

# Constitution

**Riding for the Disabled Association of Australia Ltd**  
**A.C.N. 116 408 587**



**Adopted:**

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**Riding for the Disabled Association of Australia Ltd**  
**A.C.N. 116 408 587**

**Corporations Act 2001**  
**Public Company Limited by Guarantee**

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## 1 NATURE OF COMPANY AND LIABILITY

### Nature of Company

1.1 The Company is a public company limited by guarantee.

### Liability of Members and Guarantee on Winding Up

1.2 The liability of the Members is limited.

1.3 Subject to [rule 1.4](#), all Members are not required to make any contribution to the assets of the Company if it is wound up.

1.4 Every Voting Member undertakes to contribute \$10.00 to the assets of the Company if it is wound up while they are a Voting Member, or within one year afterwards.

## 2 OBJECTS

2.1 The Company has the following objects:

- (a) encourage, promote, support and assist the Members to provide equine opportunities and associated activities as therapy, sport, education and active recreation for people with disabilities. This includes promoting and supporting opportunities for people with disabilities to engage in activities both within the Company and the integrated community equestrian activities;
- (b) support the Members in the furtherance of these Objects including, where appropriate, representing the Members as the peak body for Riding for the Disabled and be recognised as such;
- (c) remain an Australian member of the Horse in Education and Therapy International (HETI), and other relevant organisations (for the avoidance of doubt, this Object does not preclude a Member from also seeking membership of HETI);
- (d) manage international responsibilities, including but not limited to managing responsibilities for, and liaising with, HETI, liaising with other bodies, including international and national bodies, that have an interest in the treatment and well-being of people with a disability and with equine sport;
- (e) determine standards in safety, training, horse management and Riding for the Disabled programs;
- (f) provide training and training materials and services for Riding for the Disabled coaches and volunteers;
- (g) provide and maintain such facilities and equipment as may be required by and for the purposes of the Company;
- (h) act as the coordinating body for the Members to provide a forum for the exchange of information and ideas for the betterment of the Company and its Members generally;
- (i) have regard to the public interest in its operations;
- (j) do all that is necessary to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve; and
- (k) do all such things as are incidental or conducive to the attainment of these Objects or any of them.

## 3 MEMBERSHIP AND VOTING RIGHTS

### Categories of Membership

3.1 Each Member of the Company is bound to each other Member and the Company as if each Member and the Company had signed and sealed this Constitution and agreed to be bound by it.

3.2 Membership of the Company is divided into the following categories:

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- (a) Member States which, subject to this Constitution, shall be represented by their Delegates who have the right to be present and vote at general meetings for and on behalf of the Member State;
- (b) Associate Members which, subject to this Constitution, have the right to be present and (subject to [rule 3.8](#)) vote at general meetings;
- (c) Honorary Life Members who, subject to this Constitution, may attend general meetings but otherwise have no right to vote at general meetings;
- (d) Individual Members (including Directors) who, subject to this Constitution, may attend general meetings but otherwise have no right to vote at general meetings; and
- (e) such other category of member as may be created by the Board. Any category of member created by the Board under this rule may not be granted voting rights.

### **Member States**

3.3 The Company will recognise only one entity in each State as the controlling body responsible for ensuring the efficient administration of equine sport or activities in the whole of that State in accordance with the Objects.

Each Member State must:

- (a) be incorporated in its particular State;
- (b) each have one vote at any meeting of the Company; and
- (c) elect or appoint one Delegate to represent it at general meetings in accordance with this Constitution.

3.4 For the avoidance of doubt, a Member State may comprise a number of Centres. The Centres will not be Members of the Company unless otherwise registered with the Company as an Associate Member in accordance with [rule 3.8](#) below.

### **Member State Obligations**

3.5 Each Member State will:

- (a) have objects that align with those of the Company as stated in [rule 2](#) and do all that is reasonably necessary to enable the Objects to be achieved, having regard to any legislation applicable to that Member State;
- (b) at all times act for and on behalf of the interests of the Company and the Members;
- (c) be responsible and accountable to the Company for fulfilling its obligations within the bounds of its resources under the Company's strategic plan as revised from time to time;
- (d) provide the Company with copies of its audited accounts, annual report and associated documents within 2 months of its annual general meeting;
- (e) provide the Company with copies of its strategic (or equivalent) plan and its yearly budget business plans and budgets as reasonably requested by the Company;
- (f) be bound by this Constitution and provide a copy of its own current constitution and any amendments to its constitution to the Company;
- (g) act in good faith and at all times operate and promote mutual trust and confidence between the Company and Voting Members to enhance the Company and its Objects;
- (h) maintain a database of its Centres and Individual Members and provide a copy to the Company upon a reasonable request by the Directors;
- (i) not do or permit to be done any unreasonable act or thing which might adversely affect or derogate from the standards, quality and reputation of the Company; and

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- (j) advise the Company as soon as practicable of any serious administrative, operational or financial difficulties, and the Member State may request the Company to provide such assistance in resolving those difficulties as is reasonable in the circumstances and having regard to the Objects of the Company.

### **Constitution of Member States and Associate Members**

- 3.6 Each Member State and Associate Member must take all steps necessary to ensure, subject to any prohibition or inconsistency in any legislation applicable to that Member State or Associate Member that:
  - (a) its constitution and any amendments do not conflict with this Constitution;
  - (b) any proposed amendments to its constitution are subject to the approval of the Board, which will not be unreasonably withheld or delayed; and
  - (c) if the proposed amendments conflict with this Constitution, it must, without delay, take all steps necessary to address the conflict so that those amendments are no longer in conflict with this Constitution.

### **Inconsistencies Between Constitutions**

- 3.7 For the avoidance of doubt, if any conflict remains between the current or proposed constitution of a Member State or an Associate Member and this Constitution, this Constitution prevails to the extent of that conflict. In the event there is any conflict or inconsistency between this Constitution and the Corporations Act, the Corporations Act prevails.

### **Associate Members**

- 3.8 No Centres will be registered with the Company as a Member except in accordance with the following:
  - (a) where a State does not have a Member State, one or more Centres from that State can apply to be directly affiliated with the Company to become an Associate Member;
  - (b) upon receiving the relevant application to become an Associate Member under [rule 3.8\(a\)](#), the Company will consider and determine the terms and conditions on which that membership will apply, which will be set out in a written agreement;
  - (c) each application to become an Associate Member must be incorporated in its particular State or Territory; and
  - (d) a Centre that becomes an Associate Member under this [rule 3.8](#) is subject to the provisions of this Constitution (and if there is any inconsistency between the agreement referred to in [paragraph \(b\)](#) and this Constitution, the Constitution prevails).
- 3.9 The rights of an Associate Member to vote at a meeting of Members are as follows:
  - (a) if only one Centre is an Associate Member for a State or Territory, that Centre has one vote (until such time as another Centre or Centres becomes an Associate Member, at which time, [paragraph \(b\)](#) will then apply);
  - (b) if more than one Centre is an Associate Member for a State or Territory:
    - (i) those Associate Members are entitled (among themselves) to nominate a representative to act on behalf of that State or Territory; and
    - (ii) in aggregate, the Associate Members (via the appointed representative) have one vote at any meeting of Members.
  - (c) if there is more than one Centre that is an Associate Member for a State or Territory and those Associate Members have not appointed a representative to vote on their behalf:

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- (i) each Associate Member is entitled to appoint the Chairperson as their proxy on any item of business at a general meeting; and
- (ii) if the Chairperson has received proxies with a direction as to how to vote on an item, the Chairperson:
  - (A) will cast one vote on that item that reflects the majority of any directions given in respect of that item; and
  - (B) will abstain from voting if there is an equal number of directions given for and against that item.

### **Individual Members**

3.10 Each Member State and Associate Member may comprise a number of Individual Members.

- (a) Subject to [rules 3.10\(b\)](#) and [3.10\(c\)](#), Individual Members will be Members of the Company upon being accepted as Members of their respective Member States and Associate Members.
- (b) In applying for membership of a Member State or Associate Member, Individual Members will consent to being Members of the Company and such consent will be deemed an application to be a Member of the Company.
- (c) Each Member State and Associate Member will require as a condition of membership that all Individual Members consent to being Members of the Company.
- (d) Individual Members have access to notice on the Company's website of any general meeting and may attend and speak if invited to do so by the Chairperson at any general meeting.
- (e) Individual Members have no entitlement to vote at any meeting of the Company.
- (f) Individual Members agree to:
  - (i) be bound by this Constitution;
  - (ii) act in good faith and loyalty to maintain and enhance the Company and its Objects;
  - (iii) operate with and promote mutual trust and confidence between the Company and the Members, in the pursuit of the Objects;
  - (iv) not do or permit to be done any unreasonable act or thing which might adversely affect or derogate from the standards, quality and reputation of the Objects of the Company; and
  - (v) comply with the relevant policies and codes of conduct of the Company put in place by the Company to maintain and enhance the Objects.
- (g) All Individual Members must do all of the following:
  - (i) pay all fees that are payable to the relevant Member State and / or Centres; and
  - (ii) notify the Company, the Member State or Associate Members (as applicable) or the relevant Centre in writing of any changes to any of the details referred to in [rule 3.19](#).

### **Honorary Life Members**

3.11 An Honorary Life Member of the Company is an individual who has provided distinguished service to the Company, and / or its Objects. In relation to Honorary Life Membership:

- (a) Honorary Life Membership is the highest honour that can be bestowed by the Company for longstanding and valued service to the Company and / or its Objects; and
- (b) an Honorary Life Member may be nominated by:

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- (i) any Voting Member by forwarding a proposed nomination to the Directors at least 60 days prior to an annual general meeting; or
- (ii) the Directors;
- (c) any individual nominated in accordance with [rule 3.11\(b\)](#) above may be elected as an Honorary Life Member at the following annual general meeting by resolution, subject to that individual consenting to being nominated by the Directors or a Voting Member;
- (d) a nomination of an Honorary Life Member under [rule 3.11\(b\)\(i\)](#) above must include a written report outlining the history of service of the relevant nominee, together with comments on the suitability of the honour;
- (e) a person may be posthumously recognised as an Honorary Life Member;
- (f) Honorary Life Members must be sent notices of and have the right to attend and be heard at any general meeting;
- (g) an Honorary Life Member has no right to vote at any meeting of the Company; and
- (h) the Directors may appoint any person as a Patron.

### **Directors**

3.12 A Director of the Company is:

- (a) a person elected to be a Director of the Company under [rule 8.7](#); and
- (b) a person appointed to be a Director of the Company by the Directors under [rule 8.11](#);

3.13 The number of Appointed Directors is limited to two (2).

3.14 The Directors have no right to vote at any general meeting.

### **Admission to Membership**

3.15 The Directors must consider an application to become a Member (except for an application of an Individual Member) as soon as practicable after its receipt and determine, in their discretion, the admission or rejection of the applicant.

3.16 Subject to [rule 3.15](#), if an application to become a Member is rejected, any application fee and annual subscription fees must be refunded to the applicant.

### **Form of Application**

3.17 An application to become a Member must be:

- (a) signed by or for and on behalf of the applicant;
- (b) accompanied by such documents or evidence as to qualification for the category of Membership applied for as the Directors determine;
- (c) accompanied by an application fee determined in accordance with [rule 4](#); and
- (d) accompanied by such other documents as are determined by the Member States and/or Associate Members from time to time.

### **Register of Members**

3.18 A register of the Members of the Company must be kept in accordance with the Corporations Act.

3.19 The following details must be entered in the Register in respect of each Member:

- (a) the full name of the Member;

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- (b) the address, and contact details of the Member;
- (c) the category of Membership;
- (d) the date of admission to and (where applicable) cessation of membership;
- (e) the dates of payment of any fees; and
- (f) such other information as the Directors require for the purposes of the Corporations Act.

3.20 Each Member must notify the Secretary in writing of any change in that Member's name, address, and telephone within one month after the change.

### 4 APPLICATION FEE AND ANNUAL SUBSCRIPTION

4.1 The Directors must determine from time to time after consultation with the Member States and Associate Members:

- (a) the amount (if any) payable by an applicant for membership;
- (b) the amount of the annual subscription fee payable by each Member, or any category of Members;
- (c) any other amount to be paid by each Member, or any category of Members (whether of a recurrent or any other nature), including the amount of the annual rider registration fees payable by Individual Members; and
- (d) the payment method and the due date for payment.

4.2 Each Member must pay to the Company the amounts determined under this [rule 4](#) in accordance with [rule 4.1\(d\)](#).

### 5 RESIGNATION, CESSATION OF MEMBERSHIP, REMOVAL, GRIEVANCES AND DISCIPLINE

5.1 For the avoidance of doubt, the resignation, cessation of membership or removal of a Member is only in their capacity as Member of the Company and does not affect their membership of a Member State or Associate Member.

#### **Resignation**

5.2 An Individual Member (including Directors) or Honorary Life Member may resign from membership of the Company by giving written notice to the Secretary.

5.3 Where the Member is a Member State, the written notice of resignation must be accompanied with a copy of the minutes of the general meeting, held in accordance with the constitution of that Member State, showing the resolution supporting resignation and the majority voting outcome of the respective members (including Centres) of the Member State.

5.4 The resignation is deemed to take effect from the date of receipt of the notice of resignation or such later date as is provided in the notice.

#### **Failure to Pay Fees**

5.5 If a Member fails to pay the relevant fees under [rule 4.1](#) within 3 months of being required to, the Company will issue a notice of default to the Member pursuant to a resolution of the Directors.

5.6 Upon the issue of a notice of default under [rule 5.5](#), the relevant Member ceases to be entitled to any of the rights or privileges of membership. However, the rights or privileges of membership may be reinstated on payment of all arrears if the Directors think fit to do so.

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- 5.7 If a Member has not paid all arrears of fees or, if paid, the Voting Member's rights and privileges are not reinstated, both of the following applies in respect of that Member:
- (a) the Member remains liable for all the obligations and liabilities of membership for 6 months after the date of the notice of default is given under [rule 5.5](#); and
  - (b) the Member ceases to be a Member of the Company and the Member's name must be removed from the Register at the end of the six month period.

### **Other Cessation of Membership**

- 5.8 A Member ceases to be a Member where:
- (a) a Member is an individual, on his or her death or bankruptcy; or
  - (b) a Member is a body corporate, the deregistration or liquidation of that Member under the laws of the jurisdiction of its registration.

### **Removal from Membership**

- 5.9 The Directors may at their discretion convene a meeting of Voting Members to consider the removal of a Voting Member as a Member of the Company if the Voting Member is no longer considered suitable for membership of the Company by a majority of the Directors, and to remove the name of the Voting Member from the Register.
- 5.10 The Directors will be required to provide at least one month's written notice to any Voting Member of any intention to remove the Voting Member as a Member of the Company and the reasons for the removal to enable the Voting Member to provide any written representations to the Company.
- 5.11 Where any written representations are made by the Voting Member and the Voting Member requests that the written representations be notified to Members of the Company, the Company must do both of the following:
- (a) state on the Company's website that notice of the intention to remove the Voting Member as a Member of the Company has been given, and that a written representation has been made by the Voting Member;
  - (b) send a copy of the representation to each Voting Member to whom the notice of the meeting has been or is sent.
- 5.12 The requirements in [rule 5.11](#) do not apply to the Company if the written representations are received too late for the Company to satisfy those requirements in [rule 5.11](#).
- 5.13 If a copy of the written representations is not so sent because they were received too late or because of the Company's default, the Voting Member may, without affecting any right to be heard orally, require that the written representations be read out at the general meeting (if those written representations are received before the general meeting).
- 5.14 If the Directors are satisfied on reasonable grounds that any written representations under [rule 5.11](#) contain defamatory matter, then:
- (a) copies of the written representations need not be sent out in accordance with [rule 5.11](#); and
  - (b) the written representations need not be read out at the general meeting in accordance with [rule 5.13](#), to the extent of any defamatory matter.

### **Grievances and Discipline**

- 5.15 All Members will be subject to, and submit unreservedly to, the jurisdiction, procedures, penalties and appeal mechanisms of the Company whether under the Policies or under this Constitution.

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- 5.16 The Directors may make a Policy or Policies:
- (a) for the hearing and determination of:
    - (i) grievances by any Member who feels aggrieved by a decision or action of the Company or a Member State; and
    - (ii) disputes between Members relating to the conduct or administration of the Company;
  - (b) for the discipline of Members;
  - (c) for the formation and administration of an Appeals Tribunal which must be independent of any party before it on the matter which is the subject of the appeal in question; and
  - (d) for the termination of any Member's membership.
- 5.17 The Directors in their sole discretion may refer an allegation (which in the opinion of the Directors is not vexatious, trifling or frivolous) by a complainant (including a Director or a Member) for investigation or determination under such procedures or policies as are in place where a Member has:
- (a) breached, failed, refused or neglected to comply with a provision of this Constitution; or
  - (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and / or interests of the Company, or both; or
  - (c) prejudiced the Company, or brought the Company into disrepute.
- 5.18 During any investigation or during the course of any disciplinary proceedings, the Directors can resolve to prevent the Member involved in the allegation from participating in the Company's activities, pending the determination of such proceedings (including any available appeal).
- 5.19 The Directors may include a final right of appeal to a body on which a majority of decision-makers are not Members of the Company.

## 6 NO PROFITS FOR MEMBERS

### Transfer of Income or Property

- 6.1 No income or property of the Company may be paid or transferred, directly or indirectly to any Voting Member.

### Payments, Services and Information

- 6.2 Subject to [rule 6.4](#), nothing in this [rule 6.2](#) prevents the payment in good faith of any of the following:
- (a) remuneration to any officers or employees of the Company for services actually rendered to the Company;
  - (b) an amount to any Member in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business;
  - (c) reasonable and proper interest on money borrowed from any Member; or
  - (d) reasonable and proper rent for premises let by any Member to the Company.
- 6.3 Nothing in this [rule 6](#) prevents the distribution of government grant monies, or other donations, to Members where the grant or donation is expressly on the basis that the monies be used for the benefit of persons including Members.

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## **Remuneration**

- 6.4 Subject to [rule 6.5](#), no remuneration or other benefit in money or money's worth will be paid or given by the Company to any Director.
- 6.5 With the approval of the Board and subject to the Corporations Act, the Company may pay to a Director:
- (a) reasonable expenses (including for travel and accommodation) incurred in carrying out duties as a Director or otherwise representing the Company;
  - (b) reasonable remuneration on arm's lengths terms for any service rendered to the Company by the Director in a professional or technical capacity where the amount payable is approved by the Board and is on reasonable commercial terms.

## **7 GENERAL MEETINGS**

### **Convening of Meetings by Directors**

- 7.1 Any Director may convene a general meeting.

### **Convening of Meetings by Members**

- 7.2 Subject to the Corporations Act, the Directors must call and arrange to hold an annual general meeting to be held between July and November.
- 7.3 If Voting Members with at least 5% of the votes that may be cast at a general meeting make a written request to the Company for a general meeting to be held, the Directors must convene a meeting of Voting Members in accordance with section 249D of the Corporations Act.
- 7.4 If the Directors do not call the meeting within 21 days of being requested under [rule 7.3](#), a majority of the Voting Members who made the request may call and arrange to hold a general meeting in accordance with section 249E of the Corporations Act.
- 7.5 In accordance with this [rule 7.5](#) and the Corporations Act:
- (a) at least 45 days prior to the proposed date of the annual general meeting, the Secretary will ensure that notification will be sent to Voting Members requesting notices of motions, which must be received no less than 28 days prior to the general meeting; and
  - (b) at least 21 days' notice of the time and place of the general meeting must be given, together with where applicable:
    - (i) any notice of motion received from any Voting Member or Director in accordance with the Corporations Act;
    - (ii) a list of all valid nominations received for positions to be elected at the relevant general meeting; and
    - (iii) other business referred by the Board.

### **Notice of General Meeting**

- 7.6 Written notice of a general meeting must specify the place, the day and 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, the general nature of the business to be transacted and any other matters as are required by the Corporations Act.
- 7.7 Subject to the Corporations Act, a notice of a general meeting may be given by any form of communication permitted by this Constitution and the Corporations Act.

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- 7.8 Notice of a general meeting of members must be given to all Voting Members, the Honorary Life Members, the Directors and the Auditor of the Company.
- 7.9 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. Members other than those referred to in [rule 7.8](#) may have access to notices of general meetings on the Company's website.

### **Cancellation of General Meetings**

- 7.10 The Directors may cancel a general meeting, other than a general meeting which they are required to convene and hold under the Corporations Act and a meeting called pursuant to [rule 7.3](#).
- 7.11 A meeting may only be cancelled in accordance with [rule 7.10](#) if notice of the cancellation is given to all Members entitled to receive notice of the meeting at least two business days prior to the time of the meeting as specified in the notice of meeting.

### **Quorum at General Meetings**

- 7.12 Except as otherwise set out in this Constitution, business may not be transacted at a general meeting unless a quorum of Voting Members is present in person or pursuant to [rule 7.43](#) at the time when the meeting proceeds to business.
- 7.13 Where a person is present as a Delegate, proxy or representative of more than one Member, that person is counted separately for each appointment, provided however that no person can exercise more than two votes.
- 7.14 Except as otherwise set out in this Constitution, where 50% of the total of Voting Members are present in person or pursuant to [rule 7.43](#), this constitutes a quorum. If a special resolution is to be determined, the required quorum shall be constituted by 75% of the total Voting Members present in person or pursuant to [rule 7.43](#) or such minimum number requirement for a quorum for a special resolution prescribed by the Corporations Act.
- 7.15 If a quorum is not present within half an hour from the time appointed for the meeting or a longer period allowed by the Chairperson:
- (a) if the meeting was convened by or on the requisition of Members, it must be dissolved; or
  - (b) otherwise, it 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.
- 7.16 If a meeting has been adjourned to another time and place determined by the Directors, not less than seven days' notice of the adjourned meeting must be given in the same manner as in the case of the original meeting.

### **Quorum at Adjourned General Meetings**

- 7.17 At the adjourned meeting, if a quorum for general business is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.
- 7.18 A special resolution cannot be determined without the quorum for a special resolution as set out in [rule 7.14](#).

### **Appointment of Chairperson**

- 7.19 If the Directors have elected one of their number as Chairperson of their meetings, that person is entitled to preside as Chairperson at every general meeting.
- 7.20 The Directors present at a general meeting must elect one of their number to chair the meeting if either of the following applies:
- (a) a Director has not been elected as the Chairperson of Directors' meetings; or

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- (b) the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act.

7.21 The Voting Members present at a general meeting must elect one of their number to chair the meeting if there are no Directors present within 15 minutes after the time appointed for the holding of the meeting or all Directors present are unwilling to act.

### **Chairperson's Powers**

7.22 Subject to the terms of this document dealing with adjournment of meetings, the ruling of the Chairperson 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 Chairperson may be accepted.

7.23 The Chairperson, in their discretion, may expel any Member or Director from a general meeting if the Chairperson reasonably considers that the Member's or Director's conduct is inappropriate behaviour. Without limitation, 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;
- (b) attendance at the meeting while under the influence of any kind of non-medicinal drug including but not limited to any alcoholic substance; or
- (c) the use or consumption of any non-medicinal drug by a person at the meeting is prohibited.

### **Adjournment of Meetings**

7.24 The Chairperson may, with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting to another time and to another place.

7.25 The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.

7.26 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

7.27 Except when a 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 meeting.

### **Voting on Show of Hands**

7.28 At a general meeting a resolution put to the vote at the general meeting must be decided on a show of hands unless a poll is demanded before that vote is taken or before the result is declared or immediately after the result is declared.

7.29 If a poll is not duly demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### **Demand for a Poll**

7.30 A poll may be demanded by either:

- (a) the Chairperson; or
- (b) at least 50% of Voting Members present who are entitled to vote on the resolution.

7.31 The demand for a poll may be withdrawn.

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- 7.32 The demand for a poll does not prevent the continuance of a meeting for the transaction of business other than the question on which a poll is demanded.
- 7.33 If a poll is duly demanded, it must be taken in the manner and, except as to the election of a Chairperson or on a question of adjournment, either at once or after an interval or adjournment or otherwise as the Chairperson directs. The result of the poll is the resolution of the meeting at which the poll is demanded.
- 7.34 A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.

### **Voting Rights of Voting Members**

- 7.35 Each Voting Member may nominate prior to the commencement of general meetings a Delegate (where possible, being the Member State President) who shall be the proxy for that Voting Member and entitled to speak and put forward a motion, and the Delegate carries one vote on behalf of the Voting Member.
- 7.36 The Delegate may be the Delegate of another Member State. Alternatively, the Delegate may provide for the Chairperson or another Director to act in the absence of the Member State Delegate. No person can exercise more than two votes.
- 7.37 A Voting Member can require a Delegate to vote in a predetermined manner in respect of one or more resolutions.

### **Equality of Votes**

- 7.38 Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

### **Vote of the Chairperson at General Meetings**

- 7.39 The Chairperson of a general meeting is not entitled to a casting vote. If an equal number of votes is cast for and against a resolution at a general meeting, the matter is decided in the negative.

### **Objections to Voter Qualification**

- 7.40 No objection may be raised to the qualification of a voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered.
- 7.41 An objection to the qualification of a voter must be referred to the Chairperson, whose decision is final.
- 7.42 A vote allowed following an objection (as provided in [rule 7.40](#)) is valid for all purposes.

### **Mode of Meeting for Voting Members**

- 7.43 A general meeting may be called or held using any technology, including a meeting held by telephone, video or any other technology (or a combination of these technologies) by which the Voting Members as a whole has a reasonable opportunity to participate.

### **Resolution in Writing**

- 7.44 A resolution in writing signed by all Voting Members containing a statement that they are in favour of a resolution in terms set out in the document, excluding Voting Members who have been given leave of absence, is to be treated as a determination of the Voting Members passed at a meeting of the Voting Members duly convened and held.
- 7.45 For the purposes of [rule 7.44](#), a resolution in writing of Voting Members may consist of several documents in like form, each of which is signed by one or more Voting Members, are deemed together to constitute one document containing a statement in those terms signed by the Voting Members and will take effect when the document was signed by the last Member entitled to vote.

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- 7.46 A document generated by electronic means which purports to be a facsimile or email of a resolution of a Voting Member is to be treated as a resolution in writing. Also, a document relating to a resolution bearing a facsimile of a signature or a scanned signature in an email is to be treated as signed provided a signatory's name is identified.

## 8 APPOINTMENT AND RETIREMENT OF DIRECTORS

### General

- 8.1 Directors of the Board, while ensuring the prevailing criterion for election is eligibility, skills, expertise and experience, should be composed in a manner such that no gender accounts for more than 60% or less than 40% of the total number of Directors.

### Number of Directors

- 8.2 Until otherwise determined in accordance with this document:
- (a) the number of Directors must not be less than five (5) nor more than nine (9); and
  - (b) the number of Directors cannot exceed seven (7) Elected Directors and two (2) Appointed Directors.
- 8.3 The Company may, by resolution, increase or decrease the number of Directors whether elected or appointed.

### Eligibility of Directors

- 8.4 Unless otherwise determined by the Board, a person who:
- (a) is an employee of the Company, a Member State or an Associate Member; or
  - (b) is an office holder of a Member State or an Associate Member; or
  - (c) held the position of Chief Executive Officer in the prior three (3) years; or
  - (d) was a Director of the Company and [rule 8.19](#) applies;
- is disqualified from holding office as a Director and is subject to [rules 8.5](#) and [8.6](#).
- 8.5 A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and is deemed to have vacated office as a Director.
- 8.6 A person elected or appointed as a Director at the time of holding a disqualifying position must resign from that disqualifying position within 30 days and cannot exercise any function as an Elected Director or an Appointed Director until the Company receives written notice of the resignation from that disqualifying position.

### Nomination for Election

- 8.7 At least 45 days prior to the proposed date of the annual general meeting at which a resolution or resolutions will be proposed to fill a vacancy in an Elected Director position, the chairperson of the Nominations Committee will request from Members nominations (which comply with this [rule 8.7](#)) for elections to positions falling vacant, which must be received no less than 28 days prior to the annual general meeting. The chairperson of the Nominations Committee will use their best endeavours to ensure that there is an even gender balance of Board positions where at least 50% of positions are held by females.
- 8.8 Subject to this [rule 8](#), any Member may nominate a person to fill a vacancy in an Elected Director position that is to be the subject of an election at the next annual general meeting.
- 8.9 Without limiting [rule 8.8](#):

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- (a) the Member States (and, if applicable, an Associate Member or, where applicable, the representative of Associate Members appointed under [rule 3.9\(b\)](#)) may (among themselves) determine who they wish to nominate to the position of an Elected Director up to a maximum of two Elected Directors; and
- (b) two of the seven positions available for Elected Directors under [rule 8.2\(b\)](#) will be reserved for nominations by the Member States and this [rule 8.9](#).

8.10 A nomination must:

- (a) be in the form required by the Directors;
- (b) signed by the nominator and nominee; and
- (c) acknowledge that the term of appointment is for three years.

### **Appointment of Appointed Directors**

8.11 In addition to the Elected Directors, the Directors may appoint up to two persons to be Directors because of their special business acumen and / or technical skills. These persons will be known as the Appointed Directors.

8.12 Subject to [rules 8.13](#) and [8.23](#), an Appointed Director holds office for a term determined by the Directors not to exceed three years and the appointment will be on such other terms as the Directors determine.

8.13 A person may only serve three terms as a Director but, subject to the other requirements of this Constitution, Appointed Directors are otherwise eligible to be elected to an Elected Director position in their second or subsequent term.

8.14 The Board may at any time appoint a person to fill a casual vacancy in the rank of the Appointed Directors on the terms decided by the Directors.

### **Retirement of Directors**

8.15 At each annual general meeting of the Company subsequent to 1 July 2015, the following Elected Directors must retire from office:

- (a) one third of the Elected Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest one third; and
- (b) any Elected Director who has been in office for three years or more since that Elected Director's election or last re-election as an Elected Director.

8.16 The Elected Directors to retire at an annual general meeting are those who have been longest in office since their last election. If two or more persons became Elected Directors on the same day, those to retire must be determined by lot unless they otherwise agree among themselves.

8.17 An Elected Director retiring at an annual general meeting who is not disqualified by law or by [rule 8.19](#) from being reappointed is eligible for re-election and may act as a director throughout the meeting at which that Elected Director retires.

8.18 A Director may retire from office by giving notice in writing to the Company of that Director's intention to retire. A notice of resignation takes effect at the time which is the later of the time of giving the notice to the Company and the expiration of the period, if any, specified in the notice.

### **Maximum Term of Office for Directors**

8.19 A Director may not be a Director for more than three (3) consecutive terms and is not eligible to re-join the Company as a Director for a minimum period of three (3) years after vacating the role.

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## Casual Vacancies

- 8.20 The Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing number of Directors. The total number of Directors may not exceed the number fixed in accordance with this document.
- 8.21 A Director appointed under [rule 8.20](#) holds office only until the next annual general meeting after the appointment and is then eligible for election by Voting Members.

## Removal From Office

- 8.22 The Company may by ordinary resolution remove a Director from office and may by ordinary resolution appoint another person as a replacement.
- 8.23 A person appointed to replace a Director removed from office must retire as a Director at the time ascertained as if the person became a Director on the day on which the Director removed from office was elected or last re-elected a Director.

## Vacation of Office

- 8.24 In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Corporations Act or another provision of this document, the office of Director becomes vacant if any of the following occurs:
- (a) the Director becomes bankrupt;
  - (b) the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with under any law relating to incapacity to handle personal or financial affairs;
  - (c) the Director is absent without the consent of the Board for three (3) consecutive meetings of the Directors held during a continuous period of six months;
  - (d) if the Director becomes prohibited from being a Director by reason of an order made under the Corporations Act.

## Code of Conduct

- 8.25 The Directors must adopt a code of conduct for Directors and periodically review the code of conduct in light of the general principles of good corporate governance.

## **9 DIRECTORS' REMUNERATION**

Subject to [rules 6.2](#), [6.4](#) and [6.5](#), the Directors are not entitled to any fees for their services as Directors.

## **10 POWERS OF DIRECTORS**

- 10.1 The Directors may exercise all those powers of the Company as are not, by the Corporations Act or by this document, required to be exercised by the Voting Members in general meeting or otherwise. The Directors are responsible for the approval and adoption of policies and procedures which are reasonably required by the Company to give effect to this Constitution.

## Public Statements

- 10.2 The Board may by regulation or resolution authorise a person (or persons) to make public statements on behalf of the Company.
- 10.3 No person may make any public statement on behalf of the Company unless authorised by the Board.

## **11 PROCEEDINGS OF DIRECTORS**

### **Convening of Directors' Meetings**

- 11.1 A Director may at any time, and a Secretary must on the requisition of a Director, convene a meeting of the Directors.
- 11.2 Meetings of the Directors must be held at least six (6) times each year.

### **Notice of Directors' Meetings**

- 11.3 Notice of each meeting of the Directors must be given to each Director at least 24 hours before the meeting or at another time determined by resolution of the Directors.
- 11.4 Despite the requirement in [rule 11.3](#), the Board may waive in writing the required period of notice for a particular meeting and it is not necessary to give a notice of a meeting of Directors to a Director who is out of Australia or who has been given leave of absence.

### **Mode of Meeting for Directors**

- 11.5 A Directors' meeting may be called or held using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw their consent within a reasonable period before the meeting. The Directors may otherwise regulate their meetings as they think fit.

### **Quorum at Directors' Meetings**

- 11.6 At a meeting of Directors, the number of Directors whose presence is necessary to constitute a quorum is a majority of the number of Directors.
- 11.7 If the number of Directors is reduced below five, the continuing Director or Directors may only act to appoint additional Directors to the number necessary for a total of the minimum number of Directors and any continuing Director shall convene a general meeting of the Company to be held as soon as is practicable.

### **Voting at Directors' Meetings**

- 11.8 Questions arising at a meeting of Directors must be decided by a majority of votes of Directors present and voting. A decision of the majority is for all purposes a decision of the Directors.

### **Appointment of Chairperson of Directors**

- 11.9 The Directors may elect a Director to chair their meetings and determine the period for which the person elected is to hold office.
- 11.10 If a chairperson has not been elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present may choose one of their numbers to chair the meeting.

### **Chairperson's Vote at Directors Meetings**

- 11.11 The chairperson does not have a casting vote at meetings of Directors.

### **Participation Where Directors Interested**

- 11.12 A Director may be present and may vote on a matter before the Board if and to the extent that they are permitted to do so under the Corporations Act.
- (a) Where a Director declares a material personal interest or in the event of a related party transaction, that Director must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Directors.

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- (b) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Directors or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (c) If there are not enough Directors to form a quorum as a result of a Director having an interest which disqualifies them from voting then one or more of the Directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Company and the general meeting may pass a resolution to deal with the matter. For the avoidance of doubt, the fact that a Director abstains for any reason does not affect the quorum of a meeting other than in circumstances where the Director informs the remaining Directors that he is leaving the meeting of Directors and will take no further part in it.

11.13 The Secretary shall maintain a register of declared interests. For the avoidance of doubt, any declared interests include material personal interests, related party transactions, interests which disqualify a person from voting, and any other interests which would be reasonably regarded as being a conflict of interest.

### **Delegation of Powers to Committee**

11.14 The Directors may delegate any of their powers to committees consisting of Directors or other persons as they think fit to act in Australia or elsewhere.

11.15 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.

11.16 In the exercise of any powers delegated to it, a committee formed by the Directors must conform to the directions of the Directors.

### **Proceedings of Committees**

11.17 Except as provided in a direction of the Directors, the meetings and proceedings of a committee formed by the Directors must be governed by the provisions of this document, in so far as they are applicable, as if meetings and proceedings of the committee are meetings and proceedings of the Directors.

### **Validity of Acts of Directors**

11.18 All acts done by a meeting of the Directors or of a committee of Directors or by a person acting as a Director are valid even if it is later discovered that there is a defect in the appointment of a person to be a Director or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

### **Minutes**

11.19 The Directors must cause minutes of all proceedings of general meetings, of meetings of the Directors and of committees formed by the Directors to be entered, within one month after the relevant meeting is held, in books kept for the purpose. Voting Members are entitled to inspect those books as of right.

11.20 The Directors must cause all minutes, except resolutions in writing treated as determinations of the Directors, to be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

### **Resolution in Writing**

11.21 A resolution in writing signed by all Directors, excluding Directors who have been given leave of absence, is to be treated as a determination of the Directors passed at a meeting of the Directors duly convened and held.

### **Form of Resolution in Writing**

11.22 A resolution in writing may consist of several documents in like form, each signed by one or more Directors and if so signed it takes effect on the latest date on which a Director signs one of the documents.

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11.23 In relation to a resolution in writing a document generated by electronic means which purports to be a facsimile or email of a resolution of Directors is to be treated as a resolution in writing and a document bearing a facsimile of a signature or including in an email is to be treated as signed.

## 12 CHIEF EXECUTIVE OFFICER

### Appointment of CEO

12.1 The Directors must appoint a CEO.

### Powers, Duties and Authorities of CEO

12.2 The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated by the Directors.

12.3 The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.

### Suspension and Removal of CEO

12.4 Subject to the terms and conditions of the appointment, the Directors may suspend or remove the CEO from that office. Upon leaving their position (for any reason whatsoever), the CEO is ineligible to become a Director of the Company, whether appointed or elected, for a period of three (3) years after leaving their position.

### Delegation by Directors to CEO

12.5 The Directors may delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Company. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Company;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Company; and
- (e) exercise any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

### CEO to Attend Meetings

12.6 The CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Company, all meetings of the Directors and any Committees and may speak on any matter, but does not have a vote.

## 13 SECRETARY

13.1 The Directors must appoint a Secretary and may at any time terminate the appointment. The Directors may determine the terms and conditions of appointment of the Secretary. The Secretary may carry out any act or deed required by this document, the Corporations Act or by any other statute to be carried out by the Secretary of the Company.

## **14 COMMITTEES**

14.1 The Board is to appoint a Nominations Committee and an Audit and Risk Committee and any other committee the Board considers appropriate.

### **Nominations Committee**

14.2 The Board is to appoint a Nominations Committee consisting of at least three (3) people.

14.3 The Nominations Committee may be a combination of Board members and external appointments.

14.4 Any external appointment must be independent and not be directly involved in the management of the Company and have significant business and governance expertise.

### **Audit and Risk Committee**

14.5 The Board is to appoint an Audit and Risk Committee consisting of at least three (3) people who have business and financial experience.

14.6 The Audit and Risk Committee may be a combination of Board members and external appointments and, where possible at least one (1) appointee will hold the qualification of a Certified Public Accountant or a Chartered Accountant or its equivalent in the event of a renaming of those qualifications.

14.7 Where an external independent appointee is unavailable, advice may be sought by the Audit and Risk Committee from the appointed auditor.

## **15 INDEMNITY AND INSURANCE**

### **Indemnity**

15.1 Every officer and past officer of the Company will be indemnified by the Company, to the fullest extent permitted by law, against a liability incurred by that person as an officer of the Company or a subsidiary of the Company, including without limitation legal costs and expenses incurred in defending an action.

### **Insurance Premiums**

15.2 The Company may pay the premium on a contract insuring a person who is or has been an officer of the Company to the fullest extent permitted by law.

## **16 SEALS AND EXECUTION OF DOCUMENTS**

### **Custody of Seal**

16.1 If the Company has one, the Directors must provide for the safe custody of the Seal.

### **Execution of Documents**

16.2 The Company may execute a document by affixing the Seal (if there is one) to the document where the fixing of the Seal is witnessed by any of the following:

- (a) by two Directors;
- (b) by a Director and the Secretary;
- (c) by a Director and some other person appointed by the Directors for the purpose.

16.3 The Company may execute a document without the use of a seal if the document is signed by either of the following:

- (a) by two Directors;
- (b) by a Director and a Secretary.

### **Official Seals**

16.4 The Company may have for use in place of the Seal outside the jurisdiction where the Seal is kept one or more official seals, to be used in accordance with procedures approved by the Directors.

## **17 GIFT FUND REQUIREMENTS**

### **Company to Maintain a Gift Fund**

17.1 The Company must maintain a Gift Fund in accordance with this rule for so long as it seeks or has obtained endorsement as a Deductible Gift Recipient (DGR) within the meaning of section 30-227 of the Income Tax Assessment Act 1997 (the ITAA) from the Australian Taxation Office, or the Company is named as a DGR in the ITAA.

### **Rules Applying to the Gift Fund**

17.2 The following rules apply to any Gift Fund established and maintained by the Company:

- (a) The Gift Fund must have a name.
- (b) The Company must maintain sufficient documents to provide evidence of the Gift Fund's purpose and operations.
- (c) The Company must maintain a separate bank account for the Gift Fund.
- (d) The following must be credited to the Gift Fund:
  - (i) all gifts of money or property to the Company for all or any of the Objects of the Company specified in [rule 2](#); and
  - (ii) all money or property received by the Company because of those gifts.
- (e) No other money or property may be credited to the Gift Fund.
- (f) The Company must not use any gifts, money or property of the kind referred to in [rule \(d\)](#) outside of the Objects of the Company.

### **Winding Up of Gift Fund**

17.3 If the Gift Fund is wound up or the Company ceases to be a DGR for any reason, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it must be transferred to a fund, authority or institution to which income tax deductible gifts can be made. For the avoidance of doubt, if a Gift Fund operated by the Company is wound up but the Company remains a DGR and operates any other gift fund in accordance with this rule, any surplus assets of the Gift Fund that is being wound up may be transferred to any other gift fund operated by the Company.

## **18 SURPLUS ASSETS ON WINDING UP OR DISSOLUTION**

18.1 Subject always to [rule 17.3](#), upon the winding up or dissolution of the Company, any remaining property after satisfaction of all debts and liabilities, will not be paid to or distributed among the Voting Members, but will be given or transferred to some other institution or company which satisfies both of the following requirements:

- (a) it has objects similar to the Objects of the Company; and
- (b) its constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of [rule 6](#).

18.2 The institution or company to which any remaining property is to be given or transferred shall be determined by the Voting Members at or before the time of winding up or dissolution of the Company and, in default of

any determination, by such Federal, State or Territory court which has jurisdiction to deal with the winding up of the Company.

## **19 ACCOUNTS, AUDIT AND RECORDS**

### **Accounts**

19.1 The Directors must cause proper accounting and other records to be kept in accordance with the Corporations Act. The Directors must distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) as required by the Corporations Act. The required financial reports will be distributed to Members on an annual basis.

### **Audit**

19.2 A registered company auditor must be appointed. The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Corporations Act.

### **Rights of Inspection**

19.3 Subject to the Corporations Act and this rule, the Directors 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 open to the inspection of Voting Members and Directors, and a Member other than a Voting Member and 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. Subject to the Corporations Act, the Voting Members and Directors have the right to inspect the accounting records of other documents of the Company upon reasonable request twice per calendar year. Any such reasonable request shall not be refused.

## **20 NOTICES**

### **Persons Authorised to Give Notices**

20.1 A notice by either the Company or a Member in connection with this document may be given on behalf of the Company or Member by a solicitor, director or secretary of the Company or Member.

20.2 The signature of a person on a notice given by the Company or by a Director may be written, printed or stamped.

### **Method of Giving Notices**

20.3 In addition to the method for giving notices permitted by statute, a notice by the Company or a Member in connection with this document may be given to the addressee by any of the following means:

- (a) by delivering it to a street address of the addressee;
- (b) by sending it by prepaid ordinary post (airmail if outside Australia) to a street or postal address of the addressee; or
- (c) by sending it by facsimile or e-mail to the facsimile number or e-mail address of the addressee.

### **Addresses for Giving Notices to Members**

20.4 The street address or postal address of a Member is the street or postal address of the Member shown in the Register.

20.5 The facsimile number or email address of a Member is the number which the Member may specify by written notice to the Company as the facsimile number or email address to which notices may be sent to the Member.

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## **Address for Giving Notices to the Company**

- 20.6 The street and postal address of the Company is the Office.
- 20.7 The facsimile number or email address of the Company is the number which the Company may specify by written notice to the Members as the facsimile number or email address to which notices may be sent to the Company.

## **Time Notice of Meeting is Given**

- 20.8 A notice of meeting given in accordance with this document is to be taken as given, served and received at the following times:
- (a) if delivered in writing to the street address of the addressee, at the time of delivery;
  - (b) if it is sent by post to the street or postal address of the addressee, on the business day after posting; or
  - (c) if sent by facsimile or email to the facsimile number or email address of the addressee, at the time transmission is completed.

## **Time Other Notices are Given**

- 20.9 Any other notice given in accordance with this document is to be taken as given, served and received at the following times:
- (a) If delivered in writing to the street address of the addressee, at the time of delivery.
  - (b) If it is sent by post to the street or postal address of the addressee, on the business day after posting.
  - (c) If sent by facsimile or e-mail to the facsimile number or e-mail address of the addressee, at the time of transmission.

## **Persons Entitled to Notice of Meeting**

- 20.10 Notice of every general meeting must be given by a method authorised by this document to all of the following persons:
- (a) every Voting Member and every Honorary Life Member;
  - (b) every Director; and
  - (c) the auditor for the time being of the Company, if any.
- 20.11 No other person is entitled to receive notices of general meetings.

## **21 DEFINITIONS AND INTERPRETATION**

### **Definitions**

- 21.1 In this document the following definitions apply:

**Annual** has the same meaning as year.

**Appointed Director** means a Director appointed under [rule 8.11](#).

**Associate Member** means a Riding for the Disabled Association Centre admitted to the Company as an Associate Member under [rule 3.8](#).

**Board** means the board of Directors of the Company.

**Centres** means the Riding for the Disabled centres, branches, and groups of the Member States, whether incorporated or not.

**Chairperson** means the person elected as the chair of the Company by the Directors under [rule 7.19](#).

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**Company** means Riding for the Disabled Association of Australia Ltd. ACN 116 408 587.

**Constitution** means this document and all policies and procedures that are reasonably required by the Company to be implemented to give effect to this Constitution, which documents are on the Company's website from time to time.

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

**Delegate** means a person nominated from time to time by a Member State to act for and on behalf of that Member State and represent the Member State at general meetings or otherwise.

**Director** means a director of the Company and includes Elected Directors and Appointed Directors.

**Elected Director** means a Director elected under [rule 8.7](#).

**Honorary Life Member** means an individual admitted to the Company as an honorary life member under [rule 3.11](#).

**Individual Member** means a person admitted to the Company as an individual member under [rule 3.10](#), including but not limited to individual riders attending the Centres in various States across Australia.

**Member** means any organisation or person whose name is entered in the Register as a member of the Company.

**Member State** means a State entity admitted to the Company as a Member State under [rules 3.3 to 3.7](#) inclusive.

**Objects** means the objects listed in [rule 2.1](#) of this Constitution.

**Office** means the registered office of the Company.

**Office Holder** means an officer who holds office in that entity as a staff member or Board member whether on a paid or unpaid basis.

**Officer** means any person who holds office in that entity whether on a paid or unpaid basis including, but not restricted to Director, Chief Executive Officer, Secretary, or Board sub-committee member.

**Policy** means a policy made in accordance with [rule 5.16](#).

**Register** means the register of Members kept by the Company under the *Corporations Act 2001*.

**Riding for the Disabled** means the activities undertaken by the Company and its Members in furtherance of the Objects and in particular [rule \(a\)](#).

**Seal** means, if the Company has one, the common seal of the Company.

**Secretary** means a person appointed to perform the duties of a secretary of the Company.

**Show of hands** means the raising of the hand by voting members physically at the meeting and an affirmative action such as the word "Yes" or an SMS message sent to the Chairperson of the meeting by those voting members in attendance via technological means such as a teleconference.

**State** means a State of Australia and includes the Territories of Australia.

**Term** means a period of three years where a year is the period between annual general meetings, unless specified in any appointment or nomination documentation or elsewhere in this Constitution.

**Voting Member** means the Member State referred to in [rule 3.2\(a\)](#) recognised by the Company as the only official representative of and controlling body for Riding for the Disabled in a State of Australia. If an Associate

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Member is recognised by the Company for the purposes of [rule 3.8](#) then, if the context allows, that Associate Member will be recognised as able to vote subject to [rule 3.9](#).

**Year** means a period of 12 month which commences on 1 July in any year provided however that that period can commence where there is a contrary definition in this Constitution (such as in the definition of "Term") or where a different period of time is determined for payments such as rider registration fees, insurance or subscription fees.

## **Interpretation**

21.2 In this document, 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, in either case whether before, on or after the date of this document.
- (b) A reference to any agreement or document is to that agreement or document as amended, novated, supplemented or replaced from time to time.
- (c) A reference to a rule, part, schedule or attachment is a reference to a rule, 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, and a reference to any gender denotes the other genders.
- (f) An expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or public authority.
- (g) A reference to dollars or \$ means Australian dollars.
- (h) A reference to the word 'include' or 'including' are to be construed without limitation.
- (i) A reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form, including messages sent by electronic mail.
- (j) A reference to a time of day means that time of day in the place where the Office is located.
- (k) Reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in the place where the Office is located.
- (l) Where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day.
- (m) A term of this document which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

## **References to the Document**

21.3 A reference to this document, where amended, means this document as so amended.

## **Replaceable Rules**

21.4 Each of the provisions of the Corporations Act which would but for this rule apply to the Company as a replaceable rule within the meaning of the Corporations Act are displaced and do not apply to the Company.

## **Exercise of Powers**

21.5 Except as specifically contemplated to the contrary in this document, the Company may, in any manner permitted by the Corporations Act exercise any power take any action or engage in any conduct or procedure

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which under the Corporations Act a company limited by guarantee may exercise, take or engage in if authorised by its Constitution.