



# **RIDING FOR THE DISABLED ASSOCIATION (NSW)**

## **CONSTITUTION**

ACN 001 823 267

ABN 50 001 823 267

**Adopted at the Annual General Meeting held on 5 May 2018**

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**CORPORATIONS ACT 2001**  
**A COMPANY LIMITED BY GUARANTEE**  
**CONSTITUTION**  
**OF**  
**RIDING FOR THE DISABLED (NEW SOUTH WALES)**  
**(ACN 001 823 267)**  
**INTRODUCTION**

**1. NAME**

The name of the Company shall be Riding for the Disabled Association (N.S.W).

**2. DEFINITIONS AND INTERPRETATION**

2.1. In this constitution unless the contrary intention appears evident:

**“Accredited Centre”** means any Provisional Centre which has been formally approved and accredited by the Directors to be classified as an Accredited Centre and is properly equipped for the conduct of the activities of the Company.

**“Act”** means the Corporations Act 2001 (Cth).

**“Administrator”** means the person appointed by the Board of Directors to an Accredited Centre, Provisional Centre or Steering Committee to oversee the activities of such Centres or Committees for a period of time.

**“Annual General Meeting”** means the annual General Meeting of the Company conducted in accordance with Clause 15.2.

**“Appointed Director”** means a Director appointed under Clause 29.

**“AQTF Standards”** means the Australian Quality Training Framework Standards.

**“ASQA Standards”** means the Australian Skills Quality Authority Standards.

**“Associate Organisation”** means an organisation interested in Riding for people with disabilities but which does not otherwise qualify for membership of the Company.

**“Auditor”** means the person appointed for the time being as the auditor of the Company and being a person with the possession of the necessary qualifications and experience.

**“Board”** or **“Board of Directors”** means the body consisting of the Directors of the Company under Clause 27.1 and constituted in accordance with Clause 28 and Clause 29.

**“Board of Directors Meeting”** means a meeting of the Board of Directors, whether such meeting is held in person, by tele or video conference or other electronic means.

**“Business Day”** means a day which is not a Saturday, Sunday or Public Holiday in New South Wales.

**“Business Hours”** means from 9:00am to 5:00pm on a Business Day.

**“Centre Constitution”** means the constitution of a Steering Committee, Provisional Centre or Accredited Centre as may be approved by the Board of Directors and any variation to such document as may be approved by the Board of Directors from time to time.

**“Centre Member”** means a member of an Accredited Centre or a Provisional Centre who has met, and continues to meet, all of the requirements of membership of that Centre and includes a member who has been accorded Honorary Life Membership of that Centre.

**“Chairman”** means the Director nominated to that role in accordance with Clause 30.5.

**“Charitable Fundraising Act of New South Wales”** means the Act to regulate public fundraising for charitable purposes in New South Wales.

**“Company”** means Riding for the Disabled Association (NSW), ABN 50 001 823 267.

**“Constitution”** means this Constitution of the Company.

**“Director”** means the Elected Directors and Appointed Directors.

**“Disability”** includes any form of physical, psychological, physiological or intellectual disability.

**“Elected Director”** means a Director elected in accordance with Clause 28.

**“Executive Officer”** means any person appointed by the Directors to perform the day to day management of the Company.

**“Financial Year”** means the year ending 31 December in each year.

**“General Meeting”** means a meeting of members and includes the Annual General Meeting and general meetings.

**“Honorary Life Member”** means a person appointed to Honorary Life Membership in accordance with Clause 10.2 (d).

**“Honorary Member”** means a person appointed to honorary membership in accordance with Clause 10.2 (e).

**“Intellectual Property”** means all rights subsisting in any copyright, trade names, trademarks, logos, designs, equipment, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to the Company or any course of approved training, product, publication, calendar of events or activity developed, conducted, promoted or administered by the Company.

**“Member”** means a person or organisation who joins or renews as a member of the Company in one of the following membership categories of the Company:

- (a) Accredited Centre;
- (b) Associate Organisation;
- (c) Honorary Member;
- (d) Honorary Life Member;
- (e) Provisional Centre;
- (f) Steering Committee; and
- (g) such other categories as are created from time to time under Clause 10.9.

**“Minutes”** means the official records of, and relating to, a meeting of the Company, including, but not limited to, General Meetings, meetings of the Board of Directors.

**“Objects”** means the Objects of the Company in Clause 3.

**“Officer”** has the meaning set out in the Act.

**“Participant”** means a person who is participating in horse Riding, carriage driving, vaulting, equestrian activities or any other activities involving the use of horses as may be provided at an Accredited Centre or Provisional Centre or elsewhere under the auspices of the Company.

**“Policies and Procedures”** means any document produced and published by the Company for the purposes of the advancement of the Objects of the Company, including Riding, or for the purposes of facilitating the operations, advancement, management and administration of the Company and, without limiting the generality of this definition, includes documents relating or applicable to any Members, contractors, employees or volunteers of either the Company or Member.

**“Principal Purpose”** means the purposes of the Company as reflected in the Objects.

**“Provisional Centre”** means a Steering Committee which has been approved by the Directors to commence Riding activities but which does not meet the Australian Skills Quality Authority Standards to be an Accredited Centre.

**“Public Holiday”** means a day or date which is recognized and gazetted as a public holiday in the State of New South Wales.

**“RAM”** means the Riding for the Disabled Association (NSW) Administration Manual.

**“RDAA”** means Riding for the Disabled Association of Australia or any successor organisation formed to carry on the activities formerly conducted by RDAA.

**“Regional Representative”** means the person selected by the Directors from those nominated by Accredited Centres within the relevant region to serve the Company as liaison between the Board of Directors and Accredited Centres, Provisional Centres and Steering Committees within a given geographic territory.

**“Register of Members”** means the register of Members maintained pursuant to the Act.

**“Registered Training Organisation”** means the training provider registered by Australian Skills Quality Authority (or its regulator in the State of New South Wales) to deliver vocational education and training services and be recognised as a provider of quality-assured and nationally recognised training and qualifications.

**“Replaceable Rules”** has the same meaning as in the Act.

**“Riders Representative”** means the person appointed by the Board of Directors to fulfil the responsibilities of this position.

**“Riding”** unless the contrary intention appears, includes the care and maintenance of horses and their use in any capacity whatsoever including, without limiting the generality of the foregoing, leading and carriage driving, with or without the use of horse or pony-drawn vehicles.

**“Seal”** means the common seal for the time being of the Company.

**“Secretary”** means any person appointed by the Directors to perform the duties of Company Secretary.

**“Special business”** is business of which a notice of motion has been submitted in accordance with Clause 18.

**“Special General Meeting”** means a meeting of the Company convened in accordance with Clause 15.3.

**“Special Resolution”** means a Resolution passed in accordance with the Act:

- (a) of which at least 21 days' notice has been given; and
- (b) by at least 75% of the votes cast by Voting Members on the resolution at a duly constituted General Meeting.

**“Steering Committee”** means a START UP committee usually elected at a public meeting of interested people, approved by the Board of Directors and charged with commencing the activities required for that Steering Committee to become, or form a Provisional Centre within a 12 month period or such further period as may be approved by the Board of Directors.

**“Voting Member”** means an Accredited Centre or Honorary Life Member who is not prohibited from voting by any provision of this Constitution.



## 2.2. Interpretation

In this Constitution, unless the context otherwise requires:

- (a) A reference to any law or legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, whether such provisions were introduced or came into force before, on or after the date of this Constitution.
- (b) A reference to any agreement or document is a reference to that agreement or document as amended, novated, supplemented or replaced from time to time.
- (c) A reference to a clause, part, schedule or attachment is a reference to a clause, part, schedule or attachment of or to this document.
- (d) Where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.
- (e) A word which denotes the singular denotes the plural, a word which denotes the plural denotes the singular, a reference to any gender denotes the other genders and neuter and a reference to persons include corporations and bodies politic.
- (f) References to a person include the legal personal representatives, successors and permitted assigns of that person.
- (g) An expression importing a natural person includes any company, trust, partnership, joint venture, company, body corporate or public authority.
- (h) A reference to dollars or \$ means Australian dollars.
- (i) References to the word 'include' or 'including' are to be construed without limitation providing that such broader interpretation is consistent with the terms of the Clause.
- (j) Where a period of time is specified and dates from a given day or the day of an act or event that period must be calculated exclusive of that day.
- (k) A reference to a "day" means any day of the week including a Public Holiday, however where something is due to be done on a day and that day falls on a

day which is not a Business Day, the task to be done is to be done on the next Business Day.

- (l) A word or expression defined in the Act and used, but not defined, in this Constitution has the same meaning given to it in the Act when used in this Constitution.
- (m) A reference to a function includes a reference to a power, authority and duty;
- (n) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (o) Expressions referring to “writing” shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible permanent form, including messages conveyed, stored or held by electronic means.
- (p) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable or, if the particular circumstances warrant or require, in a particular jurisdiction, the phrase or provision is to be read down, if possible, so as to allow that phrase or provision to remain valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without, to the greatest extent possible, affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision.
- (q) The Replaceable Rules referred to in the Act are displaced by this Constitution.

## **OBJECTS**

### **3. OBJECTS**

3.1. The Company is established to pursue charitable purposes only. The Company’s Objects are to:

- (a) Be the governing body in New South Wales for Riding for people with disabilities and be recognized as such by the New South Wales Government;
- (b) Be and remain the principal New South Wales affiliate option of RDAA or its successor;

- (c) Encourage, promote, support and assist Accredited Centres and Provisional Centres and Steering Committees to provide equine and equestrian opportunities and activities as riding therapy (including any other form of therapy which can be performed with the aid of horses), sport, recreation, education and training and safety programs for people with disabilities;
- (d) Foster and support the integration of people with disabilities into the activities and into the administration of Accredited Centres, Provisional Centres, Steering Committees and the Company in general;
- (e) Set and determine standards in the Company's safety, training, horse management and equine related activities and programmes;
- (f) Provide or arrange for training, training materials and assessment services for the Company's employees, coaches and volunteers;
- (g) Liaise with and manage responsibilities to other organisations, including but not limited to international, national and state organisations (whether such organisations are commercial, charitable or government organisations), that have an interest in the treatment and well-being of people with disabilities;
- (h) Seek to influence all facets of Government, as well as business and the community, to support and finance the activities of the Company and its Members;
- (i) Pursue, either directly or through other related entities, commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further these Objects;
- (j) Promote mutual trust and confidence between the Company and the Members in pursuit of these Objects;
- (k) Maintain national accreditation as a Registered Training Organisation;
- (l) Abide by the ASQA and AQTF Standards;
- (m) Provide and maintain such facilities and equipment as may be required for use by and for the purposes of the Company;
- (n) Hold and administer property in trust as may be required by and for the purposes of the Objects, Accredited Centres, Provisional Centres and Steering Committees;

- (o) Act as a co-ordinating body for Members and all Participants in horse related activities for people with disabilities or those who are associated with Accredited Centres, Provisional Centres and Steering Committees, and to provide a forum for the exchange of information and ideas for the betterment of the Company and its Members;
- (p) Act at all times in the best interests of the Members and all Participants in the activities of the Company;
- (q) Establish Steering Committees in suitable locations throughout New South Wales to support the Objects of the Company;
- (r) Develop and deliver nationally accredited and recognised qualifications for coaches and training programs for volunteers;
- (s) Do all that is necessary, incidental or conducive to the attainment of these Objects and to enable the Members to receive the benefits which these Objects are intended to achieve; and
- (t) Apply the income and property of the Company solely to promote these Objects.

## **POWERS**

### **4. CONSTITUTIONAL POWER**

- 4.1. The Company is empowered to require the Members to uphold and comply with all of the provisions of this Constitution and Policies and Procedures, to the extent permitted by laws governing the Members in the jurisdiction in which they reside, are formed or operate, as the case may be.

### **5. GENERAL POWERS**

- 5.1. Solely for furthering the Objects, the Company has the legal capacity and powers set out under section 124 of the Act, except for the power to distribute any of the company's property to its Members, which is prohibited by Clause 6.2.
- 5.2. Without limiting the powers of the Company under Clause 5.1, it is expressly acknowledged that the Company shall be empowered to publish, from time to time, such Policies and Procedures as it may in its absolute discretion deem appropriate for the proper organisation and administration of Riding for people with disabilities in New South Wales.

- 5.3. As the governing body in New South Wales for Riding for people with disabilities, the Company will oversee, manage and control the operation of New South Wales' representation in Riding for people with disabilities and shall be empowered to ensure compliance by the Members with the Policies and Procedures established under this Constitution as may be applicable from time to time.

## **6. APPLICATION OF INCOME AND PROPERTY**

- 6.1. The Company will apply its income and property only in undertaking or promoting the Objects.
- 6.2. No portion of the income and property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to any Member.
- 6.3. The payment of directors' fees, in whatever form, is prohibited to Directors for serving in that capacity.
- 6.4. Subject to this Constitution, the Directors are not entitled to be paid remuneration. Nothing in Clause 6.3 prevents payment in good faith of:
- (a) Amounts to cover out-of-pocket expenses which are reasonably expected to be incurred on behalf of the Company including, in the case of a Director, in carrying out the duties of a Director, where the payments do not exceed an amount previously approved by the Board of Directors.
  - (b) Remuneration to any officers or employees of the Company for services actually rendered to the Company and approved by the Board of Directors.
- 6.5. Nothing in Clause 6.2 prevents the payment or advancement in good faith of:
- (a) A loan or grant to a Member for the purposes of advancing the Objects, provided that:
    - (i) The loan or grant is approved by the Directors;
    - (ii) A loan agreement, including terms of interest and repayment is signed by both parties;
    - (iii) The terms of the loan or grant require that the funds may only be used for a purpose consistent with advancing the Objects;
    - (iv) The loan or grant is listed in the annual report and financial statements of the Member and the Company; and

- (v) In respect of any loan, reasonable and proper interest on money borrowed is applied.
- (b) An amount to any Member or approved individual in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business upon receipt of a proper tax invoice.
- (c) Reasonable and proper rent for premises let by any Member or any other party to the Company.
- (d) Reimbursement, as may be approved by Directors, of an amount incurred by a Member and Volunteers of a Centre in carrying out the Company's charitable purposes.

## **7. ADDITION, ALTERATION OR AMENDMENT**

- 7.1. No addition, alteration or amendment shall be made to this Constitution unless it has been approved by Special Resolution.
- 7.2. Any addition, alteration or amendment shall take effect from the date of the Special Resolution or as otherwise provided for in that Special Resolution.

## **8. LIABILITY OF MEMBERS**

The liability of the Members on the winding up of the Company is limited to \$10 per Member.

## **9. WINDING UP AND REVOCATION OF DEDUCTIBLE GIFT RECIPIENT STATUS**

- 9.1. The Company may only be wound up if:

- (a) 75% of Members have approved the winding up; and
- (b) a simple majority of the Directors have approved the winding up

or as may otherwise be required by the operation of any law applicable in the State of New South Wales.

- 9.2. Guarantee by Members on Winding Up

Every Member undertakes to contribute to the property of the Company, in the event of it being wound up while the Member is a Member or within one year after the Member ceases to be a Member, for payment of the debts and liabilities of the Company contracted before the Member ceases to be a Member and of the costs,

charges and expenses of winding up and for adjustment of the rights of the contributors among themselves, such amount as may be required but not exceeding the total of any amount unpaid by the Member in respect of membership and fees as required by Clause 11 and any other financial liability that Member has to the Company including, but not limited to, loans or other financial accommodation.

### 9.3. Distribution of Property on Winding Up

If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, that property may not be paid to or distributed amongst the Members but must be given or transferred to one or more other funds, authorities or institutions:

- (a) Which has objects similar to the Objects;
- (b) The income of which or each of which is exempt (or entitled to be exempt) from income tax;
- (c) Which is charitable at law and to which income tax deductible gifts can be made;
- (d) Whose constitution or each of whose constitutions prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Company under or by virtue of Clause 6; and
- (e) Which is also not carried on for profit.

Such organisation to be determined by the Board of Directors at or before the time of winding up or dissolution and in default thereof by application for determination to the Supreme Court of New South Wales.

### 9.4. Revocation of deductible gift recipient status

If the Company's endorsement as a deductible gift recipient is revoked under Subdivision 30-BA of the Income Tax Assessment Act 1997 (Cth) and all reasonable avenues for reinstatement of the Company's endorsement as a deductible gift recipient have been exhausted without that endorsement being reinstated, any surplus of the following assets:

- (a) gifts of money or property for the principal purpose of the Company;
- (b) contributions of money or property as described in item 7 or item 8 of the table in Section 30-15 of the Income Tax Assessment Act 1997 (Cth); and

- (c) money received by the organisation because of such gifts and contributions must be given or transferred to one or more other funds, authorities or institutions that meets the requirements of Clause 9.3.

## **COMPANY MEMBERSHIP**

### **10. MEMBERS**

#### **10.1. Number of Members**

- (a) There must be at least 1 Member.
- (b) The Board may set a limit on the maximum number of Members.

#### **10.2. Categories and requirements for membership**

The Company's membership is classified into the following categories:

(a) Accredited Centre

This category is open to Provisional Centres in New South Wales which have achieved the standard acceptable to the Board of Directors to become accredited to fully and in entirety to operate Riding programmes, and which have paid any overdue fees and dues payable to the Company.

This category of membership may, subject to this Constitution, entitle an Accredited Centre to receive a notice of, attend, debate, vote at and receive the Minutes of General Meetings.

(b) Provisional Centre

This category is open to Steering Committees in New South Wales which aspire to become an Accredited Centre, but which have not yet achieved the standard acceptable to the Board of Directors or for disciplinary or financial reasons have been returned to the status of Provisional Centre. A Provisional Centre shall remain that for a minimum of twelve months unless otherwise determined by the Board of Directors.

A Provisional Centre may carry out such functions and activities as may be approved by the Board of Directors



This category of membership may, subject to this Constitution, entitle a Provisional Centre to receive a notice of, attend, and receive the Minutes of, but not to debate or vote at, General Meetings.

(c) Steering Committee

This category is open to a committee of interested people in New South Wales, usually elected at a public meeting and charged with, under the guidance of the Board of Directors or any person duly appointed by the Board of Directors establishing and meeting the standard acceptable to the Board of Directors to become a Provisional Centre within a minimum of a 12 month period or such further period as may be determined by the Board of Directors.

This category of membership may, subject to this Constitution, entitle a Steering Committee to receive a notice of, attend, and receive the Minutes of but not to debate or vote at General Meetings or operate Riding for those with a disability programmes.

A Steering Committee may carry out such functions and activities as may be approved by the Board of Directors

(d) Honorary Life Member

Honorary Life Membership of the Company is bestowed upon individuals who have contributed significantly to the Company over many years. Such Honorary Life Membership is awarded by the Board of Directors following a resolution of at least two thirds of the Members present and eligible to vote, including by proxy, at an AGM. This category of membership entitles the Member to receive a notice of, attend and receive the Minutes of but not to debate and /or vote at General Meetings. An Honorary Life Member is not obliged to pay any membership fees to the Company; and enjoys all the privileges and benefits and is subject to the same obligations as a Voting Member.

(e) Honorary Member

The Board of Directors shall be entitled to appoint, as Honorary Members, such persons, in such manner and on such conditions as may be prescribed from time to time by Policies and Procedures made by the Board of Directors. Honorary Members are not entitled to receive a notice of, attend, or receive

the Minutes of General Meetings unless otherwise permitted under the Constitution.

(f) Associate Organisation

This category is open to like-minded, independent organisations who wish to liaise and support the Company. It does not entitle the organisation to receive notices of, attend, debate, vote at or receive Minutes of General Meetings.

10.3. Application for Membership of the Company

An application for membership must be:

- (a) In writing on the form (if any) as may be prescribed from time to time by the Board of Directors, from the applicant or its nominated representative and lodged with the Secretary; and
- (b) Accompanied by the appropriate fee (if any).

10.4. Consideration for application for Membership

At the first meeting of the Board after an application for Membership has been received by the Board, the Board must consider the application and either accept the application, reject the application or request such further information as the Board may consider reasonably necessary for the application to be properly considered.

10.5. Registration as Member

If the Board of Directors accepts an application for membership, as soon as practicable after the making of that decision, the Board of Directors must register the name of the person in the Register of Members.

10.6. Becoming a Member

Subject to the Act, a person becomes a Member on the registration of that person's name in the Register of Members.

10.7. Member Subscriptions

Each Member shall pay an annual fee as may be prescribed. Such fees are to be paid in the manner and timeframe as may be required by the Board of Directors.

When an applicant has been accepted for membership, the Executive Officer must forthwith send to the applicant written notice of his or its acceptance.

#### 10.8. Creation of New Membership Categories

Subject to Clause 20.2,

- (a) New categories of membership may be created from time to time with such rights, privileges and obligations even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Member.
- (b) Any new category of membership established under Clause 10.9(a) may not be granted voting rights at General Meetings.

#### 10.9. Membership entitlements are not transferable

A right, privilege or obligation which a person has by reason of being a Member of the Company:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) subject to the Act and this Constitution, terminates on cessation of the person's Membership.

#### 10.10. Membership Renewal

In order to remain a Member, Members must renew their membership by paying any applicable membership fees according to Clause 10.8(a).

### 11. **MEMBERSHIP FEES**

The Board of Directors shall determine the membership fees payable by Members (or any category of Members) including the time for and manner of payment to the Company by way of Business of a General Meeting conducted at the Annual General Meeting.

### 12. **EFFECT OF MEMBERSHIP**

#### 12.1. Members acknowledge and agree that:

- (a) The Constitution is made to achieve a common object, which is the mutual and collective benefit of the Company and its Members and Riding for people with disabilities;

- (b) They are bound by this Constitution and the Policies and Procedures and the Constitution constitutes a contract between each of them and the Company;
- (c) The Constitution and Policies and Procedures are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Company;
- (d) They must comply with and observe the Constitution, Policies and Procedures and any determination or resolutions which may be made or passed by the Company.
- (e) If a Centre Constitution shall be found to be at variance with this Constitution in any matter, this Constitution shall prevail in respect of that matter.
- (f) They are entitled to all benefits, advantages, privileges, protection and services of the Company.

### **13. CESSATION OF MEMBERSHIP**

#### **13.1. Failure to Renew**

Any Member which or who has not paid all money due and payable by that Member to the Company within two calendar months after notice of the default has been sent to that Member will (subject to the Board of Directors' discretion, which shall be exercised reasonably) have all rights under this Constitution (including the right to vote at General Meetings) immediately suspended from the expiry of the time prescribed for payment of that money. The Member's rights will be suspended until the money is fully paid or such other time as may be declared in the Board of Directors' discretion. In the meantime, the Member will have no automatic right to resign from the Company, and will be dealt with in the Board of Directors' discretion, which includes the right to censure, expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Board of Directors considers appropriate. The Board of Directors may reinstate the Member in accordance with Clause 13.5.

#### **13.2. Notice of Resignation**

A Member who or which has paid all (if any) money due and payable to the Company and has no other liability (contingent or otherwise) to the Company may at any time

by giving notice, of at least 30 days, in writing to the Executive Officer resign their or its membership.

Upon receipt of the notice from the Member, an entry recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the register of Members.

#### 13.3. Member to Re-Apply

A Member whose membership has ceased (including as a result of resignation under Clause 13.2) or has lapsed under Clause 13.1 may seek renewal or re-apply for membership in accordance with this Constitution.

#### 13.4. Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Company and its property including Intellectual Property. Any Company documents, records or other property in the possession, custody or control of that Member shall be returned to the Company immediately.

#### 13.5. Reinstatement of Membership

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Board of Directors, which discretion shall be exercised reasonably, on application and payment of all arrears being made in accordance with this Constitution and otherwise on such conditions as the Board of Directors sees fit.

#### 13.6. Cessation of Membership by a body corporate

A body corporate ceases to be a Member if the body corporate:

- (a) resigns as a Member in accordance with this Constitution;
- (b) is expelled as a Member in accordance with this Constitution;
- (c) is placed under external administration or makes an composition or arrangement with its creditors; or
- (d) is the subject of an order by a court of competent jurisdiction directing the body corporate to be wound up.

#### 13.7. Effect on Guarantee

A Member who has ceased to be entitled to the privileges of membership in accordance with Clause 13.1 will be expected to pay the guarantee under Clause 9 (but excluding amounts payable in accordance with Clause 8) after the giving of the notice of default or passing of the resolution, unless the Member is reinstated in accordance with Clause 13.5.

#### **14. DISCIPLINE OF MEMBERS**

- 14.1. Subject to Clauses 14.2, 14.3 and 14.4, if any Member wilfully refuses or neglects to comply with the provisions of this Constitution, is guilty of any conduct which in the opinion of the Board of Directors is unbecoming of a Member or prejudicial to the interests of the Company or breaches the Charitable Fundraising Act of New South Wales, the Board of Directors may by resolution withdraw (if applicable) the fundraising number issued by the Company to the Member, censure, fine, suspend, discipline, disqualify, expel or retain that Member as a Member or impose such other conditions or requirements as the Board of Directors considers appropriate. In the meantime the Member will have no automatic right to resign from the Company.
- 14.2. At least fourteen (14) days before the Board of Directors Meeting at which a resolution of the kind referred to in Clause 14.1 is to be considered, the Member concerned must be:
- (a) given written notice of the meeting;
  - (b) given written notice of what is alleged against the Member;
  - (c) given written notice of the intended resolution; and
  - (d) informed that the Member can attend that meeting and before the passing of that resolution be given an opportunity to give orally or in writing any explanation which the Member may think fit.
- 14.3. Should the Member not be satisfied with the resolution made by the Board pursuant to Clause 14.1, the affected Member may, by notice in writing lodged with the Executive Officer within 14 days of the notification to that Member of the decision, request for the decision to be reviewed. The Board will have the question dealt with by referring the matter to independent arbitration or by calling a General Meeting with the decision being based on, and taking into account, the penalty imposed in accordance with Clause 14.1.
- 14.4. If any such Member elects to have the matter dealt with by the Company in a General Meeting, a General Meeting of the Company must be called for the purpose and, if at the General Meeting such a resolution is passed by two thirds of those

present and voting (such vote to be taken by ballot) the Member concerned will be dealt with in a reasonable and appropriate manner as the circumstances warrant, and in the case of a resolution for the Member's expulsion, the Member will be expelled in accordance with the terms of the decision.

- 14.5. In exceptional circumstances the Board of Directors may appoint a temporary Administrator for an Accredited Centre or Provisional Centre or Steering Committee to provide services in the best interests of its Participants or to achieve a particular aim consistent with the Objects.
- 14.6. The Board of Directors will mentor an Accredited or Provisional Centre or Steering Committee if at any time the Board of Directors is of the opinion that the management of that Centre or Committee is not operating according to Company standards.
- 14.7. Upon the appointment of an Administrator, the Administrator will select a new committee from the Accredited or Provisional Centre or Steering Committee to run the Accredited Centre or Provisional Centre or Steering Committee and whilst it is under administration, the Member will not have voting rights for General Meetings.
- 14.8. Notwithstanding any other provision in this Constitution, a Centre to which a mentor has been appointed will be permitted to continue to receive notices of, and to attend, General Meetings, but will not be permitted to vote at such Meetings.

## **MEETING OF MEMBERS**

### **15. GENERAL MEETINGS**

#### **15.1. Powers of General Meetings**

- (a) The Members in a General Meeting must act in accordance with the Objects and for the mutual and collective benefit of the Members and Riding for people with disabilities throughout New South Wales. The Members in a General Meeting may in addition to its other powers and functions under the Act:
  - (i) Dismiss the Chairman in accordance with this Constitution and the Act;
  - (ii) Elect and dismiss Directors in accordance with this Constitution and the Act;
  - (iii) Consider and accept or reject the annual report;

- (iv) Consider and pass or reject any Special Resolutions including any Special Resolution to alter this Constitution; and
  - (v) Be the final arbiter on matters referred to it by the Board of Directors.
- 15.2. An Annual General Meeting of the Company must be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Board of Directors.
- 15.3. All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.
- 15.4. The Company may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- 15.5. Any three Directors may, whenever they think fit, convene a General Meeting. General Meetings may also be convened on such requisition or in default may be convened as provided by sections 249D or 249E of the Act.
- 16. NOTICE OF GENERAL MEETINGS**
- 16.1. Subject to the provisions of the Act regarding agreement for shorter notice periods, at least 21 days written notice, (exclusive of the day on which the notice is served or taken to be served and inclusive of the day for which notice is given) must be given of a General Meeting to such persons as are entitled to receive such notices from the Company.
- 16.2. A notice of a General Meeting must:
  - (a) Be given to Members in accordance with Clause 16.1 at the address shown in the Register of Members. Except in the case of notices for Annual General Meetings (the requirements for which are dealt with under this Constitution and the Act), no other person is entitled as of right to receive notices of General Meetings.
  - (b) Specify the place, the day, the hour of meeting and if the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting.
  - (c) State the general nature of the business to be transacted and any other matters as are required by the Act.



- (d) Set out an intention to propose any Special Resolution and state the resolution if a Special Resolution is to be proposed at the meeting; and
- (e) Contain a statement that a Member has the right to appoint a proxy who must be a Member.

#### 16.3. Postponement or cancellation of General Meeting

- (a) Subject to this Constitution and the Act, the Board may change the place (or places) of, postpone or cancel a General Meeting.
- (b) If a General Meeting is convened pursuant to a request by Members, the Board may not postpone or cancel the General Meeting without the consent of the requesting Members.

#### 16.4. Notice of change, postponement or cancellation of meeting

- (a) If the Board changes the place (or places) of a General Meeting, notice must be given to each Member and each person entitled to receive notice of the meeting of the new place (or places) of the meeting.
- (b) If the Board postpones a General Meeting, notice must be given to each Member and each other person entitled to receive notice of the new date, time and place (or places) of the meeting.
- (c) If the Board cancels a General Meeting, notice must be given to each Member and each other person entitled to receive notice of General Meetings.

#### 16.5. Omission to give notice relating to General Meeting

No resolution passed at or proceedings at any General Meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that General Meeting;
- (b) any change of place (or places) of that General Meeting;
- (c) postponement of that General Meeting, including the date, time and place (or places) for the resumption of the adjourned meeting; or
- (d) resumption of that adjourned General Meeting.

### 17. ENTITLEMENT TO ATTEND GENERAL MEETING

Notwithstanding any other clause in this Constitution, a Member has no entitlement to be represented at, or take part in a General Meeting, unless all money then due and payable to the Company by the Member has been paid.

## **18. BUSINESS**

### **18.1. Business of General Meeting**

- (a) Subject to the Act, only the following types of business may be considered at a General Meeting:
  - (i) Consideration of the annual financial, Directors' and auditor's reports (for the preceding Financial Year);
  - (ii) Election of the Elected Directors and Honorary Life Members and the removal of other Directors;
  - (iii) Appointment of the auditor and auditor's remuneration;
  - (iv) Amendment of the Company's name and/or Constitution (if any);
  - (v) Amendment to annual membership fees (if any) payable by Members;
  - (vi) Business proposed by the Directors (if any); and
  - (vii) Resolutions proposed by the Members (if any).
- (b) All business that is transacted at a General Meeting and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in Clause 18.1(a) shall be Special Business.

### **18.2. Business Transacted**

No business other than that stated on the notice required by Clause 16.2 shall be transacted at the General Meeting.

## **19. NOTICES OF MOTION**

All notices of motion for inclusion as Special Business at a General Meeting must be submitted in writing (in the required form) to the Executive Officer not less than 45 days (excluding receiving date and meeting date) prior to the General Meeting.

## **20. SPECIAL GENERAL MEETINGS**

### **20.1. Special General Meetings May Be Held**

The Board of Directors may, whenever it thinks fit, convene a Special General Meeting of the Company and where, but for this clause, more than 15 months would lapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

#### 20.2. Requisition of Special General Meetings

- (a) The Board of Directors must call and arrange to hold a Special General Meeting on the requisition in writing of Members with at least 5% of the votes that may be cast at the Special General Meeting.
- (b) If however, the Members want a General Meeting held they (the Members) with at least 5% of the votes that may be cast at a General Meeting may call, and arrange to hold, a General Meeting.
- (c) The requisition for a Special General Meeting must state the object(s) of the meeting, must be signed by the Members making the requisition and be sent to the Company. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (d) If the Board of Directors does not cause a Special General Meeting to be held within 3 months after the date on which the requisition is sent to the Company, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date. A Special General Meeting convened by the Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board of Directors.

### 21. PROCEEDINGS AT GENERAL MEETINGS

#### 21.1. Quorum

- (a) No business may be transacted at a General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) No resolution may be passed at any General Meeting unless a quorum of Members is present at the time when the resolution is put to the vote of the meeting.
- (c) Save as herein otherwise provided, 40% of Members eligible to vote must be present to constitute a quorum.
- (d) If a Member attending a General Meeting is also a proxy for a Member, he or she is to be counted only once in determining whether a quorum is present.

## 21.2. Chairman to Preside

- (a) The Chairman (provided that he or she is present within 15 minutes after the time appointed for the holding of the meeting) is entitled to preside as chair at every General Meeting of the Company.
- (b) If the Chairman is not present or unwilling or unable to preside then the Directors must choose one of their number present who must, subject to this Constitution, preside as chair for that meeting only.

## 21.3. Adjournment of General Meeting

If a quorum is not present within half an hour from the time appointed for the General Meeting:

- (a) The General Meeting must stand adjourned to the same day in the next week at the same time and place or to another day and at another time and place determined by the Directors.
- (b) Notwithstanding the provisions of Clause 21.3(a), a General Meeting convened by or on the requisition of Members, is dissolved.

## 21.4. Quorum at adjourned General Meetings

- (a) At the adjourned meeting if a quorum is not present within half an hour after the time appointed for the General Meeting, the General Meeting must be dissolved.
- (b) The Chairman may, with the consent of any General Meeting at which a quorum is present, and must if so directed by the Members present with a majority of votes at the General Meeting, adjourn the General Meeting to another time and to another place.
- (c) The only business that may be transacted at any adjourned General Meeting is the business left unfinished at the General Meeting from which the adjournment took place.
- (d) When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting.
- (e) Except when a General Meeting is adjourned for 30 days or more, it is not necessary to give a notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

#### 21.5. Recording of Determinations

Unless a poll is demanded under Clause 24, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect in the Minutes of the proceedings is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

#### 21.6. Resolutions at General Meetings

Except where a Special Resolution is required, all questions at General Meetings must be determined by the majority of votes in accordance with Clause 23.

#### 21.7. Power to expel Member from General Meeting

The Chairman, in his or her discretion, may expel any Member or Director from a General Meeting if the Chairman reasonably considers that the Member or Director's conduct is inappropriate behaviour. Without limiting the foregoing, any of the following conduct may be considered inappropriate in a General Meeting:

- (a) The use of offensive or abusive language which is directed to any person, object or thing; and
- (b) Attendance at the meeting while under the influence of any kind of drug including, but not limited to, any alcoholic substance.

#### 21.8. Accidental omission of notice not to affect validity

#### 21.9. The accidental omission to give notice of any General Meeting to, or the non-receipt of a notice by, a Member entitled to receive notice does not invalidate a resolution passed at the General Meeting Minutes.

- (a) The Board of Directors must keep Minutes of the resolutions and proceedings of each General Meeting, which minutes must be recorded in Minute Books (individually referred to as "Minute Book") provided for that purpose, together with a record of the names of persons present at all such meetings.
- (b) Within 1 month after each General Meeting, the Directors must record or cause to be recorded in the Minute Book:
  - (i) the proceedings and resolutions of each General Meeting;
  - (ii) any declarations at each General Meeting; and

- (iii) all resolutions passed by Members at a General Meeting.
- (c) The Chairman, or the Chairman of the next General Meeting, must sign the Minutes of the preceding General Meeting.
- (d) Each Minute Book must be kept at the registered office of the Company in accordance with the provisions of the Act.
- (e) Members may, on the giving of reasonable notice, inspect the Minute Books during Business Hours on any Business Day on which the Registered Office of the Company ordinarily operates and which is mutually agreeable to the Member and the Company. No amount may be charged for inspection.

## **22. REPRESENTATIVE AT MEETINGS**

### **22.1. Appointment of representative**

- (a) Any Member, including a Member which is a body corporate or an Accredited Centre or a Provisional Centre or a Steering Committee, such Member may appoint a natural person as its representative to exercise on its behalf any or all of the powers it may exercise:
  - (i) at meetings of the Members;
  - (ii) at meetings of creditors or debenture holders; or
  - (iii) relating to all resolutions to be passed without meetings.
- (b) Unless stated on the notice of appointment, any person appointed as a representative under this Clause has the same powers as the Member who appoints that representative has.
- (c) The appointment of a representative under this Clause may be for any period as stated in the document appointing that representative or the appointment may be at the discretion of the Board.

### **22.2. Authority to act as a representative**

- (a) An appointment of a representative must be in writing and be signed by the Member appointing the representative and state the:
  - (i) Member's name and address;
  - (ii) Company's name;

- (iii) representative's name or the name of the office held by the representative; and
  - (iv) General Meeting at which the representative may act, or if the appointment is a standing one, a clear statement to that effect.
- (b) The instrument appointing the representative may restrict the exercise of any power by that representative.

#### 22.3. Instrument to be received by Company

- (a) Any instrument issued under this Clause purporting to appoint, withdraw an appointment, or vary the terms of an appointment of a representative is not valid unless it is received by the Company at least two Business Days before the General Meeting or, in the case of an adjourned meeting, at least two Business Days before the resumption of an adjourned General Meeting.
- (b) An instrument appointing a representative of a Member, or withdrawing or varying the terms of an appointment, must be received by the Company at any of the following:
  - (i) the registered office;
  - (ii) a fax number at the registered office; or
  - (iii) a place, fax number or electronic address specified for that purpose in the notice of the General Meeting.

#### 22.4. Revocation or variation of appointment of representative

The appointment of a representative of a Member may be revoked or varied by the Member who appointed that representative by notice to the Company from the Member stating that the appointment of the representative is revoked or varied by appointing a new corporate representative.

#### 22.5. Validity of votes of representative

A vote cast by a representative of a Member will be valid unless before the start of the General Meeting (or, in the case on an adjourned General Meeting, before the resumption of the adjourned General Meeting) at which a corporate or individual representative votes the:

- (a) Member who appointed the corporate or individual representative ceases to be a Member; or

- (b) Company has received notice, in accordance with this Clause, of the:
  - (i) revocation or variation of the instrument appointing the representative;  
or
  - (ii) appointment of a new representative.

#### 22.6. No liability

The Company is not responsible for ensuring that the terms of appointment of a corporate or individual representative are complied with, and accordingly is not liable if those terms are not complied with.

### 23. VOTING AT GENERAL MEETINGS

#### 23.1. Entitlement to vote

Subject to the Constitution, a Voting Member may vote in person or by proxy. On a show of hands or poll, every person present who is a Voting Member has one vote.

#### 23.2. Voting Procedure

At any General Meeting a resolution put to the vote of the meeting is to be decided on a show of hands unless a poll is demanded as provided under Clause 24.

#### 23.3. Casting vote

In the case of an equality of votes on any ordinary resolution, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or poll is demanded has a casting or second vote .

#### 23.4. Chairman's powers

Subject to the terms of this Constitution in relation to the adjournment of meetings, the ruling of the Chairman on all matters relating to the order of business, procedure and conduct of the General Meeting is final and no motion of dissent from a ruling of the Chairman may be accepted.

#### 23.5. Disallowance of Vote

A challenge to a right to vote at a General Meeting:

- (a) May only be made at the General Meeting; and



- (b) Must be determined by the Chairman whose decision is final.

A vote not disallowed following a challenge under this Clause is valid for all purposes.

## **24. POLL**

### **24.1. Chairman may determine to take a poll**

The Chairman of a General Meeting may determine that a poll be taken on any resolution.

### **24.2. Right to demand poll**

A poll may be demanded on any resolution at a General Meeting by:

- (a) At least Five Members entitled to vote on the resolution;
- (b) Members with at least 5% of the votes that may be cast on the resolution on a poll; or
- (c) The Chair.

### **24.3. Procedure for demanding poll**

- (a) A poll may be demanded:
  - (i) before a vote on a show of hands is taken;
  - (ii) before the result of a vote on a show of hands is declared; or
  - (iii) immediately after the result of a vote on a show of hands is declared.
- (b) If a poll is demanded on the question of an adjournment, it must be taken immediately. If a poll is demanded on any other matter, it may be taken in the manner and at the time and place (or places) as the Chairman directs.
- (c) A demand for a poll may be withdrawn at any time by the person or persons who demanded it provided that the demand for a poll is made prior to the holding of that poll. A demand for a poll which is withdrawn does not invalidate the result of a show of hands declared before the demand for the poll was made.

- (d) Other than where a poll is demanded on the election of a Chairman or on the question of an adjournment, a demand for a poll does not prevent the General Meeting continuing for the transaction of any business.

## **25. PROXY**

25.1. At General Meetings each Member entitled to vote may vote in person or by proxy.

25.2. Proxy vote to be identified

Before a vote is taken the Chairman must inform the Members present whether any proxy votes have been received and, if so, how the proxy votes are to be cast.

25.3. Appointment of proxies

- (a) A Member may appoint a person as their proxy to attend and vote instead of the Member.
- (b) A proxy need not be a Member.
- (c) A document appointing a proxy must be in writing in any form permitted by the Act and signed by the Member making the appointment.

25.4. Proxy instruments

- (a) An appointment of a proxy must be in writing and be signed by the Member appointing the proxy or by the duly authorised attorney of the Member and state the:
  - (i) Member's name and address;
  - (ii) Company's name;
  - (iii) proxy's name or the name of the office held by the proxy; and
  - (iv) General Meeting at which the proxy may be used, or if the appointment is a standing one, a clear statement to that effect.
- (b) Where a proxy is signed pursuant to a power of attorney, a copy of the power of attorney (certified as a true copy of the original) must be attached to the proxy instrument sent to the Company.
- (c) An instrument appointing a proxy may direct the way in which a proxy is to vote on a particular resolution. If an instrument contains a direction, the proxy

is not entitled to vote on the proposed resolution except as directed in the instrument.

25.5. Proxy to be received by Company

- (a) The instrument appointing a proxy is not effective unless it is received, together with any additional documentation, including a copy of the power of attorney (certified as a true copy of the original), by the Company at least 48 hours before either the General Meeting or, as the case may be, the resumption of an adjourned General Meeting, at any of the following:
  - (i) the registered office;
  - (ii) a facsimile number at the registered office; or
  - (iii) a place, facsimile number or electronic address specified for that purpose in the notice of the General Meeting.

25.6. Power to demand poll

A proxy may demand, or join in demanding, a poll.

25.7. Revocation of proxy

The appointment of a proxy may be revoked by the Member who appointed the proxy by notice to the Company from the Member or, as the case may be, the duly authorised attorney of the Member, stating that the appointment of a proxy is revoked or by appointing a new proxy

25.8. Validity of votes of proxy

A vote cast by a proxy will be valid unless before the start of a General Meeting (or, in the case of an adjourned General Meeting, before the resumption of the adjourned General Meeting) at which a proxy votes the:

- (a) Member who appointed the proxy ceases to be a Member; or
- (b) Company receives notice of the:
  - (i) revocation of the instrument appointing the proxy;
  - (ii) appointment of a new proxy; or

- (iii) revocation of any power of attorney under which the proxy was appointed.

#### 25.9. No liability

The Company is not responsible for ensuring that any directions provided in the instrument appointing the proxy or the way in which a proxy is to vote on a particular resolution are complied with, and accordingly is not liable if those directions are not complied with.

## **THE BOARD OF DIRECTORS**

### **26. POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

#### 26.1. Powers and Duties of the Board of Directors

Subject to the Act and this Constitution the business of the Company will be managed, and the powers of the Company will be exercised, by the Board of Directors. In particular, the Board of Directors as the controlling authority of the Company will be responsible for acting on all issues in accordance with the Objects and will operate for the collective benefit of the Company and Riding for people with disabilities and must:

- (a) Govern Riding for people with disabilities in accordance with the Objects;
- (b) Enact and give effect to the Company's strategic direction of the time;
- (c) By itself or on the advice of a committee appointed by the Board of Directors for this purpose, formulate, approve, issue, adopt, interpret and amend such Policies and Procedures for the proper advancement, management and administration of the Company, the advancement of the Objects and Riding for people with disabilities as the Board thinks is necessary or desirable;
- (d) Review the Company's performance in achieving its pre-determined aims, objectives and Policies and Procedures; and
- (e) Manage the Company's national responsibilities (if any).

### **27. COMPOSITION OF THE BOARD OF DIRECTORS**

#### 27.1. Number and allocation of portfolios of Directors

Unless otherwise determined by the Company in a General Meeting the Board of Directors will consist of not less than 3 and not more than 10 Directors as follows:

- (a) Up to 8 Elected Directors at least one of whom shall be designated the Riders' Representative; and
- (b) Up to 2 Appointed Directors.

The Board of Directors may determine that the interests of the Company are best served by the allocation of portfolios to Directors. The Board of Directors may vary the titles and portfolios of each of the Directors in accordance with the needs of the Company from time to time.

#### 27.2. Qualifications of Directors

- (a) Nominees for Elected Director positions on the Board of Directors must meet the qualifications as prescribed from time to time by the Board of Directors and may be set out in the Policies and Procedures. At a minimum, any Accredited Centre may nominate any Centre Member of an Accredited Centre where that Centre Member is at least 18 years of age, to serve as a Director.
- (b) The Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board of Directors' composition, but need not have experience in or exposure to Riding for people with disabilities. They do not need to be Centre Members.
- (c) Nominees for any Director positions on the Board of Directors must declare any position they hold in an Accredited Centre, including as an Office Bearer, committee member or a paid employee of the Company or of a Member. If the nominee is elected or appointed to the Board of Directors and holds a paid position with the Company or with any Member or in an Accredited Centre, they must resign their paid employment immediately.
- (d) The Board of Directors will have regard to the desire to achieve diversity and equity amongst the membership of the Board of Directors.

#### 28. ELECTION OF ELECTED DIRECTORS

- (a) Not more than ninety (90) days or less than sixty (60) days before the Annual General Meeting, the Secretary shall by notice in writing to Members call for nominations for successors to those Elected Directors who are due to retire at the next Annual General Meeting.

- (b) Each nomination must be:
  - (i) Signed by the nominee as evidence of his or her willingness to stand and his or her proposer and seconder;
  - (ii) On the prescribed form (if any) provided for that purpose; and
  - (iii) Shall be lodged with the Secretary at the registered office of the Company at such time being at least forty-five (45) days before the next following Annual General Meeting.
- (c) If, on the closing of nominations, the Secretary has only received nominations equal to the number of vacancies to be filled then the Secretary shall declare those persons automatically elected at the Annual General Meeting.
- (d) If on the closing of nominations, the Secretary has received insufficient nominations to fill all Elected Director vacancies, the vacancies can be filled in accordance with Clause 32.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken.
- (f) Using any technology that gives Members as a whole a reasonable opportunity to participate, at least thirty (30) days before the next following Annual General Meeting the Secretary must conduct a ballot of all Voting Members from amongst the nominations received in accordance with Clause 28 (a) and (b) to elect Directors to such positions which are, or will, become vacant as a result of the operations of this Constitution including appointing successors to those Elected Directors who are due to retire at the next Annual General Meeting.
- (g) To be counted in the ballot, ballot papers must be received by the Secretary not later than 5.00 pm ten (10) days before the next following Annual General Meeting.
- (h) The ballot shall take place in the following manner:
  - (i) The Electoral Officers shall be the Secretary, the Chairman and one other Director;
  - (ii) The Chairman will appoint a Scrutineer;
  - (iii) The Electoral Officers shall produce a sheet on which the names of each candidate is recorded (Candidate Sheet);

- (iv) The ballot envelopes received by the Secretary and held in the ballot box shall be opened;
- (v) The successful candidates shall be the ones with the highest number of first votes from the counting of the ballot papers.
- (vi) In the event that there are equal votes cast for two or more nominees for any position, the ballot is to be repeated using only the names of those nominees referred to in this Clause 28(h).
- (i) The election of the incoming Elected Directors takes effect as from the conclusion of the Annual General Meeting during which the election took place.
- (j) Any person appointed to the Board of Directors under Clause 29 is taken for the purposes of Clause 29 to have been elected on the date of his or her appointment.

## **29. APPOINTMENT OF APPOINTED DIRECTORS**

- (a) Appointed Directors may be appointed by the Board of Directors in accordance with its requirements from time to time, however always in accordance with this Constitution.
- (b) A Director appointed under this Clause 29 cannot be a person who, within the previous twelve (12) months, was an unsuccessful nominee for the position of an Elected Director unless the appointment is to be made in accordance with the provisions of Clause 27.2(b).
- (c) In appointing Directors under this Constitution, the Board of Directors shall have regard to the desire to achieve diversity and equity amongst the membership of the Board of Directors.

## **30. TERMS OF OFFICE**

- 30.1. Each Elected Director shall hold office until the conclusion of the second Annual General Meeting after their respective elections but are then eligible for re-election, provided that after three consecutive terms in office, an Elected Director is not eligible for election as an Elected or for appointment as an Appointed Director or to fill a casual vacancy as an Elected Director until the next Annual General Meeting after the conclusion of his or her said three terms of office.
- 30.2. Appointed Directors shall hold office for such term as is determined by the Elected Directors appointing them but in any event for a maximum duration of a continuous

two (2) years. Provided that, should an Appointed Director subsequently become an Elected Director, the period for which that Elected Director was an Appointed Director shall be counted as having been a period spent as an Elected Director for the purposes of determining the period for which that person will hold office as an Elected Director.

30.3. A minimum of one (1) and a maximum of four (4) Elected Directors are to be elected each year.

30.4. Should any adjustment to the term of Elected Directors under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board of Directors. If the Board of Directors cannot determine as between Elected Directors who have been in office for the same period, those to retire are to be selected by lot. Elections to subsequent Board of Directors shall then proceed in accordance with the procedures in this Constitution with a maximum of half the Board of Directors retiring each year for the purposes of this Clause.

30.5. Chairman – Term of Office

Subject to Clause 30.1 and Clause 30.7, immediately after each Annual General Meeting the Board of Directors must elect from its Elected Directors a Director to become the Chairman. The Chairman holds office until the conclusion of the first Annual General Meeting after the date of his or her election as Chairman but subject to Clause 30.1 will be eligible for re-election as the Chairman.

30.6. Executive Officer – Term of Office

Subject to Clause 30.1, immediately after each Annual General Meeting, the Board of Directors must elect from its Elected Directors a Director to become the Executive Officer, who will hold office until the conclusion of the first Annual General Meeting after the date of their respective election but subject to Clause 30.1 will be eligible for re-election as the Executive Officer.

30.7. Chairman not to be Elected, Re-Elected or Appointed

After the conclusion of his or her term of office, the Chairman is not eligible to be elected as Executive Officer, be re-elected as Chairman or be appointed as acting Chairman or acting Executive Officer until the conclusion of the first Annual General Meeting after the date when his or her term of office came to an end but subject to Clause 30.1 will be eligible to continue or be re-elected as an Elected Director.



- 30.8. Any period served as a Director prior to the commencement of this Constitution is not to be taken into account for the purposes of this Clause.

### **31. VACATION OF OFFICE OF DIRECTOR**

#### **31.1. Grounds for termination of a Director**

The office of a Director becomes immediately vacant if the Director:

- (a) Becomes an insolvent under administration or makes any arrangement or composition with his or her creditors generally for the purposes of the bankruptcy laws; or
- (b) Becomes prohibited from being a director of a company by reason of any order made under the Act; or
- (c) Ceases to be a Director by the operation of section 203D of the Act; or
- (d) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (e) Resigns his or her office by notice in writing to the Company at its registered office; or
- (f) Is absent without permission of the Board of Directors for more than six months from Board of Directors Meetings held during that period; or
- (g) Holds any office of profit under the Company or accepts payment or other benefits from the Company other than in accordance with this Constitution as provided by Clause 6.4; or
- (h) Is suspended from the Company's membership by virtue of Clause 13; or
- (i) Ceases to be a registered member of an Accredited Centre; or
- (j) Is directly or indirectly interested in any contract or proposed contract with the Company other than as provided by this Constitution and fails to declare the nature of the interest in the manner required by this Constitution; or
- (k) Is removed from office by Special Resolution under Clause 15.1; or
- (l) Dies.

#### **31.2. Removal from office**

- (a) The Voting Members in a General Meeting may remove any Director, before the expiration of their term of office, in accordance with the provisions of the Act and Clause 15.1. If a Director is removed the office of the Director becomes vacant and shall be filled in accordance with Clause 32.
- (b) Where the Director to whom Clause 31.1 applies makes representations in writing to the Executive Officer and requests that such representations be notified to the Members, the Executive Officer may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the General Meeting, and the representations shall be so read.

## **32. CASUAL VACANCIES**

- 32.1. If a casual vacancy occurs in the office of Chairman, the Board of Directors must appoint one of its Elected Directors to be acting Chairman for the balance of the term of office which the Chairman would otherwise have served.
- 32.2. If a casual vacancy occurs in the office of Executive Officer, the Board of Directors must appoint one of its Elected Directors to be acting Executive Officer for the balance of the term of office which they would otherwise have served.
- 32.3. If a casual vacancy occurs amongst the Elected Directors, the Board of Directors may appoint either a Centre Member or, a person holding a specific skill as referred to in Clause 27.2(b) to be an acting Director for the balance of the term of office which the Director would otherwise have served.
- 32.4. If the number of directors is reduced to fewer than 3 or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to 3 (or higher if required for a quorum) or calling a general meeting and for ensuring that the essential business of the Company is able to be conducted, but for no other purpose.

## **33. MEETINGS AND PROCEEDINGS OF DIRECTORS**

- 33.1. Board of Directors to Meet
  - (a) The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit provided that the Board of Directors meet not less than four (4) times per year. A Director may requisition the holding of a Board of Directors Meeting at any time. The Executive Officer shall, on the requisition of a Director, convene a Board of Directors Meeting within a reasonable time.

- (b) The Directors may participate in a Board of Directors Meeting by means of any technology allowing all persons participating in the meeting to hear each other and be able to take part in discussions as if the meeting were held in person. Any Director participating in such a meeting is for the purposes of this Constitution taken to be personally present at the meeting.
- (c) The consent of a Director to the use of technology may be a standing one.
- (d) Any consent of a Director to the use of technology may be withdrawn only within a reasonable period prior to a meeting at which the technology is to be used.

### 33.2. Notice of Board of Directors meetings

- (a) Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be evidenced by their presence or by written agreement for such shorter notice) notice of each meeting of the Directors must be given to each Director in writing by the Company Secretary at least seven (7) business days before the meeting. The agenda and any supporting documentation shall be forwarded to each Director not less than five (5) Business Days prior to such meeting.

### 33.3. Powers of Directors

- (a) The Board of Directors may, for the purposes of carrying out the Objects of the Company, exercise all the powers of the Company to:
  - (i) Conduct appeals for funds and to accept donations, bequests under testamentary disposition and to generally raise funds by public subscription and any other means as may be approved by the Directors and in accordance with relevant legislation;
  - (ii) Purchase, sell, mortgage, lease, exchange, construct, improve, maintain, hire or otherwise acquire or dispose of real or personal property or any rights or privileges for the purpose of the Company;
  - (iii) Invest or otherwise to deal with the funds of the Company not immediately required for the purposes of the Company in such manner authorised by law, and as may, from time to time, be determined by the Directors in accordance with this Constitution, the Act and with relevant legislation;
  - (iv) Hold and administer property on trust;

- (v) Charge any property or business of the Company and to issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person;
- (vi) Determine who is entitled on behalf of the Company to sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, receipts, acceptances, endorsements, releases, contracts and documents;
- (vii) Pay the costs, charges and expenses incidental to the promotion, management and regulation of the Company; and
- (viii) Make, amend and repeal Policies and Procedures, not being inconsistent with the Act or this Constitution, in relation to the affairs of the Company. Any Policies and Procedures for the time being in force are binding on the Members and Centre Members as if they were included in this Constitution.

#### 33.4. Decisions of the Board of Directors

- (a) A resolution of the Board must be passed by a majority of the votes cast by the Directors entitled to vote on the resolution.
- (b) Each Director present in person or by alternate is entitled to vote and has one vote.
- (c) If on any resolution an equal number of votes is cast for and against the resolution, the Chair of the meeting has a casting vote.

#### 33.5. Chairman of Board of Directors Meetings

The procedure for the Chair of Board of Directors Meetings will be the same as that applicable to Chairman to Preside under Clause 21.2.

#### 33.6. Resolutions of the Board of Directors

- (a) If all of the Directors have signed a document containing a statement that they are in favour of a resolution of the Board of Directors in terms set out in the document, a resolution in those terms is taken to have been passed at a Board of Directors Meeting held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director.

- (b) For the purpose of subclause (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors are together taken to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (c) A reference in subclause (a) to all of the Directors does not include a reference to a Director who, at a Board of Directors Meeting, would not be entitled to vote on the resolution.
- (d) A resolution in writing, signed or assented to by radiogram, facsimile, telex, electronic mail or other form of visible or other electronic communication by all the Directors that is passed in accordance with Clause 33.6(a) shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (e) In the event that a failure in electronic communications prevents a Director who wishes to participate in the meeting from so participating by that or alternate electronic means, then the meeting shall be suspended until all Directors can participate. If all Directors cannot participate within fifteen (15) minutes from the latter of the start of the meeting or the interruption of the meeting, that meeting shall be deemed to have terminated.
- (f) Any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there and present and if no Director is there and present at that place, the meeting shall be deemed to be held at the place where the Chairman is located.

### 33.7. Quorum

The number of Directors whose presence is necessary to constitute a quorum is a minimum of sixty per cent (60%) of the number of Directors.

### 33.8. Validity of Decisions

All acts done or decisions made by a meeting of the Board of Directors or by a meeting of a committee established by the Board of Directors or by any Director are valid as if every such person had been duly appointed and was qualified to be a committee member or Director even if it is later discovered that there is a defect in

the appointment of any such Board of Directors, Director or committee or that they or any of them were disqualified or were not entitled to vote.

#### 33.9. Omission to give notice

No resolution passed at, or proceedings at, any Board of Directors meeting will be invalid because of any unintentional omission or error in giving or not giving notice of:

- (a) that Board of Directors meeting;
- (b) any change of place (or places) of that Board of Directors meeting;
- (c) postponement of that Board of Directors meeting; or
- (d) resumption of that adjourned Board of Directors meeting.

#### 33.10. Minutes

The Board of Directors must cause Minutes, within two weeks of a Board of Directors Meeting, to be made of:

- (a) Appointment of Officers;
- (b) The names of the Directors present at all meetings of the Board of Directors;
- (c) Resolutions passed by Members without a Board of Directors Meeting;
- (d) Resolutions passed by the Board of Directors in accordance with Clause 33.6 without a Board of Directors Meeting; and
- (e) All proceedings at all meetings including General and Board of Directors Meetings (and meetings of a committee of the Board of Directors).

Such Minutes must be signed within a reasonable time after the meeting by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting. The Board of Directors must ensure that Minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution was passed.

## **34. CONFLICTS OF INTEREST**

### **34.1. Director's Interests**

A Director is disqualified from holding any place of profit or position of employment in the Company or in any company or incorporated association in which the Company is a shareholder or in respect of which it is otherwise interested or from contracting with the Company either as vendor, purchaser or otherwise except with express resolution of approval of the Board of Directors. For the avoidance of doubt, a reference to a company in which the Company has a share or other interest does not include a reference to a publicly listed company.

### **34.2. Conflict of Interest**

A Director shall declare his or her interest, whether such interest is direct or indirect, in any:

- (a) Contractual matter,
- (b) Other financial matter,
- (c) Disciplinary financial matter, or
- (d) Other matter

in which a conflict of interest arises or may arise, or may reasonably be seen as capable of arising or applying and shall, unless otherwise determined by the Board of Directors, absent him or herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent him or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board of Directors, or if this is not possible, the matter in respect of which there may be a potential conflict of interest shall be adjourned or deferred until such time as those Directors who are not conflicted or potentially conflicted in the matter deem appropriate.

### **34.3. Disclosure of Interests**

The nature of any interest as referred to in this Clause 34 of any Director must be declared by the Director as soon as practical after the interest is found to be, or has the potential to be or give rise to, an actual or perceived conflict of interest and in any event no later than at the Board of Directors Meeting at which the contract or other

matter is first taken into consideration if the interest then exists and before any discussion relating to that matter takes place, or in any other case at the first Board of Directors Meeting after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into, the declaration of the interest must be made at the first Board of Directors Meeting held after the Director becomes so interested.

#### 34.4. General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Clause 34.3. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company. Notwithstanding any general notice given by a Director under this Clause 34.4, on every occasion in which a matter in respect of which the Director has an actual or potential conflict of interest is to be dealt with or discussed by the Directors, such actual or potential conflict of interest must be declared in the manner referred to in this Clause 34.

#### 34.5. Recording Disclosure

It is the duty of the Company Secretary to record in the Minutes any declaration made or any general notice given by a Director in accordance with Clauses 34.2, 34.3 and 34.4.

### 35. MANAGEMENT

#### 35.1. Company Secretary

- (a) The Company must have at least one Secretary. The Board has the power to appoint a natural person to act as Secretary on the terms and for such period as the Board may determine.
- (b) Any Secretary appointed may be removed at any time by the Board.
- (c) The Board in appointing a Company Secretary may preference a candidate who is an Australian legal practitioner or a member of a nationally recognised accounting body or organisation.

#### 35.2. Board Power to Manage

- (a) The Company shall be managed by the Executive Officer who may exercise all powers of the Company which are not, under the Act or this Constitution,



required to be exercised by the Board of Directors or by the Company in a General Meeting.

- (b) The Executive Officer shall administer the Company in accordance with this Constitution, the Policies and Procedures and all other policy directions of the Board of Directors.

### 35.3. Executive Officer May Employ

The Executive Officer, in consultation with, and with the approval of, the Board of Directors, may employ and/or contract such office personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such terms and conditions as the Executive Officer and the Board of Directors determine.

## **DELEGATED BODIES**

### **36. COMMITTEES & DELEGATES**

#### 36.1. Board of Directors may Delegate Functions to Committees

- (a) The Board of Directors may delegate any of its powers and/or functions to one or more committees or advisory committees (such advisory committees to act in an advisory capacity only) consisting of such person or persons as the Board of Directors thinks fit. Any committee so formed must conform to any regulations that may be given by the Board of Directors.
- (b) The Board of Directors may appoint any person onto any committee established by the Board of Directors.
- (c) All members of committees constituted by the Board of Directors have one vote at meetings of a committee.

#### 36.2. Functions that cannot be delegated

The Board of Directors may delegate such functions as it thinks fit by way of written document, other than:

- (a) This power of delegation;
- (b) A function imposed on the Board of Directors by the Act or any other law, or this Constitution

- (c) Receipt and consideration of reports of the Finance Committee and the auditor;
- (d) Establishment and membership of committees of the Board of Directors;
- (e) Appointment of staff and selection panels for appointment of the staff and Regional Representatives
- (f) Final approval of grants; and
- (g) Acquisition, sale, mortgaging or otherwise disposing or dealing with real property.

### 36.3. Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under Clause 36, may whilst the delegation remains unrevoked, be exercised from time to time be exercised by the holder or holders of that delegation with such exercise being only in accordance with the terms of this delegation.

### 36.4. Procedure of Committees

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to Board of Directors Meetings under Clause 33 and Clause 34. The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.
- (b) Every committee or advisory committee may meet and adjourn as it thinks proper.
- (c) Questions arising at any meeting are to be determined by a majority of votes of the members present, and in the case of an equality of votes the chair has a second or casting vote.
- (d) A Director shall be an ex-officio member of any committee so appointed.
- (e) Within seven (7) days of any meeting of any committee, the committee shall send a copy of the Minutes and any supporting documents to the Company Secretary and Board of Directors.

#### 36.5. Delegation may be Conditional

A delegation under Clause 36 may be made subject to any conditions or limitations as to the exercise of any function or to the time or circumstances as may be specified in the delegation.

#### 36.6. Revocation of Delegation

The Board of Directors may, by instrument in writing, revoke wholly or in part any delegation made under Clause 36, and may amend, repeal or veto any decision made by such committee under Clause 36 where such decision is contrary to this Constitution, the Policies and Procedures, the Act, the Objects or the committee's delegation.

#### 36.7. Power of committee

The exercise of a power by a committee in accordance with this document is to be treated as the exercise of that power by the Directors unless such powers are revoked or decisions made under such powers by a committee are amended, repealed or vetoed by the Board of Directors.

### **37. POLICIES AND PROCEDURES**

#### 37.1. Board of Directors may Formulate Policies and Procedures

The Board of Directors may from time to time formulate, interpret, adopt, make, alter or amend Policies and Procedures for the proper advancement, management and administration of the Company, the advancement of the Objects and Riding for people with disabilities as it thinks necessary or desirable. The Policies and Procedures must be in conformity with this Constitution and (as far as practicable) all policy directives of the Company. The Policies and Procedures are binding on all Members and Centre Members and volunteers of a Centre.

#### 37.2. Policies and Procedures to Continue

All Policies and Procedures of the Company in force at the date of the approval of this Constitution (including any Policies and Procedures as exist as at the date of the approval of this Constitution) insofar as such Policies and Procedures are not inconsistent with, or have been replaced by this Constitution, shall continue in force under this Constitution.

### 37.3. Notices Binding

The Executive Officer must bring to the notice of the Board of Directors, Members and Centre Members all Policies and Procedures and any formulation, interpretation, amendment, alteration and repeal of them.

## MISCELLANEOUS

### 38. COMMON SEAL

- (a) The Directors must provide for the safe custody of the Common Seal.
- (b) The Common Seal and its use must comply with the Act.

### 39. EXECUTION UNDER THE SEAL

The Board of Directors may execute a document by affixing the Seal to the document where the fixing of the Seal is witnessed by:

- (a) Two Elected Directors; or
- (b) An Elected Director and the Company Secretary.

### 40. EXECUTION WITHOUT THE SEAL

The Board of Directors may execute a document without the use of the Seal if the document is signed by:

- (a) Two Elected Directors; or
- (b) An Elected Director and the Company Secretary.

### 41. DIRECTOR'S INTERESTS

A Director may not sign or approve any document where the Director is interested in the contract or arrangement to which the document relates.

### 42. NEGOTIABLE INSTRUMENT AND OTHER FINANCIAL TRANSACTIONS

- a) Any two (2) Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument. This provision is subject to the Board of Directors

determining that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

- b) Except as may otherwise be authorised by the Board of Directors in respect of any specific bank account or transaction, all withdrawals, transfers or payments from the Company's bank accounts, whether such transactions are made by electronic means or at a bank, must be authorised by two (2) Directors. For the avoidance of doubt, the term "bank" includes a reference to any financial institution with which the Company transacts financial matters.

#### **43. REGISTERS**

Subject to the Act or any other applicable law, the Board of Directors will cause the following to be kept:

- (a) A register of Members; and
- (b) Any other register as may be required by any law applicable in the State of New South Wales.

Having regard to privacy and confidentiality considerations, an extract of the register of Members, excluding the address of a Member or Director shall be available for inspection and copying by Members, upon reasonable request.

#### **44. FINANCIAL REPORT**

- a) Financial records must be kept by the Company in accordance with the Act.
- b) The Board of Directors must publish, before the Annual General Meeting, copies of the:
  - (i) Annual financial report for the Financial Year ended 31 December immediately preceding the Annual General Meeting;
  - (ii) Report of the Board of Directors for the year; and
  - (iii) Report of the auditor or auditors on the financial report as required by the Act.

#### **45. ACCESS TO RECORDS**

Subject to the Act or any other applicable law, the Board of Directors shall determine whether and to what extent and at what times and places and under what conditions,

the accounting records and other documents of the Company or any of them are to be made available for inspection by Members. A Member other than a Director does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in General Meeting. Any limitation of access to the records of the Company as may be referred to in this Clause does not apply to any Director of the Company.

#### **46. AUDITOR**

46.1. Subject to the Act, a registered company auditor or auditors must be appointed. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

46.2. The accounts of the Company including the profit and loss accounts and balance sheet shall be examined by the auditor at least once every year.

##### **46.3. Removal of Auditor**

- (a) The Company may remove an Auditor by resolution at a General Meeting.
- (b) At least 2 months' notice must be given to the Company of the intention to move a resolution to remove an auditor at a General Meeting.
- (c) If notice of an intention to move a resolution to remove the Auditor at a General Meeting is received by the Company, the Auditor must be given a copy of the notice as soon as practicable.
- (d) The notice of an intention must also inform the Auditor that the Auditor may:
  - (i) submit written representations to the Company within seven days after receiving the notice and that the Auditor may request the Company to send a copy of the written representations to the Members before the resolution is put to a vote; and
  - (ii) speak at the General Meeting or request that the written representations be read at the General Meeting at which the resolution is voted upon.

#### 46.4. Auditor's attendance at General Meetings

The Auditor must be notified of, and may attend, any General Meeting. At any General Meeting that the Auditor attends, the Auditor is entitled to be heard on any part of the business of the General Meeting which concerns the Auditor.

### 47. GIVING OF NOTICES

#### 47.1. Form of signature on notice

- a) The signature of a person on a notice given by the Company may be written, printed, stamped or applied by any other means including electronic.
- b) A notice containing the signature of a person is, unless the circumstances or facts demonstrate otherwise, is deemed to have been authorised by that person.

#### 47.2. In addition to any other way allowed by the Act, a notice may be given by the Company to any Director, Member or Centre Member (here referred to as "the addressee") by:

- (a) serving it on the addressee personally;
- (b) leaving it at the address recorded in the Register of Members.
- (c) sending it by prepaid post to last the address recorded in the Register of Members; or
- (d) sending it to the facsimile number or e-mail address (if any) or via other electronic means as may have been nominated by the addressee.

#### 47.3. A notice is to be taken as given, served and received if properly addressed, and sent by pre-paid post to the proper address of the addressee, on the third Business Day after the date of its posting, and in other case, at the time at which the letter would be delivered in the ordinary course of post or on the tenth Business Day if outside Australia.

#### 47.4. A notice sent by facsimile (provided a status report is received by the sender which shows that the notice has been transmitted) or email or other electronic means to the facsimile number or email address or other electronic address of the addressee, at the time transmission is completed as long as such notice is transmitted to the intended recipient during Business Hours but if not transmitted during Business Hours, then at 9.00am the next Business Day.

## **48. ENTITLEMENT TO NOTICES**

48.1. Notice of every General Meeting must be given in the manner authorised by Clause 47 to:

- (a) Every Member entitled to receive notice of General Meetings except those Members for whom the Company has no registered address or other address for the giving of notices to the Member;
- (b) Every Director; and
- (c) The auditor or auditors for the time being of the Company, if any.

48.2. No other person is entitled to receive notices of General Meetings.

## **49. INDEMNITY AND INSURANCE**

49.1. Indemnity

Except to the extent that it is prohibited from doing so by law, the Company:

- (a) Indemnifies every person who is or has been a Director or Officer or employee of the Company or of any related body corporate of the Company against a liability:
  - (i) arising out of the conduct of the business of the Company or incurred in that capacity and,
  - (ii) without limitation, for legal costs and expenses incurred in connection with proceedings relating to, or in defending an action for a liability incurred in, that capacity

unless the liability arises out of conduct on the part of the Director or Officer, or employee of the Company, or of any related body corporate of the Company which involves a lack of good faith, or a liability for a pecuniary penalty or compensation order under s1317G or s1317H of the Act.

49.2. Insurance premiums

The Company may pay or agree to pay the premium in respect of a contract of insurance for any such person indemnified in Clause 49 against any such liability.

## **50. GRIEVANCE PROCEDURE**



- (a) The grievance procedure applies to disputes under this Constitution between a Member or Centre Member and:
  - (i) another Member or Centre Member; or
  - (ii) the Company.
- (b) If there is a dispute that is not resolved through good faith negotiations in accordance with this clause within fourteen (14) days after notice of the dispute is given by one party to the other, then the parties, within ten (10) Business Days (or such further time as may be mutually agreed to by a party and the Board of Directors, refer the dispute for resolution to an independent tribunal established by the Board of Directors to hear and adjudicate on the dispute in accordance with the procedures determined by the Board of Directors from time to time.
- (c) In the event that the Board of Directors or any one of the Directors of the Company is, or are, a party to the dispute, the other party or parties to the dispute may nominate an independent third party or parties to hear and adjudicate the dispute in accordance with the procedures determined by such independent party or parties.
- (d) The Board of Directors may prescribe additional grievance procedures in the Policies and Procedures consistent with this Clause 50.
- (e) Nothing in this Clause 50 shall prevent a party seeking urgent interlocutory relief.