amendments or without amendments, in Annexures so amended or made the provisions of any standard or international publication (including any regulations or rules made by the FEI) or any part thereof, by reference to the standard or international publication or part thereof, without the publication of the provisions of the standard or international publication in the Annexure.

25.3 When a publication is adopted or incorporated as contemplated in article 25.2, the Annexure concerned must indicate whether the publication is adopted or incorporated as it is at a specific date or whether it is adopted as amended from time to time by the publishing body.

25.4 When a publication is adopted or incorporated as contemplated in article 25.2, the publication may be adopted or incorporated with such amendments as are indicated in the Annexure concerned.

26. DELEGATION OF POWERS AND ASSIGNMENT OF DUTIES OR FUNCTIONS BY COUNCIL

26.1 The Council may in writing -

- (a) delegate any power conferred on the Council by this Constitution, excluding the power -
 - (i) to amend or prepare Annexures;
 - (ii) to hear and adjudicate any disciplinary hearing; and
 - (iii) to determine any appeal under this Constitution,to any Council member, committee of the Council or any club; and
- (b) assign any duty or function imposed upon the Council by this Constitution to any Council member, committee of the Council or any club.

26.2 The Council -

- (a) is not divested of any power delegated or any duty or function assigned under article 26.1;
- (b) may vary or set aside any decision made under the power so delegated or perform any duty or function so assigned; and
- (c) at any time withdraw the delegation of any power or the assignment of any duty or function.

26.3 If a decision varied or set aside under article 26.2(b) relates to any person, that person may, within 14 days after the variation or setting aside of the decision, make written representation to the Council regarding the variation or setting aside.

27. DISSOLUTION OF THE ASSOCIATION

27.1 The Association may only be dissolved with a two thirds majority vote resolution of members present at an AGM or an EGM specially convened for that purpose.

27.2 The Secretary must circulate written notice of the dissolution meeting to all members at least 30 days before the proposed meeting.

27.3 Those members present at the AGM or the EGM form a quorum.

27.4 A resolution to dissolve the Association must be circulated to all club secretaries within 7 days after the meeting at which the resolution was taken.

27.5 Dissolution of the Association only becomes effective once all obligations, financial or otherwise towards members, clubs, the Council or any party legally claiming moneys from the Association, if possible, have been met.

27.6 After dissolution of the Association, all assets of the Association must be transferred to an institution or organisation nominated by the AGM or the EGM.

28. ACCURATE REFLECTION OF THE CONSTITUTION

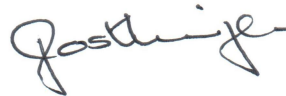
28.1 This is the third revision of the original Constitution, written, compiled, considered and approved in English.

28.2 The approved copy of this Constitution and any Annexures referred to in article 25 must be kept by the Secretary in book form (hard copy), as well as a soft (electronic) copy.

Signed at **WINDHOEK** on this **7th** day of **November** 2015 on behalf of the Association.



.....
PRESIDENT



.....
SECRETARY

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