RDA(NSW) CONSTITUTION CLAUSES RELATING TO NECESSARY DISCIPLINARY ACTION

Clauses 4,5,14,26,36,37

**DEFINITION**

**“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.

**“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.

**“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.

**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**

5.3. 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.

**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 RDA (NSW) Constitution – May 2018 23

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.

**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:

1. Govern Riding for people with disabilities in accordance with the Objects;
2. Enact and give effect to the Company’s strategic direction of the time;
3. 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;

**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 RDA (NSW) Constitution – May 2018 50

(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.RDA (NSW) Constitution – May 2018 51

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.