



CONSTITUTION OF THE EVENTING ASSOCIATION OF SOUTH AFRICA

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CONTENTS

CONTENTS.....	2
PREAMBLE.....	3
ACRONYMS	3
1. NAME	4
2. EMBLEM AND COLOURS	4
3. MISSION	4
4. VISION	4
5. PRINCIPLES	4
6. AFFILIATION	5
7. MAIN OBJECTIVES	5
8. STATUS OF ESA.....	5
9. GOVERNANCE OF ESA	5
10. STRUCTURE OF ESA.....	6
11. MEMBERS.....	10
12. NATIONAL OFFICE AND JURISDICTION OF ESA	15
13. OFFICIAL LANGUAGE.....	15
14. MEETINGS OF ESA	15
15. INSTRUCTIONS OF SUB COMMITTEES AND PORTFOLIOS.....	18
16. COMPETITIONS	19
17. FINANCIAL YEAR.....	19
18. FINANCE	19
19. ASSETS AND PROCEEDS	20
20. DISSOLUTION	20
21. LIMITATION OF LIABILITY	21
22. INDEMNITY.....	21
23. NATIONAL FLAG AND NATIONAL EMBLEMS (PROTEA & NATIONAL COAT OF ARMS)	21
24. CODE OF CONDUCT AND WELFARE OF THE HORSE	21
25. DRUG FREE SPORT	21
26. CONFLICT OF INTEREST	21
27. JUDICIAL	22
28. INTERPRETATION	22
29. AMENDMENTS TO THE CONSTITUTION.....	22

PREAMBLE

Sport is an integral part of the culture of the people of South Africa. Sport promotes a healthy lifestyle and skills development and plays an important role in the promotion of unity, equality and the upliftment of our society.

The Eventing Association of South Africa (ESA) is governed by the Rules and Regulations as provided for in the National Sports Act, and Rules and Regulations of the Federation Equestre Internationale (FEI) for the discipline of Eventing, which is a FEI discipline, the Rules and Regulations of the South African Equestrian Federation (SAEF), as well as the Rules and Regulations of the South African Sports Confederation and Olympic Committee (SASCOC). The ESA constitution is in no way in conflict with the National Sports Act, documents instituted by the SRSA, SASCOC, SAEF Constitution, the South African Constitution and the FEI, and if so then the relevant rules which is in conflict with, will apply.

Eventing as a sport, is governed by the Sports Act via the Department of Sport and Recreation. The purpose of this policy is to regulate the control of the sport for all competitors.

ACRONYMS

AGM	Annual General Meeting
CEO	Chief Executive Officer
ESA	Eventing Association of South Africa
FEI	Federation Equestre Internationale
NPO	Non-Profit Organisation
NLDTF	National Lottery Distribution Trust Fund
SASCOC	South African Sports Confederation and Olympic Committee
SAEF	South African Equestrian Federation
SGM	Special General Meeting
SRSA	Sport and Recreation South Africa

1. NAME

The name of this body is “The Eventing Association of South Africa”, referred to as either ‘Eventing South Africa’ or ‘Eventing SA’ and hereinafter referred to as "ESA".

2. EMBLEM AND COLOURS

- 2.1. The awarding of Eventing Colours, whether Regional, Provincial or National, will be under the auspices of ESA. No unauthorised use of the official colours or emblem will be permitted.
- 2.2. All Provinces may use the emblem as supplied by the ESA Board of Directors adding the wording indicating their Province.
- 2.3. Any other provincial emblems/badges must be separate to the ESA emblem or badge and must be approved by the ESA Board of Directors.

3. MISSION

It is the mission of ESA to promote competitive Eventing to all riders in the Republic of South Africa, through development, participation and the striving for excellence in achievement within the competitive sports structure.

4. VISION

The vision of ESA is:

To achieve the involvement of as many equestrians, including previously disadvantaged and disabled, as possible in the sport of Eventing within all of the provinces of South Africa.

To develop riders and horses from grass roots through to medal winning at International competitions in the sport of Eventing.

To assist all stakeholders to achieve maximum enjoyment and achievement from the sport of Eventing, irrespective of level of participation.

5. PRINCIPLES

In working and striving to achieve this mission, the following principles apply:

- 5.1. the fundamental right and freedom of individuals and groups to participate in sport of their choice, including equestrian sport;
- 5.2. the opportunity for participation in Eventing shall be made available to all athletes who have the ability to participate in this sport;
- 5.3. the equality of opportunities in the sport of Eventing regardless of race, colour, creed or gender;
- 5.4. the acceptance of the involvement of the parents, teachers, pupils, education authorities, private sector, sport bodies, schools and individuals in the sport of Eventing;
- 5.5. the promotion of the sport of Eventing in all of the 9 provinces within the Republic of South Africa;

- 5.6. Eventing principles include: integrity; inclusivity; excellence; respect; fair play; quality delivery; professionalism; ethics; accessibility; capacity development and social cohesion, including norms and values as enshrined in the constitution of the Republic of South Africa.

6. AFFILIATION

The Eventing Association of South Africa (ESA) is a member of the SAEF (South African Equestrian Federation), which is the registered and recognized National Equestrian Federation in South Africa and a member of SASCOC (South African Sports Confederation and Olympic Committee) as well as the recognised National Federation in South Africa by FEI (Federation Equestre Internationale).

7. MAIN OBJECTIVES

- 7.1. The main objective of ESA shall be the administration, development, co-ordination and promotion of competitive Eventing as a sport in which riders take part on a non-professional and professional basis.
- 7.2. It is recorded that ESA shall exercise certain powers in the furtherance of its main objective as set out in paragraph 7.1. including, but not limited to:
- 7.2.1. adopting and enacting such measures, which, in the opinion of the ESA will promote and encourage the provision of the sport of Eventing facilities;
 - 7.2.2. obtain such funds, to accrue such assets and to undertake such liabilities as may be deemed expedient by ESA, pursuant to the Constitution and for these purposes to enter into such contracts, deeds and agreements as may be deemed necessary;
 - 7.2.3. establish, develop and implement all necessary strategic and operational systems, processes and mechanisms to achieve and carry out the mandate, aim, roles, responsibilities and powers of ESA as set forth in this Constitution;
 - 7.2.4. assist with the identification of high performing Eventing talent;
 - 7.2.5. ensure sound, compliant and prudent use of all ESA funds, including operating a bank account in the name of ESA.

8. STATUS OF ESA

- 8.1. ESA will be a juristic person, and can:
- 8.1.1. act and be acted against in its own name and sue or be sued in its own name;
 - 8.1.2. buy, sell, hire, legally obtain, own, donate or in any other legal manner deal with movable assets in the name of the ESA and for the realisation of its mandate, aim, roles, responsibilities and powers.
 - 8.1.3. ESA will seek NPO status.
 - 8.1.4. continue to exist even when its membership changes and there are different office bearers;

9. GOVERNANCE OF ESA

- 9.1. The following constitutes the overall governance structures and systems of ESA and are the key principles and values underpinning the governance of ESA:

- 9.1.1. To operate in a transparent and accountable manner.
- 9.1.2. To be legally compliant and implement good governance principles and practices.
- 9.1.3. To promote, support and uphold fairness and rule of healthy competition.
- 9.1.4. To contribute to transformation and the development of the sport in terms of government requirement.
- 9.1.5. To prevent “conflict of interest” as far as possible by excluding committee members from taking part in decisions in which they might gain financial benefit or any other benefit.

10. STRUCTURE OF ESA

The structure of ESA will be as follows:

10.1. THE ESA BOARD OF DIRECTORS

- 10.1.1. The ESA Board of Directors will be made up of the Chairpersons (or another provincial committee member nominated by that committee) of each of the Provincial ESA Committees, a Technical Director, a Financial Director, an Additional Director, plus the President of the Board of Directors.
- 10.1.2. The President of the ESA Board of Directors, the Technical Director, the Financial Director, and the Additional Director will be elected at the National Annual General Meeting.
- 10.1.3. The term of office for the ESA President shall be 36 months, which shall commence at the close of the meeting in which the election has taken place.
- 10.1.4. The term of office for ESA Directors shall be 24 months, which shall commence at the close of the meeting in which the election has taken place.
- 10.1.5. The President and/or Directors may serve a maximum of 2 consecutive terms at a time.
- 10.1.6. The President of the ESA Board of Directors may not serve on any other ESA Provincial committee.
- 10.1.7. Should the position of President of the Board of Directors become vacant, the Board of Directors shall elect a new interim President from amongst its members and will co-opt an additional member to fill the vacant position.
- 10.1.8. Should the position of a Director of the Board of Directors become vacant, the Board of Directors shall co-opt an additional member to fill the vacant position.
- 10.1.9. Co-opted members may remain on the ESA until the following AGM, after which they may be re-elected.
- 10.1.10. The ESA Board of Directors will be responsible for the policymaking, Rules and Regulations, liaison with relevant government structures, Equestrian Federations, SAEF and international matters.
- 10.1.11. The ESA Board of Directors will meet (but not limited to) at least twice annually and will be chaired by the President of the Board of Directors or another member of the board appointed by the board should the President not be able to attend.
- 10.1.12. Virtual meetings such as video- or tele-conferencing will be accepted means to convene meetings.
- 10.1.13. Seven (7) working days email notification will be given for any Board of Directors meeting.

- 10.1.14. Records of meetings must be available within 5 working days after the meeting.
- 10.1.15. The ESA Board of Directors will approve the annual budget and determine the National fees and levies to be implemented by the ESA Executive Committee.
- 10.1.16. The President of the ESA Board of Directors (or another Board of Directors member nominated by the President) will represent ESA on the SAEF or any other relevant structure.
- 10.1.17. Issues arising at any meeting of the ESA Board of Directors shall be decided on a majority of votes. (50% + 1)
- 10.1.18. All members shall hold one (1) vote.
- 10.1.19. In the case of an equality of votes, the person chairing the meeting shall have an additional casting vote.
- 10.1.20. The ESA Board of Directors has the right to veto any Executive Committee, Provincial Committee or sub-committee decision with motivation if deemed to be in the best interest of the sport.
- 10.1.21. Decisions made by the ESA Board of Directors are binding to all ESA members and Committees.
- 10.1.22. The ESA Board of Directors must all be current adult Members of the ESA.

10.1.23. POWERS AND DUTIES

The ESA Board of Directors shall:

- 10.1.23.1. ensure that the interests/well-being of the horse/pony are paramount at all times and that the welfare of the horse may never be subordinated to competitive or commercial influences;
- 10.1.23.2. at its discretion, appoint and remove or suspend the Chief Executive Officer (CEO);
- 10.1.23.3. if required, and at its discretion, appoint and remove or suspend other members of the Executive Committee, for the purpose of undertaking the work of ESA as directed by ESA Board of Directors.
- 10.1.23.4. set the national policies, structures, rules and regulations.
- 10.1.23.5. make rules, regulations, procedures and provisions on behalf of ESA.
- 10.1.23.6. additional to all powers conferred in this constitution, exercise powers and fulfil deeds not expressly stated in this constitution as may be legitimately done or exercised by ESA;
- 10.1.23.7. refer to Mediation any claim or demand by or against ESA, and failing that refer to Arbitration.
- 10.1.23.8. issue a formal Code of Conduct, which may be updated from time to time;
- 10.1.23.9. institute disciplinary proceedings with respect to any breach or transgression of this constitution, any Rules and Regulations, or any provision of the Code of Conduct;
- 10.1.23.10. appoint the following committees:
- Athletes Commission
 - Coaches Commission
 - National Appeal Board
 - National Disciplinary Committee
 - National Selection Committee

10.1.23.11. DIRECTOR REQUIREMENTS

The Technical and Financial Directors must be qualified for their respective positions.

10.1.23.11.1. TECHNICAL DIRECTOR

The Technical Director must be a National Technical Delegate.

10.1.23.11.2. FINANCIAL DIRECTOR

The Financial Director must hold recognised accounting qualification or have extensive professional experience in the financial field.

10.1.23.11.3. ADDITIONAL DIRECTOR

The Additional Director does not have any qualification requirements.

10.1.24. ELECTIONS

- 10.1.24.1. In the Election of Directors of the ESA, Election of the President of the ESA Board of Directors will be first (if applicable), and should any of those nominees be present on the Board of Directors nominee list, if elected in the President's position, will automatically fall away from the remaining list of ESA Board of Director positions.
- 10.1.24.2. Thereafter the Technical Director, Financial Director and Additional Director will be elected in the same manner.

CHIEF EXECUTIVE OFFICER (CEO)

- 10.1.25. The CEO will be appointed by Board of Directors to manage ESA and ensure that the work of the Executive Committee is carried out.
- 10.1.26. The CEO will attend Board Of Director meetings, but have no vote.
- 10.1.27. The CEO will report to the Board of Directors.
- 10.1.28. The CEO may not serve on any other ESA Provincial committee.

10.1.29. POWERS AND DUTIES

The CEO (with the approval of the ESA Board of Directors) shall:

- 10.1.29.1. liaise and negotiate with the other equestrian codes including discipline specific issues, SRSA and any other parties interested or involved in equestrian sport on behalf and for ESA.
- 10.1.29.2. determine the employment and remuneration policy of ESA with regard to all employees of ESA and, if deemed necessary, to appoint a remuneration committee directly accountable to the board to determine, implement and manage such employment and remuneration policy.
- 10.1.29.3. invest monies and funds of ESA, to accept and to issue cheques, make and receive payments and borrow or invest monies as may be determined and or required in the execution of the ESA objectives;
- 10.1.29.4. at its discretion, appoint and remove or suspend such attorneys, agents, secretaries, bookkeepers, officers, clerks, or servants for permanent, temporary or special services as it may think fit; to invest them with such powers as it may think expedient; to determine their duties and fix and vary their remuneration (if any) and to require security in such instances and in such amounts as it may think fit;

- 10.1.29.5. institute, conduct, defend, compound or abandon any legal proceedings by and against the ESA or its officers concerning the affairs of the ESA and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the ESA;

10.2. THE ESA EXECUTIVE COMMITTEE.

- 10.2.1. The ESA Executive Committee will be made up of the CEO and up to 7 other members, appointed by the Board of Directors as may be deemed necessary from time to time.
- 10.2.2. The Chairperson will be the CEO.
- 10.2.3. The ESA Executive Committee will report regularly to the CEO and will be responsible for the day-to-day activities of ESA.
- 10.2.4. The ESA Executive Committee will implement national policies and programs for the sport of Eventing as directed by the ESA Board of Directors;

10.2.5. POWERS AND DUTIES OF

The ESA Executive Committee shall:

- 10.2.5.1. manage the business of ESA and exercise all powers which are necessary or conducive to the attainment of the sole and main objectives of ESA as set out in paragraph 7;
- 10.2.5.2. appoint sub-committees from time to time. These committees will report directly to the ESA Executive Committee.
- 10.2.6. The ESA Executive Committee will meet as often as deemed necessary.
- 10.2.7. Email correspondence, teleconferencing and video conferencing will be accepted forms to convene meetings.
- 10.2.8. Seven (7) working days email notification will be given for any Executive meeting.
- 10.2.9. Records of meetings must be available within 5 working days after the meeting.
- 10.2.10. A quorum at any Executive meeting will be 50% plus 1.
- 10.2.11. In the case of an equality of votes, the person chairing the meeting shall have an additional casting vote.
- 10.2.12. The ESA Executive Committee has the right to veto any Provincial committee decision if deemed in the best interest of the sport.
- 10.2.13. The members of the ESA Executive Committee must all be adult Members of the ESA.

10.3. THE ESA PROVINCIAL COMMITTEE.

10.3.1. The ESA Provincial committee shall:

- 10.3.1.1. be made up of between 3 and 7 persons plus a chairperson. Additional members may be co-opted with no voting rights.
- 10.3.1.2. report regularly to the ESA Executive Committee and will be responsible for the day-to-day activities of ESA at provincial level.
- 10.3.1.3. implement national; portfolio structures, policies and programs as determined by the ESA Board of Directors and directed by the ESA Executive Committee;
- 10.3.1.4. ensure that effective and accountable management of Eventing sport is maintained.
- 10.3.1.5. The chairman of the ESA Executive Committee (or any other member of ESA Executive Committee nominated by the Executive Committee chairperson for this

purpose) will ex officio be a member of each Provincial committee with the same rights as other elected committee members.

- 10.3.2. The term in office for a Provincial committee member will be 24 months which shall commence at the close of the meeting in which the election has taken place.
- 10.3.3. Committee members longest in office have to step down on rotation. They may be re-elected for an additional term of 24 months.
- 10.3.4. Only members of ESA eligible to vote, residing within their Province, may vote at their ESA Provincial meetings and serve on their Provincial Committee.

10.3.5. POWERS AND DUTIES:

The ESA Provincial Committee shall:

- 10.3.5.1. manage the business of ESA at Provincial level and to exercise all powers which are necessary or conducive to the attainment of the objectives of ESA as set out in this document;
- 10.3.5.2. be responsible for the development of the sport of Eventing in their province, subject to the authority of the National Board of Directors and Executive Committee.
- 10.3.5.3. uphold the rules, regulations and constitution of ESA, SAEF and the FEI.

10.3.6. ELECTIONS

- 10.3.6.1. In the Election of Provincial Committees of the ESA, Election of the Chairman of the Provincial Committee will be first (if applicable), and should any of those nominees be present on the remaining committee nominee list, if elected in the Chairman's position, will automatically fall away from the remaining list of committee positions.
- 10.3.6.2. Thereafter the remaining members of the Provincial Committee will be elected in the same manner.

11. MEMBERS

The ESA will consist of such members as may from time to time be elected to membership.

11.1. ELECTION AND RESIGNATION OF MEMBERS

- 11.1.1. All members shall apply for membership on such forms as are prescribed by the Board of Directors and shall be proposed and seconded in writing by adult members in good standing.
- 11.1.2. Election of members shall automatic, subject to:
 - 11.1.2.1. The applicant must have correctly completed and delivered an application for membership to the ESA.
 - 11.1.2.2. The applicant must submit proof of current membership in good standing of a club affiliated to the SAEF.
 - 11.1.2.3. The applicant must have paid all the required fees to ESA.
- 11.1.3. Annual membership shall be from the first day of the Financial Year in any one year until the last day of that Financial Year.
- 11.1.4. Members may resign by giving written notice but shall not thereby be released from any of their liabilities to the ESA.

11.2. MEMBERSHIP TYPES

11.2.1. Members may be elected in any of the following categories:

11.2.1.1. ADULT MEMBERS

11.2.1.1.1. The Board of Directors may grant such membership to natural persons that are 18 years old and over.

11.2.1.2. JUNIOR MEMBERS

The Board of Directors may grant such membership to persons meeting the age criteria of Junior as defined by the Rules and Regulations of the ESA.

11.2.1.3. CHILD MEMBERS

The Board of Directors may grant such membership to persons meeting the age criteria of Child as defined by the Rules and Regulations of the ESA.

11.2.1.4. CUSTODIAN MEMBERS AND GUARDIANS

11.2.1.4.1. No persons under the age of 18 years will be eligible to be a junior member or child member unless their legal guardian is an adult member or is a custodian member who is granted such membership by the Board of Directors.

11.2.1.4.2. Such guardian will at all times be bound by this constitution on behalf of such junior/child member; in particular, without limitation;

11.2.1.4.2.1. Such guardian will at all times be responsible for the payment of membership fees of such junior/child member.

11.2.1.4.2.2. Such guardian is fully responsible for such junior/child member and acts on their behalf in all matters relating to the ESA (including the ownership of their ponies/horses).

11.2.1.4.2.3. The ponies/horses of such junior/child member will be deemed to be registered in the name of the guardian even if registered in the name of the junior or child member.

11.2.1.4.2.4. The ponies/horses of such junior/child member which are sponsored will be registered in the name of the guardian on behalf of the sponsor.

11.2.1.5. Guardians of junior/child members who are not adult members may become custodian members, subject to the following:

11.2.1.5.1. No additional membership subscription, entry levies, or other levies are payable. If the status of membership changes to any other form of membership, the rules applicable to such form of membership apply (including in respect of payment of entrance fees and annual subscriptions).

11.2.1.5.2. Custodian members are entitled to vote at any meeting of the ESA or to serve on any committee of the ESA, provided that a person who is a custodian member in relation to more than one child or junior member will only have one vote including any other vote of such custodian member; provided further that there will only be such a vote where the child or junior member would have had a vote if they were in the corresponding category of adult membership.

11.2.1.5.3. Custodian membership of a member will cease as soon as it no longer necessary to give effect to 11.2.1.4.1 hereof in respect of the junior/child member concerned.

11.2.1.6. HONORARY MEMBERS

The Board of Directors may grant Honorary Membership to such natural person or persons as it sees fit, subject to the following:

11.2.1.6.1. Such membership will be for such periods as the Board of Directors determines.

11.2.1.6.2. Such membership may only be granted to persons who have conferred exceptional benefit on the ESA and who otherwise qualify for membership of the ESA.

11.2.1.7. No membership subscription, entry levies, or any other levies shall be required to be payable by Honorary Members.

11.2.1.8. AFFILIATED MEMBERS

11.2.1.8.1. The Board of Directors may grant such membership to Affiliated Members, including, but not limited to:

11.2.1.8.1.1. **CLUB BODIES.**

Club Bodies shall be able to enter club teams into club competitions.

11.2.1.8.1.2. **SHOW HOLDING BODIES.**

Show Holding Bodies shall be able to hold competitions subject to the approval of the Executive Committee.

11.2.1.8.1.3. **CORPORATE BODIES.**

Corporate Bodies are firms, companies, closed corporations, that derive commercial benefit from recognised events.

11.2.1.8.1.4. **HORSE OWNERS.**

Horse owners are persons/entities that own horses that compete in Eventing, but do not compete themselves.

11.2.1.8.2. Affiliated Members have no rights under the Constitution, unless specified.

11.2.1.8.3. Each Affiliated Member, by written notice given to the ESA or in its membership application as required by the ESA, will nominate a responsible person/s to represent such body in its dealings with the ESA and will be bound by all actions of such responsible person/s in representing such body. Such responsible person/s will be a person/s who is/are reasonably acceptable to the Board of Directors.

11.2.1.8.4. Any individual, company, close corporation, partnership or other body applying for membership as an Affiliated Member will, if demanded thereof by the Board Of Directors, disclose to the ESA such facts or data as the ESA may deem necessary to determine the nature of the controlling interest in any person or body applying for such membership.

11.2.1.8.5. The ESA may require the person/s responsible to guarantee payment by the Affiliated Member of all amounts owing by the Affiliated Member to the ESA from time to time on such terms and conditions as the ESA may determine.

- 11.2.1.8.6. If any amounts owed by a Show Holding Body to the ESA are not paid when due, then the ESA may refuse to permit the Show Holding Body to hold any ESA competitions under the auspices of the ESA until such amounts are paid.
- 11.2.1.8.7. The person or body applying for membership as an Affiliated Member and the person/s responsible will sign such application form/s as may be required by the ESA. Such application form/s may contain such provisions as the ESA may determine, including a warranty that all information contained in this application form/s is true and correct.
- 11.2.1.8.8. If the person/s responsible is / are not acceptable to the ESA then the application by the Affiliated Member may be rejected by the ESA. The person/s responsible may only be substituted with other persons by written agreement between the ESA, the Affiliated Member and the substituted person/s.

11.2.1.9. PANEL OFFICIAL MEMBERSHIP

The Board of Directors may grant such membership to panel officials-as it sees fit. Such membership will be for periods as the Board of Directors may determine;

11.2.1.10. TEMPORARY MEMBERS

The Board of Directors may grant temporary membership to such persons as it sees fit, subject to the following:

- 11.2.1.10.1. Such membership will be for such limited periods (not exceeding an aggregate of 30 days in any membership year in respect of any person) as the Board of Directors determines.
- 11.2.1.10.2. Temporary members will not have the right to vote at any meeting of the ESA or to serve on any committee of the ESA.

11.3. LIMITATION OF MEMBERSHIP

The Board of Directors, stating a good reason therefore, may:

- 11.3.1. Decline to accept membership.
- 11.3.2. Decline to renew membership.
- 11.3.3. Remove or suspend any member from the list of members, provided that such removal or suspension is the recommended sanction arising from a disciplinary process as set out in this constitution and as defined by the Rules and Regulations of the ESA.
- 11.3.4. Take any such other disciplinary action against a member as they may deem fit in terms of disciplinary process as set out in this constitution and as defined by the Rules and Regulations of the ESA.

11.4. MEMBERSHIP FEES

- 11.4.1. ESA may charge a joining fee for new members joining the ESA.
- 11.4.2. The following annual fees shall be payable to the National Office:
- 11.4.2.1. An annual membership fee.
- 11.4.2.2. An annual horse registration fee (if applicable).
- 11.4.3. ESA may charge a levy for each entry on all ESA competitions.
- 11.4.4. The membership, registration fees, joining fee and entry levies of ESA shall be determined on an annual basis by the ESA Board of Directors.

- 11.4.5. ESA Provincial Committees may, with the approval of the ESA Board of Directors, charge an additional levy on entry fees for all ESA competitions within their Province.

11.5. RIGHTS OF MEMBERS

- 11.5.1. Adult Members, except Temporary Members, who are eighteen (18) years and over, shall be entitled to vote at meetings of the ESA and shall be eligible for elections to any office within the ESA.
- 11.5.2. Only Members of ESA or other National Federations recognised by FEI may participate in recognised competitions held under the auspices of the ESA.
- 11.5.3. No member shall have any right, title or interest to the ESA's property, or income, except as reasonable compensation for services rendered.

11.6. FINANCIAL ASSISTANCE

- 11.6.1. Should a rider need financial assistance for entry fees for competitions, the relevant Financial Assistance application must be completed by the Provincial Committee and submitted to the ESA Financial Director for consideration.

11.7. BAD STANDING

- 11.7.1. A member is in bad standing if he/she is:
- 11.7.1.1. in arrears with any joining fee, annual subscription, horse registration fee or levy payable to the ESA;
 - 11.7.1.2. in arrears with any fine owing to the ESA pursuant to disciplinary proceedings, or any spot fine issued and is so in arrear for a period of at least 30 days;
 - 11.7.1.3. in arrear with any other amount owing to the ESA and is so in arrear for a period of at least 120 days.
- 11.7.2. ESA shall issue a notice to any member it considers to be in bad standing as a result of any arrears as set out in section 11.7.1 giving the member 21 days to rectify the matter giving rise to such bad standing before any sanction or consequence of such bad standing shall come into effect.
- 11.7.3. Without prejudice to the rights and remedies of the ESA, the consequences of a member being in bad standing are as follows:
- 11.7.3.1. The member in bad standing may not exercise any right or privilege of membership (including, but not limited to, voting rights, rights to attend general meetings of the ESA, rights to serve on committees, rights to compete, rights to have horses registered in his/her name and rights to form part of any team of the ESA) while he/she is in bad standing.
 - 11.7.3.2. A member in bad standing shall forthwith and automatically cease to serve on any committee of the ESA as if he/she had resigned from such committee and will not be eligible for election to any committee of the ESA for at least one year after such member has ceased to be in bad standing.
 - 11.7.3.3. If the member in bad standing is an Affiliated Member, then any member who is a shareholder, director, member, executive officer, trustee, proprietor or the like of such Affiliated Member, or is a person/s responsible in respect of such Affiliated Member, is deemed to be in bad standing for as long as the Affiliated Member is in

- bad standing, and will remain so notwithstanding such member ceasing to have such capacity in respect of such Affiliated Member at any time while it is in bad standing.
- 11.7.3.4. If the member in bad standing is a Custodian Member, then any junior or child member in relation to whom such member is a Custodian Member is deemed to be in bad standing for as long as the Custodian Member is in bad standing. The Custodian Member in bad standing may not be substituted with another Custodian Member for as long as the first mentioned Custodian Member is in bad standing.
- 11.7.3.5. If the member in bad standing is a Show Holding Body, then such Show Holding Body will not be entitled to organise any event above regional level while it is in bad standing and, once it ceases to be in bad standing, for a period of one year thereafter.

12. NATIONAL OFFICE AND JURISDICTION OF ESA

- 12.1. The location and Domicilium Citandi et Executandi of the National Office will be decided by the Board of Directors from time to time.
- 12.2. The area of jurisdiction of ESA shall be the Republic of South Africa and more specifically the geo-political provincial and regional borders of South Africa.
- 12.3. Notwithstanding the above all South African athletes competing in the discipline of Eventing irrespective of where they are based will be subject to the Code of Conduct and Rules and Regulations as set out by the ESA from time to time.

13. OFFICIAL LANGUAGE

The official language of ESA in the case of any dispute will be English.

14. MEETINGS OF ESA

14.1. ANNUAL GENERAL MEETINGS

- 14.1.1. Notice of an Annual General Meeting of ESA shall be posted not less than twenty one (21) calendar days before the date of such meeting. The twenty one (21) days referred to shall exclude the day on which notice is given and include the day of the meeting.
- 14.1.2. The Annual General Meeting shall state the business to be transacted at the meeting and the following documents must be available:
- The agenda
 - The minutes of the last General Meeting
 - Audited financial statements
 - Annual Reports
 - List of nominated members to stand for election at the Annual General Meeting
 - The minutes of any Special and/or General Meeting held since the last AGM.
 - Adjournment or close of meeting
- 14.1.3. Business to be transacted at a Annual General Meeting, shall be, but not limited to:
- Welcome
 - Apologies

- To receive members credentials and record their eligibility to vote.
- Members must declare any conflict of interest with regards to the agenda, and must recuse themselves from the discussion and voting, if applicable, of said conflict of interest.
- To confirm the minutes of the preceding Annual General Meeting and of any other general meetings that may have been held subsequent to the last Annual General Meeting.
- Matters arising from the minutes of the preceding Annual General Meeting.
- Reports
- Financial report, including treasurer's report, the budget, discussion and adoption thereof, with or without modification.
- The transaction of any special or general business on condition that notice of such business has been received by the National Office 14 (fourteen) days prior to the Annual General Meeting.
- The election of the office bearers.
- Adjourn or close the meeting

14.1.4. NATIONAL ANNUAL GENERAL MEETING

- 14.1.4.1. The National Annual General Meeting of ESA shall be held in November of each year.
- 14.1.4.2. The ESA Board of Directors as well as the CEO will attend this meeting.
- 14.1.4.3. The quorum of any National AGM shall in addition include 15 additional Members eligible to vote.
- 14.1.4.4. Annual reports will be given by the ESA President, the CEO, as well as the chairpersons of the Provincial committees.
- 14.1.4.5. The following office bearers will be elected; ESA President, Technical Director, Financial Director and Additional Director.

14.1.5. PROVINCIAL ANNUAL GENERAL MEETING

- 14.1.5.1. The Provincial Annual General Meetings shall be held in October of each year.
- 14.1.5.2. The members of the Provincial Committee will attend this meeting.
- 14.1.5.3. The quorum of any Provincial AGM shall in addition include 10% of Members eligible to vote from within the respective province.
- 14.1.5.4. The following office bearers will be elected; The Provincial Chairman and other members of the Provincial Committee.
- 14.1.5.5. Only members residing within their province may vote at their Provincial Annual General Meeting.

14.2. SPECIAL GENERAL MEETINGS

- 14.2.1. The notice convening a special general meeting will specify the business to be transacted at that meeting and only those items will be discussed at the meeting.
- 14.2.2. The minutes of any special general meeting have to be published within 15 days from the date of the meeting.

14.2.3. NATIONAL SPECIAL GENERAL MEETING

- 14.2.3.1.1. The ESA Board of Directors may convene special general meetings at any time it deems fit, provided written notice of such special general meeting is given to the members.
- 14.2.3.1.2. The ESA Board of Directors will convene a special general meeting within 30 days of receipt of a request in writing signed by;
 - 14.2.3.1.2.1. 10% or more of members eligible to vote.
 - 14.2.3.1.2.2. or 60% or more of the ESA Board of Directors.
- 14.2.3.1.3. Special general meetings will be held at such a time and place as decided by the ESA Board of Directors.

14.2.4. PROVINCIAL SPECIAL GENERAL MEETING

- 14.2.4.1.1. The ESA Provincial Committee may convene special general meetings at any time it deems fit, provided written notice of such special general meeting is given to the members.
- 14.2.4.1.2. The ESA Provincial Committee will convene a special general meeting within 30 days of receipt of a request in writing signed by;
 - 14.2.4.1.2.1. 10% or more of members eligible to vote within the respective province.
 - 14.2.4.1.2.2. or 60% or more of the ESA Provincial Committee.
- 14.2.4.1.3. Special general meetings will be held at such a time and place as decided by the ESA Provincial Committee.

14.3. ADJOURNMENT OF GENERAL MEETINGS

- 14.3.1. The Chairperson shall, if directed to do so by a properly constituted General Meeting, adjourn the meeting to a place and time determined by the meeting. At such adjourned General Meeting, no business shall be transacted other than unfinished business remaining from the meeting which was adjourned.
- 14.3.2. Adjournment of a General Meeting constitutes fair and ample notice of the adjourned General Meeting. Only in the event of a General Meeting being adjourned for a period of 30 (thirty) days or more, shall notice of the adjourned meeting be required as for in the case of the original meeting.
- 14.3.3. The unintentional omission to give notice of a General Meeting to any person, entitled to receive such notice, shall not invalidate the proceedings at that General Meeting.

14.4. QUORUM

- 14.4.1. A quorum constituting an ESA meeting shall be 50%, plus 1, of the Committee.
- 14.4.2. No business shall be transacted unless a quorum is present.
- 14.4.3. Should any General Meeting have been properly convened but no quorum is present after thirty minutes, the meeting shall stand adjourned to another date, which shall be within 14 (fourteen) days thereafter. The adjournment of such meeting will be deemed as sufficient notice reflecting such adjournment. At such a reconvened meeting, the members then present shall be deemed to constitute a quorum.

14.5. VOTING

- 14.5.1. Any motion put to the vote at Meetings shall be by secret ballot.
- 14.5.2. Voting for election of office bearers shall be by secret ballot.
- 14.5.3. All members entitled to vote may cast only 1 (one) vote as and when the need for voting arises.

14.6. PROXY VOTES

- 14.6.1. Proxy votes will be accepted, provided that:
 - 14.6.1.1. the proxy is registered with the National Office at least 7 (seven) days prior to the date of the meeting.
 - 14.6.1.2. the proxy is used for the specific purpose for that which it was intended.
 - 14.6.1.3. both the member providing the proxy and the member holding the proxy are in good standing and eligible to vote.

14.7. CASTING VOTE

At any Meeting of ESA, in the event of equality of votes, the person chairing the meeting shall be entitled to a casting vote.

14.8. NOMINATION PROCEDURES FOR ELECTIONS

- 14.8.1. Nomination by members nominating a person to represent them must do so on an official ESA nomination form and must be signed by the nominee.
- 14.8.2. Nominations must reach the National Office not later than 48 hours before the commencement of the General Meeting.
 - 14.8.2.1. The original nomination must be presented at the Meeting.
- 14.8.3. A member may only nominate one nominee to represent them.
- 14.8.4. Nominees may only be elected to the position to which they have been nominated.
- 14.8.5. Nominees do not have to be present at the General Meeting.
- 14.8.6. Any nomination not complying with the procedure set out in the above paragraphs as well as the policies of ESA shall be null and void and be disregarded by the National Office.

14.9. MINUTES AND INSPECTION

- 14.9.1. All resolutions of ESA, proposed and passed at AGM's and/or SGM's are to be recorded in a register (written and electronic) provided for that purpose, and are available for scrutiny by any member of ESA as may be requested.
- 14.9.2. Detailed minutes must be kept of all AGMs, General Meetings, Executive Committee Meetings, Provincial Committee Meetings and sub-committee or task team meetings.

15. INSTRUCTIONS OF SUB COMMITTEES AND PORTFOLIOS

- 15.1. The ESA Board of Directors and/or Executive Committee shall have the power to instruct any ESA committee/portfolio to carry out such duties as the ESA Board of Directors and/or Executive Committee may deem to be in the interest of ESA and are within the terms of reference of that committee.

- 15.2. All matters dealt with by such committees/portfolios shall be referred back to the ESA Board of Directors and/or Executive Committee, which shall not be bound by the decisions of such committees/portfolios, but may accept, reject or alter the recommendations and/or decisions of such committees/portfolios.
- 15.3. The ESA Executive Committee will report back to the ESA Board of Directors.

16. COMPETITIONS

16.1. UNSANCTIONED COMPETITION

- 16.1.1. A member will be ineligible to participate in an international, national or provincial event if they have participated in an unsanctioned competition as defined in the Rules and Regulations of the ESA.

17. FINANCIAL YEAR

The financial year of ESA shall be from the first day of August in any one year until the last day of July in the following year.

18. FINANCE

- 18.1. ESA accounting records and reports must be prepared and handed to the Director of Non-profit Organisations within 6 (six) months of the financial year-end of ESA.
- 18.2. The ESA Executive Committee will administer the National Office.
- 18.3. For the finalisation of the national ESA budget, the provinces must submit their budget including requests for financial assistance and development to the National Office by 1 March each year.
- 18.4. The National budget needs to be completed by the 30th of April each year.
- 18.5. The national office will finalise the books of account and draft financial statements for ESA by the end of the second week of September each year to be delivered to the auditors. Auditors will be required to audit the books of account and express an opinion on the draft statements by the end of September each year. Audited annual financial statements will be available by the end of the second week of October each year.
- 18.6. Audited annual financial statements of the previous financial year must be made available upon request to any member of ESA within seven (7 days) of the request having been made in writing.
- 18.7. The ESA Financial Director shall be responsible for:
 - 18.7.1. The operation of a basic financial management system including appropriate internal controls, protocols and audit process.
 - 18.7.2. Financial control to ensure that ESA remains solvent, is able to meet its financial obligations at all times and monitors its income and expenditure against the budget and recommends appropriate action in this regard to the board of directors as necessary.
 - 18.7.3. Reporting of the financial affairs of ESA to the Board of Directors on a regular basis and at the National AGM on an annual basis.
 - 18.7.4. The preparation and submission of audited financial statements to the National AGM after the end of the financial year of ESA.

- 18.8. The CEO will be responsible to the ESA Board of Directors for the administration of all funds, in terms of formal mandates issued in the form of directors' resolutions that will govern:
 - 18.8.1. The opening and closing of bank accounts.
 - 18.8.2. The names of persons authorised to operate bank accounts.
 - 18.8.3. The conditions required for the issuing of instructions to the ESA's bankers in terms of:
 - 18.8.3.1. The numbers and names of people permitted to make payments
 - 18.8.3.2. The limits up to which people are authorised to make payments
 - 18.8.3.3. The names of people authorised to receive information relating to transactions on any ESA bank account.
- 18.9. All monies received on behalf of ESA shall become the property of ESA and forthwith be deposited in the bank to the credit of ESA.
- 18.10. Funds received by ESA shall be utilised to achieve the main object of ESA as set out in this constitution, giving due consideration to investing only that which is necessary in administrative costs in proper support thereof.
- 18.11. The Board of Directors shall submit audited financial statements which shall be distributed to the members 14 (fourteen) days prior to the National Annual General Meeting.
- 18.12. All expenditure of ESA shall receive prior approval in terms of a policy on control and approval of expenditure that will be issued by the Board of Directors, and updated from time to time as deemed necessary by the board.
- 18.13. All NLDTF funds allocated to ESA shall be disbursed strictly in accordance with the requirements of the SAEF, in its capacity as the manager of the NLDTF funds and in line with the lottery agreement.
- 18.14. ESA shall submit audited annual financial statements to the SAEF and to authorised Government Departments as and when required by them.
- 18.15. In pursuit of ESA's main objective, income will be generated by means of annual subscription fees, entry levies, grants and/or donations or such other sources of income as may be identified and approved by the board from time to time.

19. ASSETS AND PROCEEDS

- 19.1.1. ESA shall keep a record of everything it owns.
- 19.1.2. ESA may not give any of its money or property to its members or office bearers provided that a member or office bearer may be paid a reasonable amount for work done for ESA by such member or office bearer.
- 19.1.3. A member of ESA shall only be reimbursed for expenses as such member has paid out for or on behalf of ESA upon presentation of relevant documentation.
- 19.1.4. National and Provincial Trophies of the ESA will remain the property of the ESA, and will be stored in a safe and secure location as determined by the ESA Board of Directors.

20. DISSOLUTION

- 20.1. ESA shall be dissolved or resolve to merge with any other association having objectives similar to those of the Association at a National AGM of ESA or at a National Special

General Meeting called for that purpose by two thirds majority of those present and permitted to vote.

- 20.2. Upon dissolution, any asset remaining after all of its liabilities have been met must be transferred to another non-profit organisation having similar objectives.

21. LIMITATION OF LIABILITY

The liability of ESA Board of Directors members is limited to the ESA insurance cover.

22. INDEMNITY

- 22.1. The ESA Board of Directors is indemnified from and against all losses arising out of the execution of their duties and actions for and on behalf of ESA, provided that such loss or damage is not occasioned by the negligence, default, breach of duty or breach of trust by such ESA Board of Directors, Committee member or official.
- 22.2. It is specifically recorded that ESA shall not be responsible for any debts of whatsoever nature incurred by any member as a consequence of such member entering into any contract with a third party in regard to any event organised or arranged by such member.
- 22.3. The ESA Board of Directors will ensure that appropriate insurance policies are in place for ESA.

23. NATIONAL FLAG AND NATIONAL EMBLEMS (PROTEA & NATIONAL COAT OF ARMS)

No athlete may display on his person, horse, equipment or any other means, the South African flag or any other National emblem, National Coat of Arms or the emblem of the Protea, in any manner or format at any competition/event of ESA, except when expressly permitted by the SAEF, the national Colours Commission of SASCOG (where applicable) and the ESA National Board of Directors.

24. CODE OF CONDUCT AND WELFARE OF THE HORSE

A code of conduct including welfare of the horse shall be contained in the Rules and Regulations of the ESA.

25. DRUG FREE SPORT

The ESA will implement the Rules and Regulations of the South African Institute for Drug-free Sport ("SAIDS") and the World Anti-Doping Agency ("WADA") as defined from time to time.

26. CONFLICT OF INTEREST

- 26.1. A conflict of interest agreement, determined by the ESA Board of Directors from time to time, shall be signed by all:
 - 26.1.1. ESA office bearers,
 - 26.1.2. ESA panel officials,

- 26.1.3. members representing ESA; Internationally, Nationally or Provincially.

27. JUDICIAL

27.1. DISCIPLINARY PROCESS

The disciplinary process shall be set out in the ESA Rules and Regulations, which shall be agreed by the ESA Board of Directors on an annual basis.

27.2. DISCIPLINARIES

- 27.2.1. Any member, athlete, parent, teacher, chef d'Equipe, official, committee member, representative or instructor who is found to have contravened this Constitution and/or any of the Rules or Regulations laid down by ESA, following due disciplinary process will be guilty of an offense and will be subjected to sanction as determined by due disciplinary process.

27.3. APPEAL PROCESS

The Appeal Process shall be set out in the ESA Rules and Regulations, which shall be agreed by the ESA Board of Directors on an annual basis.

27.4. COURT OF ARBITRATION FOR SPORT (CAS)

- 27.4.1. Disputes which cannot be resolved by either the judicial processes of the ESA or SAEF or SASCOC may be referred to the CAS. (Court of Arbitration for Sport)
- 27.4.2. The CAS has the power to impose the same scale of penalties as the Judicial Committee.
- 27.4.3. The CAS may impose more severe penalties than those imposed in the first instance, provided they are within the limits of the penalty jurisdiction of the body from which the appeal to the CAS is brought.

28. INTERPRETATION

The interpretation of this Constitution and all Rules and Regulations made there under shall rest entirely with the ESA Board of Directors, whose interpretation shall be final and binding on all ESA members.

29. AMENDMENTS TO THE CONSTITUTION

- 29.1. This constitution shall not be amended, rescinded or added to except at a National Annual General Meetings or Special National General Meetings of ESA.
- 29.2. Notice of the intention to amend, rescind or add to the Constitution must, if required to be dealt with at a National AGM, be posted on the National website 14 (fourteen) calendar days prior to the date fixed for the AGM.
- 29.3. For any amendment, rescission or addition to this constitution to be effective it shall require the support of two third majority of all members present and entitled to vote at the meeting concerned.