

Riding for the Disabled Association (N.S.W.)



RULES

Adopted at the State Council Meeting 3rd May 2014

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RULES

1. BOARD OF DIRECTORS

1.1 Structure:

- 1.1.1 Accredited Member Centres (AMC), acting as Members of the Association shall elect up to 8 Directors at least one of whom shall be a Rider to be designated the Riders' Representative. The Directors shall constitute a Board of Directors of RDA (NSW).

1.2 Term:

- 1.2.1 Persons elected to the role of Director shall serve for a term of two years, such term to operate from one Annual General Meeting until the Annual General Meeting held two years following the one at which the election took place. Persons so elected shall be eligible for re-election.
- 1.2.2 In the event that a person elected to the role of Director
- (a) resigns,
 - (b) dies, or
 - (c) ceases to be qualified to hold office as defined in Corporations Act,
- a casual vacancy will be created in the Board. The Board may elect to either fill the casual vacancy or leave it vacant until the next election.
- 1.2.3 Any person appointed or elected to fill a casual vacancy shall hold office until the conclusion of the term due to be served by the person whose departure has created the casual vacancy.
- 1.2.4 Any person co-opted to the State Council, the Board of Directors or any Sub-Committee shall serve such term as determined by the body to which they have been co-opted.

1.3 Remuneration and expenses:

- 1.3.1 Directors serve the Association on a voluntary basis and do not receive sitting fees.
- 1.3.2 Expenses incurred whilst performing the duties and responsibilities of office, and reasonable costs of attending Board meetings will be reimbursed to Directors.
- 1.3.3 Some expenses referred to in sub clause 1.3.2 may be covered by an honorarium if so determined by the Board.
- 1.3.4 The amount and frequency of payment of any honorarium shall be as determined at an Annual General Meeting of the Association.
- 1.3.5 In the event that honoraria are paid to Board members, any expenses incurred which are considered by a Board member to be in excess of that covered by the honorarium must be approved by the Board before reimbursement.

1.4 Election of Directors:

- 1.4.1 Any person who is an active member of a Centre within New South Wales, and who is at least 18 years of age, is eligible to be nominated to the Board of Directors. (See also 1.4.2).
- 1.4.2 No person who is an employee of RDA, and whose employment is approved by the Board of Directors, may be nominated as a Director, however a person who is an employee of a Centre is permitted to be nominated.
- 1.4.3 Nominations for Director positions must be on the form provided by the Board, signed by a member of a Centre as nominator, and by the nominee confirming that he/she is a member of a Centre, eligible as defined in 1.4.1, and willing to stand for election.
- 1.4.4 Nominations for Director positions, other than to fill casual vacancy, shall be called for by the Board not less than 90 days prior to the Annual General Meeting of the Association, and nominations shall close 60 days prior to the Annual General Meeting.
- 1.4.5 The Director nominated by the Board shall issue or have issued, within 14 days of the close of nominations, Ballot Papers for the Director positions to be filled. Such Ballot Papers shall be endorsed by the appointed Director attesting to their validity as an authorised Ballot Paper. One set of Ballot Papers together with appropriate candidate profile information (maximum 250 words), shall be dispatched to each Accredited Member Centre not later than 45 days prior to the Annual General Meeting.
- 1.4.6 The State Office coordinator shall act as Returning Officer in all Ballots.
- 1.4.7 A pre-addressed envelope to State Office shall be included with the Ballot Papers, into which the completed Ballot Papers are to be placed and the envelope dispatched to the Returning Officer so that it will be received not less than 48 hours prior to the Annual General Meeting. The envelope – when being returned – must be endorsed with the name of the Centre sending it.
- 1.4.8 The Returning Officer shall record receipt of Ballot Paper envelopes as they arrive, and shall arrange for them to be at the Annual General Meeting for handing to the scrutineers appointed at that meeting.
- 1.4.9 In the case of a casual vacancy as referred to in 1.2.2, the Board may, by unanimous vote, determine to appoint an eligible person to fill the vacancy, or determine to call for nominations from all Centres, or to leave the vacancy until the next Annual General Meeting.
- 1.4.10 If the determination referred to in 1.4.9 is to hold a Ballot, the Director appointed by the Board shall develop procedures similar to those noted in 1.4.4 to 1.4.7, but indicating an alternate date to „Annual General Meeting“, and modifying the timeframe if considered appropriate.

2. MEETINGS

2.1 Meetings of Members:

- 2.1.1 At least once in every calendar year all Accredited Member Centres, Provisional Centres and Honorary Life Members shall be invited to attend a meeting. That meeting shall be known as the Annual General Meeting.
- 2.1.2 Other meetings than those noted in 2.1.1 may be held during the year. Such meetings shall be known as Extraordinary General Meetings and may be called following a resolution by the State Council, by the Board of Directors, or on the written request of at least twenty five percent of Centres entitled to vote.
- 2.1.3 At all meetings, whether Annual or Extraordinary, each Accredited Member Centre is entitled to nominate one voting delegate. The nomination must be in writing, signed by the Centre President and lodged with the Chairperson of the meeting. Non-voting delegates may also attend.
- 2.1.4 The Chairperson will chair all Annual General or Extraordinary meetings. If the Chairperson is not available, or is unwilling to do so, one of the Directors will be Chairperson of the meeting.
- 2.1.5 A quorum at Annual or Extraordinary meetings shall comprise 40% of those Accredited Member Centres eligible to vote. In the event that 40% equates to a fraction the resulting fraction shall be rounded up to the next full number.
- 2.1.6 Proxies, duly lodged by the date nominated, on the correct form issued by the State Office coordinator, nominating a person who is a member of an Accredited Member Centre, will be admitted at all Annual or Extraordinary meetings, and shall be declared at the commencement of any such meeting.
- 2.1.7 At the commencement of every Annual General or Extraordinary General Meeting two persons shall be elected Scrutineers for the meeting. Such persons may not be candidates in any Ballot, but must be members of an Accredited Member or Provisional Centre, or an Honorary Life Member.
- 2.1.8 The only Resolutions that may be passed at Annual General or Extraordinary General meetings are those of which due notice has been given for the proposal to put the Resolution and informing Centres and Honorary Life Members of the content of the Resolution.
- 2.1.9 In the event of a tied vote on any matter the person chairing the meeting will have a casting vote as determined in the Constitution at Clause 15.0.
- 2.1.10 At least 21 days notice must be given for all Annual General or Extraordinary General meetings. The correct period of notice for Resolutions is as defined in Corporations Law.
- 2.1.11 Resolutions to amend the Constitution of the Association are defined as Special Resolutions and require a two thirds majority for acceptance.
- 2.1.12 Other Resolutions and elections for Directors require a simple majority for acceptance.

2.1.13 Minutes of all Annual General and Extraordinary General meetings shall be recorded by the Company Secretary, or by a person nominated at the meeting to be the minute secretary.

2.1.14 The Minutes of Annual General or Extraordinary General Meetings so recorded shall be kept in a Minute Book, and copies of those minutes shall be distributed to all Centres and Honorary Life Members within 30 days of the date of the meeting.

2.2 Board Meetings

2.2.1 The Board of Directors shall meet as frequently as is deemed necessary by that body, but not less than four times per year, including meetings of the State Council.

2.2.2 The Directors may elect a director to chair Board meetings. If that person is unable to attend or unwilling to act as chair, the Board will appoint another Director to chair the meeting.

2.2.3 A Quorum at a Board meeting shall be 60% of those eligible to attend.

2.2.4 Proxies will not be permitted at Board meetings.

2.2.5 Resolutions at Board meetings require a simple majority for acceptance.

2.2.6 In the event of a tied vote on any matter the Director chairing the meeting shall have a casting vote.

2.2.7 Minutes of all meetings of the Board shall be recorded by the Company Secretary, or by another person nominated by the Directors to be the minute secretary.

2.2.8 The minutes of Board meetings so recorded shall be kept in a Minute Book, and copies distributed to Board members within 14 days of the meeting.

2.3 Meetings of State Council

2.3.1 The State Council shall comprise the Board of Directors together with all Regional Representatives.

2.3.2 The State Council of the Association shall meet on at least two occasions each year.

2.3.3 At least one month's written notice shall be given for each meeting of State Council, specifying the time and place for the meeting.

2.3.4 At each Council Meeting the Council will appoint a Councilor to chair the next meeting. If that person is unable to attend or unwilling to act as Chairperson, the Council will appoint another Councilor to chair the meeting.

2.3.5 A Quorum for meetings of State Council shall comprise at least 60% of the Board of Directors and at least 50% of Regional Representatives, or their alternates as defined in sub clause 2.3.6, eligible to attend.

2.3.6 In the event that a Regional Representative is also on the Board of Directors, or that Regional Representative is unable or unwilling to attend a meeting of the State Council, Member Centres within the region may elect an Alternate to the Regional Representative to

attend State Council. Such Alternate shall meet the same membership criteria as defined for Regional Representatives.

- 2.3.7 Proxies will not be permitted at State Council meetings.
- 2.3.8 Resolutions at State Council meetings require a simple majority for acceptance other than resolutions for amendments to the Rules or Life Membership appointments, which Resolutions require a two thirds majority.
- 2.3.9 In the event of a tied vote on any matter the Councilor chairing the meeting shall have a casting vote.
- 2.3.10 Minutes of all meetings of the State Council shall be recorded by the Company Secretary, or by another person nominated by the Chairman of the meeting to be the minute secretary.
- 2.3.11 The minutes of meetings of the State Council so recorded shall be kept in a Minute Book, and copies distributed to State Council members, all Centres and Honorary Life Members within 14 days of the meeting.

2.4 Meetings of Continuous Improvement Action Group (CIAG)

- 2.4.1 Twice Yearly meetings to meet the Continuous Improvement provisions under the AQTF Standard for the Training Division of the Association.

3. MEMBERSHIP OF THE ASSOCIATION

3.1 Application for Membership

- 3.1.1 All expressions of interest and/or applications for membership of the Association must be in writing and on the forms available from the State Office coordinator.

3.2 Categories and requirements for membership

- 3.2.1 There are five categories of membership of Riding for the Disabled Association (NSW):
 - (a) Accredited Member Centre. This category is available to RDA Centres throughout the State of New South Wales which have achieved the standard acceptable to the Board, and which have paid all fees and dues as required by the Association. The Requirements to be an Accredited Member Centre are:
 - (i) There shall be at least twenty people in the local community who subscribe to the request to approve a Riding for the Disabled (NSW) Centre in the area.
 - (ii) The property on which the Centre is operated, or proposed to be operated, shall be the subject of a title and tenure acceptable to the Board.
 - (iii) There shall be available at the Centre sufficient horses of a standard approved by the Coach and management committee. Such horses to be owned, leased by, or on permanent loan to the Centre.

- (iv) There shall be at least one currently qualified Coach nominated by the Centre.
 - (v) The local Centre Members shall elect a Centre Committee comprising at least a President, a Vice President and a Secretary/Treasurer and three Committee Members.
 - (vi) Each Centre shall obtain from every rider a completed Registration Form and Medical and Consent Forms as issued by the Executive Officer. A summary of Registration Forms together with appropriate fees shall be lodged with the State Office within 28 days of the rider commencing to ride for the first time, or commencing for a new year.
 - (vii) Each Centre shall observe adequate safety standards as promulgated by the Coaching and Safety Panel of RDA (NSW) (CASP).
 - (viii) Each Centre shall adopt the approved "Centre Constitution" and operate under that Constitution. If that Constitution shall be found to be at variance with the State Constitution in any matter, the State Constitution shall prevail.
- (b) Provisional Centre. This category is open to Centres which aspire to become an Accredited Member Centre, but which have not yet achieved the Requirements as defined in 3.2.1(a), or for which some fees or dues are unpaid such as defined in 3.4.1(b). Such Centres shall remain Provisional Centres for a period of twelve months unless otherwise determined by the Board. This category of membership entitles the member to receive minutes of general meetings of the Association; however it does not entitle the Provisional Centre to vote at RDA (NSW) General Meetings.
- (c) Honorary Life Membership. Honorary Life Membership of RDA (NSW) is bestowed upon individuals who have contributed significantly to the Association – usually over many years. Such Honorary Life Membership is awarded by the State Council following a Resolution of at least two thirds of the members thereof. This category of membership entitles the member to receive minutes of general meetings of the Association; however it does not entitle the Hon. Life Member to vote.
- (d) Associate Rider Member.
This category is open to riders who have a classified disability. Candidates who wish to apply for this category of membership of the Association must submit an application in writing to RDA (NSW). They will be required to keep in contact with any centre in the region where they intend to fundraise. This category of membership entitles the member to receive minutes of general meetings of the Association; however it does not entitle the member to vote. An associate rider member is required to pay RDA NSW an annual affiliation fee

of an amount, which will be adjusted from time to time.
Membership will be reviewed on an annual basis.

(e) **Steering committee:**

This category is a Start Up committee of interested people, usually elected at a Public Meeting and charged with establishing essentials for an RDA Centre within a 12 month period. The members of the committee must follow RDA (NSW) procedures. This category of membership entitles the member to receive minutes of General meetings of the Association; however it does not entitle the Steering Committee to vote at RDA (NSW) General Meetings.

3.3 Membership subscriptions and fees

3.3.1 Each Accredited Member or Provisional Centre shall pay a Centre Subscription and Registration or other charges as Resolved at an Annual General Meeting. Such fees are to be paid in the timeframe nominated by the State Council each year. Rider registration fees shall be determined by the State Council.

3.4 Suspension and Termination of Membership of all categories of the Association.

3.4.1 A Centre may be suspended from operation and subsequently terminated under the following circumstances:

- (a) If the Centre is operating without a qualified Coach in attendance – and has received at least two warnings from the Regional Representative and/or the Board of Directors not to do so, they must cease their operations immediately;
- (b) If the Centre fails to fulfil its obligations to meet Subscriptions or other financial contributions (Including, but not limited to loan repayments), and has failed to respond to reminders given by the Board of Directors or Financial Officer;
- (c) If the Centre commits an act or breaches any safety Regulation in such a way that it is deemed sufficiently Serious by the Regional Representative and the Board of Directors;
- (d) If the Centre continued to act in a manner unbecoming an Accredited Member RDA Centre after a warning from the Regional Representative or the Board of Directors.

3.4.2 The Board of Directors shall, upon the advice of one of the causes noted in 3.4.1, suspend the operating authority of the Centre so named for a period determined by the Board.

3.4.3 The Member Centre suspended by the Board of Directors shall have the right of appeal to the State Council, but must lodge that appeal within 21 days of being notified of the suspension.

3.4.4 On the expiration of 30 days from the date of notification of the suspension to the Member Centre, or upon receipt of an

appeal against suspension, the Board of Directors shall convene a meeting of the State Council within 30 days, to which meeting the suspended Member Centre may send a delegate to present the appeal.

3.4.5 The State Council may, by Resolution of at least two thirds present and voting, uphold or deny the appeal.

3.4.6 If there is no appeal, or if the appeal is denied, and in the absence of any other instruction from the State Council, the operating authority of that Member Centre shall be terminated, such termination to take effect within 24 hours of the resolution.

3.4.7 In the event that the appeal is upheld, or where no appeal has been lodged but the cause of the suspension has been removed or corrected, the suspension shall be withdrawn within 24 hours.

3.4.8 Where termination has been effected as detailed in 3.4.6 notice of such termination shall be given within 7 days by the Board of Directors to the relevant authorities and local newspaper(s).

4 SUB –COMMITTEES

4.1 Appointment

4.1.1 A Sub-Committee may be created by a Resolution at a General Meeting or by the State Council or by the Board of Directors.

4.1.2 The Sub-Committee referred to in 4.1.1 shall be for a defined purpose or term.

4.1.3 The task or responsibility given to the Sub-Committee shall be documented and included in the minutes of the meeting at which the appointment was made.

4.2 Composition

4.2.1 The Sub-Committee shall have at least one person thereon who is also a member of the body creating the Sub-Committee. That person shall act as liaison between the creating body and the Sub-Committee.

4.2.2 Other members of the Sub-Committee may be appointed for their skills or other contribution to the work of the Sub-Committee.

4.3 Reporting

4.3.1 The Sub-Committee shall report to its creating body by such means, and in such timing as determined by that creating body at the time of appointing it.

4.3.2 In the absence of any other instructions, the Sub-Committee shall provide a written report of its progress and activities for tabling at each meeting of the State Council.

4.4 Termination

- 4.4.1 Unless the minute of appointment indicates otherwise, the Sub-Committee shall cease to operate after twelve months from date of appointment. Providing that an extension may be made to allow completion of the task or project.

5 FINANCIAL OPERATION & CONTROLS

5.1 Financial Operations

- 5.1.1 General financial operations of the Association shall be as defined in Section 8 of the Constitution.
- 5.1.2 The amount and timing of any fees or subscriptions shall be as defined in Rule 3.3.

5.2 Finance Committee

- 5.2.1 If the Board of Directors so determines, a Finance Committee may be created. This Committee shall comprise the Financial Officer, Chairperson, Company Secretary and such other persons as determined by the Board.
- 5.2.2 The Finance Committee shall have the authority to investigate the financial position of any Accredited Member Centre, Provisional Centre, or Steering Committee with a view to recommending appropriate steps to assist the financial operations of the Centre, including the nomination for approval by the Board of Directors of a loan to the Centre, and the terms and conditions of that loan.
- 5.2.3 The Finance Committee may also be called upon to make recommendations for the investment of surplus funds, or the better use of resources, held by any Centre.

5.3 Property – Ownership and Responsibility therefore

- 5.3.1 Under Corporations Law all property, real or personal, and equipment held by the Association at the State Office, at any Centre, Steering Committee, or other location, throughout the State of New South Wales is owned or leased in the name of RDA (NSW) – a Company limited by Guarantee and incorporated in New South Wales.
- 5.3.2 Although Centres and Steering Committees have no legal right to ownership of any property or equipment, as described in 5.3.1, they do have the responsibility to meet any applicable rates or fees, and for the care and maintenance of such property and equipment whilst in use at the Centre or under the supervision of Centre personnel.

5.4 Investment of Funds

Any investment of funds on behalf of the Association, shall only be made following a Resolution by the Board.

5.5 Authority to Operate

The authority to operate on any of the Association's bank accounts, deposits or other securities is vested in the Board of Directors. This authority may be delegated to whatever combination of two or more persons is determined by the Board. In particular, for bank accounts operated by Centres and Steering Committees, the Board **may** delegate any two or more officers of that Centre to operate the accounts. Delegation for accounts other than Centre accounts must be recorded in the minutes of the Board of Directors.

6 DUTIES

6.1 The Chairperson shall be the spokesperson for the Association.

6.2 The Director nominated to chair the Board Meetings will prepare the Agenda.

6.3 Executive Officer

The Executive Officer reports to the Board of Directors, and has the day to day responsibility for the management and delivery of the Association's activities, events, programs and operations as outlined in the Board of Directors Portfolios.

6.4 Financial Officer

6.4.1 The Financial Officer shall ensure that accurate and complete record is kept of all financial activities of the Association, as outlined in the Board of Directors Portfolios.

6.4.2 The Financial Officer shall ensure that a financial report is prepared for each meeting of the Board of Directors and/or State Council, such report to include details of all payments made since the last report, a summary of assets and liabilities at the reporting date, and details of debtors, creditors and funds held in trust.

6.4.3 The Financial Officer will liaise with the Association's auditor to ensure that the books of account are audited each year, and formal Financial Statements as required by relevant Law are prepared showing the Auditors Report.

6.4.4 The Financial Officer is ex-officio Chairman of any Finance Committee or Investment Committee.

6.4.5 The Financial Officer shall be a signatory to all the Association's financial accounts, term deposits and other Security documents.

6.5 Company Secretary

- 6.5.1. The Company Secretary shall act as Public Officer for the Association.
- 6.5.2. The Company Secretary shall ensure that accurate minutes are kept of all meetings of the Association, the State Council and the Board of Directors.
- 6.5.3. The Company Secretary shall ensure that proper records are kept of the use of the Company Seal.
- 6.5.4. The Company Secretary shall ensure that all Statutory Requirements are undertaken, such as lodgment of Annual Returns, Notification of Change to Officeholders etc.
- 6.5.5. Unless for reasons of temporary vacancy or for any other Reason determined by the Board of Directors, the role of the Company Secretary and Public Officer of the Association shall be undertaken by a person appointed by the Board.

6.6 Regional Representatives

The Regional Representative plays a vital role within RDA (NSW). This is essentially to manage and balance the needs required in each region, and also to act as a link between the Board of Directors and the Centres

- 6.6.1. **Qualifications and eligibility.** Any person who is, and has been for at least the preceding two years an active member of a Centre preferably as a Coach or an Office Bearer, and who is at least 18 years of age, is eligible to be nominated to the position of Regional Representative. In addition a sound knowledge of the Association's operating procedures together with administration skills is sought.
- 6.6.2. **Appointment.** Accredited Member Centre within each Region nominate one or more candidates, from which names the Board of Directors select and make an appointment.
- 6.6.3. **Role and Responsibilities.**
 - a) To manage and balance the interests and needs of Centres within the Region.
 - b) To act as a link between the Board of Directors and the Centres within the Region.
 - c) To visit each Centre in the Region at least once per year, and to make regular telephone contact to ascertain if the Centres are operating in a manner acceptable to the standards of RDA (NSW).
 - d) When requested, to attend Centre meetings, and mediate if required, maintaining objectivity at all times.
 - e) To attend all State Council meetings (but see also 2.3.6).

- f) To follow up immediately all requests from the Board of Directors, and to support ideals and directions from RDA (NSW) State Council whether or not in personal agreement therewith.
- g) To provide and maintain good communication channels between Centres within the Region.
- h) To organise a Regional Workshop once per year, and to foster other activities within the Region, such as Mounted Games Day.
- i) To submit a written report to all meetings of the Board of Directors and to the Annual General Meeting of members.
- j) To liaise with the Centre's head coach and/or Office Bearers to discuss any issue of concern regarding venue, policies, volunteers etc... In the event that it is considered further action is required, and this is not forthcoming, to contact the State Coaching Co-coordinator and/or Executive Officer.
- k) To liaise with the Board on administrative and financial matters pertaining to Centres within the Region, and to do all such other acts and things as are requested by the Board.
- l) To contact the State Complaints Officer in the event that any complaints arising within the Region becomes out of control or otherwise would benefit from assistance.
- m) To advise the Board of Directors and the State Coaching Co-coordinator of any special equipment that is being used.
- n) Where possible, to organise a Regional Workshop for Riders, such workshop to be rider specific.

6.7 RTO Division

The positions relating to the RTO Division of the Association

- 6.7.1. ef Executive Officer
- 6.7.2. Training Manager
- 6.7.3. RTO Officer
- 6.7.4. omplaints Officer
- 6.7.5. ancial Administrator
- 6.7.6. uman Resources Manager
- 6.7.7. Safety Officer
- 6.7.8. The Advisory Committee - Industry Representatives are
 - 6.7.8.1 Safety
 - 6.7.8.2 Legal Representative
 - 6.7.8.3 Department of Sport and Recreation Representatives
 - 6.7.8.4 Training
 - 6.7.8.5 Australian Horse Industry Representative
- 6.7.9. The Training Committee will be made up of personnel from CASP, RTO, and if necessary, others co-opted.