

RIDING FOR THE DISABLED ASSOCIATION S.A. INC.

CONSTITUTION and RULES

As amended at Annual General Meeting, 30 November 2008

1. NAME

The name of the Association is Riding for the Disabled Association South Australia Incorporated referred to herein as “the Association”.

2. INTERPRETATION

In the interpretation of this Constitution and Rules the following words and expressions shall have the meanings hereby assigned to them unless such meanings are excluded by or are repugnant to the context or subject matter.

- 2.1 Words importing masculine gender shall include feminine gender and vice versa.
- 2.2 Words importing the singular number shall include the plural number and vice versa.
- 2.3 The words “the Act” mean “the Associations Incorporation Act 1985 and any amendment thereof.”
- 2.4 “Member” means a natural person who is a financial member of the Association.
- 2.5 “Advocate” means the representative of a person with disabilities.
- 2.6 “Board” means the Board of Management of the Association.
- 2.7 “Executive” means the Executive of the Association, appointed by the Board in accordance with these Rules.
- 2.8 “Group” means a number of members of the Association authorised by the Board in accordance with these Rules to provide riding or driving activities to persons with disabilities.
- 2.9 “Rider” means a person with disabilities who is participating in the riding or driving activities of the Association.

3. OBJECTS

The objects of the Association are:

- 3.1 To increase the range of recreational, therapeutic and training opportunities available to people with disabilities through the provision of, but not limited to, riding, driving and horse care programmes.
- 3.2 To foster, promote and support the integration of people with disabilities into community equestrian activities.
- 3.3 To publicise and promote the work of the Association.
- 3.4 To liaise with other service providers to people with disabilities including Government instrumentalities and agencies.
- 3.5 To seek to influence all levels of Government, Federal, State and Local, to support and finance the activities of the Association.
- 3.6 To co-operate with any person or organisation whether inside or outside Australia whose objects are similar to those of the Association
- 3.7 To provide an advocacy/advisory service to the community.
- 3.8 To undertake such other activities supportive of the above Objects as the Association may determine from time to time.

4. POWERS

The Association shall have all the powers conferred by section 25 of the Act including the following powers:

- 4.1 It may acquire by purchase, lease, gift, bequest or otherwise howsoever any land in every place where the Association has a service or plans to provide a service and may sell, mortgage, build upon, lease and in any other manner dispose of or deal with any such property for or in connection with any of the Objects of the Association.
- 4.2 It may erect, maintain, improve or alter any buildings for the purposes of the Association.
- 4.3 It may raise funds by contributions, public appeal, donations, events and by such other lawful means as the Board may from time to time decide for the purpose of carrying out any of the Objects of the Association.
- 4.4 It may borrow money from banks or other financial institutions upon such terms and conditions in all respects as the Association in general meeting sees fit and may secure the repayment thereof by charging the property of the Association provided however that the total borrowings at any time shall not exceed one fifth of the total assets of the Association, and any such borrowing shall be solely for the purpose of the Association and the carrying out of its Objects.
- 4.5 It may invest its moneys in any security in which trust moneys may, by Act of Parliament, be invested from time to time in such a manner as the Board may determine.

5. INCOME

The income and property of the Association from whatsoever source derived shall be applied solely in carrying out the Objects of the Association and no portion thereof shall be distributed either directly or indirectly to any person except as bona fide compensation for service rendered or expenses incurred on behalf of the Association.

6. MEMBERSHIP

- 6.1 Any person shall be eligible to apply for membership of the Association.
- 6.2 There shall be five categories of membership:
 - 6.2.1 Ordinary Member
 - 6.2.2 Associate Member
 - 6.2.3 Junior Member
 - 6.2.4 Special Member
 - 6.2.5 Honorary Life Member.
- 6.3 Categories of membership:
 - 6.3.1 Any person over the age of eighteen years may apply to become an Ordinary Member of the Association. The applicant shall be proposed by one financial Ordinary Member and seconded by another financial Ordinary Member. The application for membership shall be made in writing, signed by the applicant and the proposer and seconder, and shall be in such form as the Board shall prescribe from time to time.
 - 6.3.2 Notwithstanding a person's eligibility because of age to apply to become an Ordinary Member of the Association any member of the immediate family of an Ordinary Member of the Association may apply to become an Associate Member. The application for membership shall be made in writing, as prescribed in sub-Rule 6.3.1.
 - 6.3.3 Any person under the age of eighteen years may apply to become a Junior Member of the Association. It shall be sufficient for the applicant to be proposed in writing

by a financial Ordinary Member who is able to attest to the applicant's interest in the activities of the Association.

6.3.4 Notwithstanding a person's eligibility because of age to apply to become an Ordinary Member of the Association, the Board may approve an application by a Coach, on an annual basis, to become a Special Member and not be required to pay an annual subscription provided that the applicant is: —

6.3.4.1 qualified in accordance with the requirements of the Riding for the Disabled Association of Australia

6.3.4.2 currently serving regularly on a voluntary basis having given that service at least twelve (12) times in the past twelve months.

6.3.5 The appointment of Honorary Life Members shall be in accordance with Rule 7.

6.4 Upon the acceptance of the application by the Board and upon payment of the first annual subscription appropriate to the category of membership shall be a member of the Association in the category determined by the Board.

6.5 An application for membership may be rejected without any reason being given. Provided however that the Board in exercising its power shall not unreasonably withhold its approval of an application for membership.

6.6 Subject to Rules 8 and 11 any Ordinary Member who has paid the Annual Subscription and Honorary Life Members elected under Rule 7 shall be a member of the Association and entitled to all privileges of membership, and shall be deemed to have agreed to be bound by these Rules and all By-Laws made in accordance herewith.

6.7 Every member shall keep the Chief Executive Officer or delegated officer informed of their change of address.

6.8 Every financial Ordinary Member or Honorary Life Member or Special Member has a right to vote at any Annual General Meeting or Special General Meeting in accordance with Rule 34.

6.9 Associate Members and Junior Members shall not be entitled to vote at any meeting of the Association or to become an Officer of the Association.

7. HONORARY LIFE MEMBERS

7.1 Honorary Life Membership shall be available to those persons who have been elected as such by the Association at an Annual General Meeting for outstanding services rendered to the Association.

7.2 The Board may submit to the Annual General Meeting the name or names of any person or persons who has or have rendered outstanding services to the Association for recognition by appointment as Honorary Life Members of the Association.

7.3 Should a member, other than a member of the Board, consider any person worthy to be appointed an Honorary Life Member of the Association, that member may nominate, in writing to the Chief Executive Officer, the person at least thirty days prior to the date of the Annual General Meeting. Particulars of the address and qualifications must accompany the nomination and the Board shall decide if the nomination shall be submitted to the Annual General Meeting.

8. SUBSCRIPTIONS

8.1 The subscription fees for each category of membership shall be such sums as the Board shall determine from time to time.

8.2 The subscription fees for each category shall be payable on 1 January or at such other time as the Board shall determine from time to time.

- 8.3 Any member, whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Board may re-instate such a person's membership on such terms as it thinks fit.
- 8.4 The Board may, on the application by or on behalf of a member waive or reduce the subscription payable.

9. REGISTER OF MEMBERS

The Board shall cause to be kept a Register in which shall be entered the names and addresses of all persons who have been admitted to membership of the Association, particulars of the category of membership, payment of subscriptions, resignation, suspension and expulsion and such further details as the Board may from time to time require.

10. RESIGNATION

Any member may resign from membership of the Association by giving written notice thereof to the Chief Executive Officer or Public Officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions shall be recovered as a debt due to the Association.

11. EXPULSION OF A MEMBER

- 11.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 11.2 Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Board at which the matter will be determined.
- 11.3 The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall subject to Rule 11.4 cease to be a member 14 days after the Board has communicated its determination to the member.
- 11.4 It shall be open to the member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the President or Public Officer of the Association within 14 days after the determination of the Board has been communicated to the member.
- 11.5 In the event of an appeal under sub-Rule 11.4 the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel a member is upheld by the members of the Association in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.
- 11.6 Upon ceasing to be a member of the Association, the member will forfeit all right to any claim upon the Association and its property and funds.
- 11.7 Any three financial members of the Association shall have the right to demand that the Board shall inquire into the conduct of any member. Such demand shall be made in writing to the Chief Executive Officer and shall be accompanied by such evidence as shall in the opinion of the Board be sufficient to warrant such an inquiry being instituted.

12. PATRONS

The Association may invite or elect a person to be its Chief Patron or a Patron; the tenure of such positions being a period of twelve months, or otherwise, as the Board may resolve.

13. THE BOARD OF MANAGEMENT

- 13.1 The affairs of the Association shall be managed and controlled exclusively by a Board which in addition to any powers and authorities conferred by these rules may exercise all such powers to do all things as are within the Objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- 13.2 The Board shall be comprised of not less than 8 nor more than 12 persons so that:-
- 13.2 (i) Eight shall be elected or appointed from members of the Association as hereinafter provided;
 - 13.2 (ii) Up to four may be appointed in accordance with sub-Rule 13.5 of whom one having appropriate experience may be appointed Treasurer.
 - 13.2 (iii) In the event of a Rider, as defined in sub-Rule 2.9 being elected in accordance with sub-Rule 13.2 (i), the member so elected may request that an Advocate be appointed by the Board.
- 13.3 An elected member shall hold office for a period of two years or otherwise as determined by sub-Rule 14.2
- 13.4 The Board shall, at its first meeting after the Annual General Meeting, elect from the elected members a Chairperson, who shall be known as the President of the Association, and a Deputy Chairperson, who shall be known as the Vice President. Further the Board may elect from the elected members or appoint in accordance with sub-Rule 13.2 (ii) a Treasurer. Until the first meeting of the Board after each Annual General Meeting, the Chairperson elected during the immediately preceding year shall continue to hold office as the President of the Association.
- 13.5 The Board may co-opt from time to time a person considered by the Board to possess special skills as desired to be a member of the Board for a period of up to twelve months provided that not more than four such appointees may be members of the Board at any one time. The appointment of co-opted members is to be reviewed at the meeting of the Board prior to the Annual General Meeting.
- 13.6 A co-opted Board member who desires to become an elected member of the Board shall be required to stand for election at the time of the next election of the Board with the same status as that applying to a casual vacancy, vide sub-Rules 14.2 and 24.1.
- 13.7 Except in the case of appointees co-opted by the Board in accordance with sub-Rule 13.5, a person who is not a financial member of the Association shall not be qualified to be appointed or elected as a member of the Board.
- 13.8 A Board member may not also be a member of a Group management committee. Any person elected or appointed to a Group management committee must resign that position if they are subsequently elected or appointed to the Board, and *vice versa*, immediately upon such appointment and if they fail to do so the later appointment will be deemed invalid.
- 13.9 The Executive of the Board shall comprise the President, Vice President, the Treasurer and one other member elected by the members of the Board at its first meeting after the Annual General Meeting.
- 13.10 The Board in accordance with Rule 32 shall appoint a Chief Executive Officer who shall be the Public Officer as required by the Act.
- 13.11 No member of the Board shall be appointed to or retain any paid office of the Association whilst a member of the Board.
- 13.12 The person appointed by the Board as the Chief Executive Officer of the Association shall attend all meetings of the Association and, as required, all meetings of the Board, the Executive and sub-committees of the Board.

13.13 Office bearers and other members of the Board shall be subject to the provisions of these Rules regarding expulsion.

13A. PRESIDENTS MEETINGS

13A.1 For the purpose of providing a forum for the discussion and exchange of management and general administrative matters generally affecting Groups there shall be established a Presidents Meeting.

13A.2 Each Group shall be entitled to be represented by one office-bearer of the Group, being the Group's President, Vice President, Secretary or Treasurer. Provided however that, in the event of a Group representative being unable to attend, the Group, with the consent of the President of the Association, may be represented by a proxy.

13A.3 The Presidents Meeting shall be held at least twice in a twelve months' period and shall be chaired by the President or by a member of the Executive of the Board as requested by the President.

13A.4 Items for the Agenda of the Presidents Meeting shall be as agreed by the Board having determined the venue and timetable for the proposed meeting.

13A.5 Minutes shall be kept of the resolutions of the Meeting and forwarded to the Board of Management for consideration and implementation where practicable.

14. NOMINATION AND ELECTION OF BOARD OF MANAGEMENT

Members to Retire:

14.1 At each Annual General Meeting four (4) of the elected members of the Board shall retire.

14.2 The members of the Board to retire in every year shall be first those who were appointed to fill casual vacancies during the year, then those who have been longest in office since their last election. Provided that, as between persons who were elected or appointed on the same day, those to retire, unless they otherwise agree among themselves, shall be determined by lot so as to make the number retiring four (4).

15. RETURNING OFFICER

15.1 For the purposes of conducting the elections the Board shall appoint a Returning Officer who has no interest in the outcome of the election.

15.2 The Returning Officer in consultation with the Chief Executive Officer, shall establish a timetable for:-

15.2.1 the close of the membership roll;

15.2.2 the opening of nominations;

15.2.3 the closing of nominations which date shall be at least 35 days before the date of the Annual General Meeting;

15.2.4 the opening of the ballot which date shall be at least 21 days before the date of the Annual General Meeting; and

15.2.5 the close of the ballot which date shall be at least 5 days before the date of the Annual General Meeting.

16. ELECTORAL ROLL

- 16.1 The Chief Executive Officer shall maintain an electoral roll which shall be the roll of financial members eligible to be nominated as candidates, to nominate candidates and to vote in the election.
- 16.2 Immediately following the close of the roll, the Chief Executive Officer shall certify its correctness and forward such certified copy to the Returning Officer.
- 16.3 The membership roll for persons eligible to vote for Board members shall close on the closing date for nominations for Board elections, *vide* sub-rule 15.2.3.

17. NOMINATIONS

- 17.1 The Chief Executive Officer shall call for nominations by forwarding, in accordance with the provisions of sub-Rule 33.8, an election notice to all financial members of the Association and by displaying copies of the notice at the Registered Office of the Association.
- 17.2 Nominations must be in writing on the prescribed form, available from the Registered Office of the Association and the office of the Returning Officer.
- 17.3 Each nomination must be signed by the nominee, proposer and seconder, all of whom shall be financial members of the Association.
- 17.4 Nominations must be delivered to or forwarded by post so as to reach the Returning Officer by the close of nominations.
- 17.5 Nominations received by the Returning Officer after the date and time set for the close of nominations shall be invalid.
- 17.6 If the name of the candidate and the names of the two nominators are contained on the electoral roll, the Returning Officer shall accept the nomination; otherwise the nomination shall be rejected. In either case the Returning Officer shall advise the candidate of the outcome of the nomination.
- 17.7 A candidate may submit a profile/statement of not more than 250 words in support of their nomination. Profile/Statements must be delivered to or forwarded by post so as to reach the Returning Officer by the close of nominations.

18. RETIRING MEMBERS TO RE-NOMINATE

Members of the Board retiring in accordance with Rule 14 who wish to offer themselves for re-election (subject to the provisions of the Constitution), shall advise the Returning Officer by the close of nominations.

19. UNCONTESTED ELECTIONS

If the number of nominations received is less than or equal to the number of positions vacant an election is not necessary and those candidates nominated shall be duly elected to the Board.

20. CONTESTED ELECTIONS

- 20.1 If the number of nominations received is greater than the number of positions vacant there shall be a Postal Ballot.
- 20.2 Nominations may not be withdrawn after the date and time set for the close of nominations.
- 20.3 Only those financial Ordinary Members, Honorary Life Members and Special Members whose names appear on the electoral roll certified by the Chief Executive Officer are eligible to vote in the election of the Board.
- 20.4 Associate Members and Junior Members are not eligible to vote in the election of the Board.

21. THE BALLOT

21.1 Notice of all persons seeking election to the Board shall be given to all members of the Association who are entitled to vote with the notice calling the Annual General Meeting at which the result of the Ballot is announced by the Returning Officer.

21.2 The Returning Officer shall forward to each member eligible to vote, in accordance with sub-Rule 20.3, --

- (i) a copy of each candidate's statement,
- (ii) a Ballot paper, and Ballot Envelope
- (iii) an outer return pre-paid envelope.

21.2.1 The order in which candidate names appear on the ballot-paper shall be determined by lot drawn by the Returning Officer in the presence of another person and/or any candidate(s) who chooses to be present.

The ballot-paper shall have printed on it, instructions how the paper shall be marked to exercise a valid vote, the number of vacancies to be filled, the names of the candidates and a box beside each name in which the vote is to be recorded.

21.3. VOTING

21.3.1 (i) The method of voting shall be 'cross voting'. In order to record a valid vote, a member shall place a cross in the square opposite the name/s of the candidate/s of the member's choice.

(ii) A member must not vote for more than the required number of candidates for election, but may vote for less than that number.

(iii) The marked ballot paper shall then be placed in the Ballot Envelope and then into outer postage pre-paid return envelope provided, sealed and sent by post so as to reach the Returning Officer on or before the date and time set for the close of the poll.

(iv) The address of the Returning Officer shall be displayed on the front of the pre-paid return envelope, and, on the back, the member's name, address and signature. The member must complete all sections on the back of the envelope.

22. COUNTING THE BALLOT.

22.1 A ballot paper is informal if --

- (i) It is not authenticated by the initials of the Returning Officer or by a mark authorised by the Returning Officer.
- (ii) It has no vote indicated on it.
- (iii) It has more than the required number of votes indicated on it.
- (iv) It has upon it any mark or writing by which the writer can be identified.
- (v) It has not been received at the close of the ballot as determined by sub-Rule 15.2.5

22.2 A ballot paper shall not be informal for any other reason than the reasons specified but shall be given effect to according to the voter's intention so far as that intention is clear.

22.3 On any question regarding the validity or formality of a vote, the Returning Officer's decision shall be final.

22.4 The candidate or candidates receiving the greatest number of votes shall be elected according to the number to be elected, and, in the event of an equality of votes the Returning Officer shall determine the issue by lot.

23. RESULTS OF POLL

- 23.1 The Returning Officer shall report, as soon as practicable, the result of the poll to the Chairperson of the Annual General Meeting.
- 23.2 If the number of members elected to the Board, as determined in sub-Rule 23.1, making a total of elected members of the Board less than that prescribed in sub-Rule 13.2.2, the Board may proceed as it sees fit to fill the quota by appointing persons eligible for election.
- 23.3 Appointees in accordance with sub-Rule 23.2 shall be regarded as filling casual vacancies and shall hold office until the next Annual General Meeting when they may offer themselves for re-election.

24. VACANCIES ON BOARD

- 24.1 The Board shall have power to appoint a member of the Association to fill any casual vacancy on the Board until the next Annual General Meeting when such an appointee may offer for re-election.
- 24.2 The Board may act notwithstanding any vacancy occurring therein, and no acts or proceedings of the Board shall be invalidated or avoided by reason of any such vacancy, or by reason of any informality in the appointment of any person to any office.

25. DISQUALIFICATION OF BOARD MEMBERS

The office of Board member shall become vacant if a board member is:

- (i) disqualified by the Act;
- (ii) expelled under these Rules;
- (iii) permanently incapacitated by health;
- (iv) absent without apology from more than three consecutive Board meetings, or more than three Board meetings in a financial year;
- (v) no longer the duly appointed Advocate of a person with disabilities.

26. MEETINGS OF THE BOARD

- 26.1 The Board shall meet at least four times annually including at least once quarterly for the dispatch of business.
- 26.2 A quorum for a meeting of the Board shall be a majority of the members of the Board of whom at least four (4) shall be members elected in accordance with sub-Rule 13.2.1.
- 26.3 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 26.4 A member of the Board having a pecuniary interest in a contract with the Association must disclose that interest to the Board as required by the Act, and shall not vote with respect to that contract.
- 26.5 Minutes shall be taken of all proceedings of the Board.

27. GENERAL POWERS AND DUTIES OF THE BOARD

- 27.1 The Board shall have the power to appoint such sub-committees as may from time to time be deemed necessary in order to carry out the particular instructions and duties delegated to them.

- 27.2 Sub-committees shall report periodically as required by the Board and shall conduct their business in accordance with directions of the Board.
- 27.3 Sub-committees may be appointed solely from members of the Board or may include any member or non-member of the Association.
- 27.4 The Board shall not have the right to delegate to a sub-committee powers greater than those conferred on the Board by this Constitution, and all sub-committees shall be subject to control by the Board.
- 27.5 The President or the nominee of the Board shall be chairperson of all sub-committees. The chairperson of any meeting shall have a deliberative vote and in the event of an equality of votes shall have in addition a casting vote.
- 27.6 The Board shall carry into effect the resolutions of any general meeting of the Association.

28. POWERS AND DUTIES OF THE EXECUTIVE OF THE ASSOCIATION.

- 28.1 The Executive of the Board appointed in accordance with sub-Rule 13.8 shall be empowered to determine any matter placed before it by the Board, by the President or at the request of the Chief Executive Officer, but shall be required to report to the Board the full details of its activities and decisions.
- 28.2 Between meetings of the Board, the management of the Association shall be vested in the Executive of the Board.
- 28.3 The Executive shall meet at such regular intervals as it may determine and shall meet at any other time as requested by any member of the Executive.
- 28.4 No motion before the Executive shall be carried unless supported by three of its four members.
- 28.5 A quorum of any meeting of the Executive shall be three.
- 28.6 Notwithstanding the requirements of sub-Rules 28.4 and 28.5, the Executive shall be empowered to determine any matter before it by means of a ballot of its members conducted by telephone, such ballot being conducted by the Chief Executive Officer or other authorised officer employed by the Association and to be recorded and minuted by that officer.
- 28.7 The Board may exercise its power to rescind a decision of the Executive within fourteen days of receiving a report in relation to same.

29. FINANCIAL YEAR

The Financial Year of the Association shall be a period of twelve months beginning on the first day of January each calendar year and ending on the thirty-first day of December in the same calendar year, except in the first year of operation of this clause, when the financial year shall commence on the first day of July in a given calendar year and end on the thirty-first day of December in the same calendar year.

30. AUDITOR

- 30.1 A member or members of a firm of registered company auditors or a person who is a member of the Australian Society of Certified Practising Accountants or The Institute of Chartered Accountants in Australia shall be appointed Auditor or Auditors of the Association at the Annual General Meeting of the Association.
- 30.2 The accounts of the Association shall be audited at least once in every financial year and at such other times as the Board considers expedient.
- 30.3 The Auditor shall be requested to furnish a written report on the Association's accounts each year in time to be presented to the Annual General Meeting.

31. CONTROL OF FUNDS

- 31.1 All moneys received by or on behalf of the Association shall be paid into an account or accounts with a bank as soon as possible, and where practicable, within one working day of the receipt of such moneys.
- 31.2 All accounts shall be in the name of the Association and shall be designated for any special purpose as directed by the Board from time to time.
- 31.3 The Board shall appoint persons, specifying those of whom who may jointly operate specified accounts.
- 31.4 Once in each twelve months, or more often if necessary, the Board shall examine an estimate of income and expenditure for the following twelve months, (or such other period as may be decided) as prepared by the Chief Executive Officer.
- 31.5 Before approving the estimates presented by the Chief Executive Officer, the Board may refer the estimates to the Executive of the Association or to a sub-committee appointed by the Board.
- 31.6 On acceptance of the estimates, the Board shall approve the estimated expenditure subject to conditions which the Board sees fit to impose.
- 31.7 The Treasurer shall be responsible to the Board to maintain an overview of the Association's financial procedures and operations, and through the Executive of the Association or sub-committee of the Board set up for the purpose, ensure that proper accounts of the transactions of the Association are maintained.

32. CHIEF EXECUTIVE OFFICER AND PUBLIC OFFICER

- 32.1 There shall be a Chief Executive Officer, who shall be appointed by the Board, and who shall hold office during the pleasure of the Board at such a salary and/or allowance as the Board may determine
- 32.2 The Chief Executive Officer shall be the Public Officer of the Association.
- 32.3 It shall be the duty of the Chief Executive Officer to conduct the affairs of the Association under the direction of the Board.
- 32.4 The Chief Executive Officer shall attend as requested all meetings of the Board and the Executive of the Association and shall attend all general meetings of the Association.
- 32.5 The Chief Executive Officer shall recommend to the Board a suitable Minutes Secretary who shall attend meetings of the Board, the Executive and such other meetings as requested.
- 32.6 The Chief Executive Officer or delegated officer shall receive all subscriptions and other moneys and a receipt on the Association's printed forms shall be sufficient discharge thereof.
- 32.7 The Chief Executive Officer shall keep an account of attendance of members of the Board showing the number of attendances during their term of office, and a copy shall be included in the Annual Report of the Association.
- 32.8 The Chief Executive Officer shall recommend to the Executive of the Association the organisational structure considered necessary to conduct the operations of the Association in accordance with the Objects of the Association and, subject to the approval of the Board, may obtain advice from outside consultants.
- 32.9 The Board, on the recommendation of the Executive, shall determine the procedures to implement changes in the organisational structure and shall make or delegate appropriately appointments, duties and employment conditions of approved positions.
- 32.10 The Board, on the recommendation of the Executive, shall determine the lines of authority and responsibilities of officers employed by the Association.

33. MEETINGS OF THE ASSOCIATION

- 33.1 The Board shall call an Annual General Meeting within five (5) months of the end of the financial year.
- 33.2 The Board may call a Special General Meeting of the Association at any time.
- 33.3 Upon a requisition in writing of not less than ten (10) of the total number of members of the Association, the Board shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- 33.4 Every requisition for a Special General Meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- 33.5 If a Special General Meeting is not convened within one month as required by sub-Rule 33.3 the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Board, for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 33.6 Subject to sub-Rule 33.7 at least fourteen days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of business to be transacted at the meeting. In the case of an Annual General Meeting, the order of business shall be the consideration of the accounts and reports of the Board and the Auditors, the appointment of Auditors and Board members (if required), and any other business requiring consideration of the Association in general meeting.
- 33.7 Notice of meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- 33.8 A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the Register of Members.
- 33.9 Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

34. PROCEEDINGS AT MEETINGS

- 34.1 Fifteen (15) members being eligible in accordance with sub-Rule 6.8 and present personally shall constitute a quorum at any general meeting of the Association.
- 34.2 If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting the members present shall form a quorum.
- 34.3 The President of the Association or in the absence of the President, then the Vice President or in their absence, or in their declining to take, or retiring from the chair, one of the Board members chosen by the meeting shall preside as chairperson at every general meeting of the Association.
- 34.4 If there is no such chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson.
- 34.5 The chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn from time to time and from place to place, but

no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 34.6 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 34.7 At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 34.8 If a poll is demanded by the chairperson of the meeting or by three or more members present, it shall be taken in such a manner as the chairperson directs. The result of such poll shall become the resolution of the meeting, except in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally at the meeting is required.
- 34.9 A poll demanded on the election of a chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

35. VOTING RIGHTS

At any general meeting of the Association, subject to these Rules each member present in person shall be entitled to one vote.

36. MINUTES

- 36.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Board, the Executive and sub-committees of the Board and of meetings of committees set up for the purposes of the proper conduct of the affairs and services of the Association shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 36.2 The minutes kept pursuant to this Rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- 36.3 Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

37. RULES AND BY-LAWS

- 37.1 Subject to approval by a special resolution of the members of the Association, these Rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Corporate Affairs Commission as required by the Act.
- 37.2 The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by the provisions thereof.
- 37.3 The Board shall have authority to interpret the meaning of the Rules and settle any disputes, also to determine any matter relating to the Association on which the Rules are silent.
- 37.4 In the event of a dispute not being settled amicably by the Board, appeal may be made to a Special General Meeting of the Association called for the purpose, and the decision of the meeting shall be final and conclusive.

- 37.5 The Board shall have authority to make By-Laws for the effective conduct of the activities of the Association including Groups set up with the approval of the Board. The By-Laws shall not be inconsistent with these Rules.

38. THE SEAL

- 38.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 38.2 The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the President or Vice President and the Chief Executive Officer or such other officer as directed by the Board.
- 38.3 The seal shall be kept in the custody of the Chief Executive Officer or such other person as the Board may from time to time decide.

39. GROUPS

- 39.1 For the more effective delivery of services to persons with disabilities there may be established from time to time and in various places Groups comprising members of the Association desiring to participate.
- 39.2 Persons desiring to set up a Group shall communicate with the Chief Executive Officer or a delegated officer who shall arrange for an investigation into their capabilities and available facilities.
- 39.3 The Board shall have the authority to set up and to dissolve Groups and shall approve a request as described in sub-Rule 40.2 subject to such a probationary period and conditions as considered necessary.
- 39.4 Groups shall abide by the Constitution, Rules and By-Laws of the Association.
- 39.5 The Board shall have authority to make By-Laws relating to the establishment and operation of Groups.
- 39.6 Groups existing at the time of the amendment of the Constitution, or the making or alteration of a Rule or the making or alteration of a By-Law shall be bound as described in sub-Rule 37.2 of the Constitution.
- 39.7 For the effective operation of a Group, there shall be a Committee of Management of no less than three financial members of the Association, comprising a chairperson, a secretary and a treasurer (who may also be the secretary).
- 39.8 Groups shall present annually to the Board an audited financial statement of the Group together with a description and value of assets held.
- 39.9 A Group which in the opinion of the Board acts in a manner contrary to the Constitution or interests of the Association or does not comply with the By-Laws as set down by the Board may be suspended or dissolved by the Board. Should a dispute thereby arise the Group may appeal under the provisions of sub-Rule 37.4 of the Constitution of the Association.
- 39.10 In the event of the dissolution of a Group, unless otherwise determined by the Board, all assets of that Group and any assets held by the Association for the use of that Group shall vest absolutely in the Association.

40. WINDING UP

- 40.1 The Association shall be wound up if a resolution to that effect is carried by a majority of not less than three quarters of the members who being entitled to do so vote personally at the Special General Meeting called for the purpose.

40.2 Upon the winding up of the Association the surplus assets of the Association that remain after the liabilities of the Association have been discharged and the costs of winding up have been paid shall be disposed in accordance with the objects of the Association and in favour of such registered charity or charities as a simple majority of members present at the Special General Meeting shall so decide, provided that such charity or charities as aforementioned must be approved by the Deputy Commissioner of Taxation for the purposes of Section 78 (1) (a) of the Income Tax Assessment Act 1936 as amended.

41. INDEMNITY

Members of the Board, officers and employees of the Association shall be indemnified by the Association against all costs, losses and expenses which such persons may incur by reason of any act done or not done in good faith in the discharge of their duty relating to the affairs of the Association and within the scope of the person's authority except losses brought about by the person's own dishonesty, breach of duty or trust or culpable negligence.