

CONSTITUTION OF DISABILITY RECREATION AND SPORTS SA

(Amended as at September 2013)

1. **NAME**

The name of the Association shall be “Disability Recreation and Sports SA” (hereinafter called “the Association”).

2. **OBJECTS**

The objects of the Association shall be:

- (a) To provide and promote sporting, recreational, rehabilitative and social opportunities for people of all ages who have a disability.
- (b) To actively pursue the objects of the Association by whatsoever means possible and without limiting or detracting from the foregoing with emphasis on sport, recreation, rehabilitation and social opportunities.
- (c) To establish and maintain liaison with Government or semi-Government Departments, private Organisations, associations, corporations or other groups or individuals in Australia and overseas in relation to all matters within the objects of the Association and with particular emphasis upon research development and training in the area of sport, recreation and rehabilitation.
- (d) To conduct, encourage, promote and co-ordinate either alone or jointly with others all and any sporting, recreational, rehabilitative or social activities.
- (e) To promote encourage and organise the attendance at and participation in intrastate, interstate, national and international competitions by members of the Association.
- (f) To provide and maintain such facilities and equipment as may be required to assist in the participation, and training for sporting, recreational, rehabilitative and social activities.
- (g) To promote and assist the training and rehabilitation of persons with a disability.
- (h) To promote and assist in the design, manufacture and development of any object, instrument, preparation or other substance whatsoever intended for or adaptable to the use, treatment or benefit of persons with a physical (locomotor) disability or difficulty or such other persons with a disability as may be determined by the Board from time to time.
- (i) To raise funds by whatever means available and either alone or jointly and to use or apply the same in furtherance of all or any of the objects of the Association.
- (j) To accept or refuse to accept any bequest, gift, subscription, donation, endowment or grant offered, given or granted to the Association and whether subject to any condition or trust or not and to use or apply the same in furtherance of all or any of the objects of the Association.

- (k) To establish and grant for the benefit of members of the Association loans, grants, bursaries or scholarships to be used and applied in the furtherance of all or any of the objects of Association.
- (l) To promote and encourage public interest in and knowledge of the abilities, limitations, achievements and needs of persons with a disability or difficulty with a disability and such other persons with a disability as may be determined by the Board from time to time in the areas of sport, recreation, rehabilitation and social involvement.
- (m) To print or publish any newspaper, newsletter, leaflet or periodical designed to promote the objects of the Association.
- (n) To encourage and maintain the close liaison and special relationship of this Association with the Paraplegic and Quadriplegic Association of South Australia Incorporated.
- (o) To establish and maintain affiliation with any sporting recreational or rehabilitative bodies whether in Australia or overseas.
- (p) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

3. **POWERS**

- (a) To purchase rent take or lease or in exchange hire or otherwise acquire construct provide make hold improve and maintain real and personal property of every description for the use and benefit of the Association or for the proper conduct and management of the affairs of the Association or for the attainment of any of its objects.
- (b) To borrow or raise money upon such terms and conditions and upon such securities if any as may from time to time be determined by the Board.
- (c) To invest and deal with the moneys of the Association not immediately required in such manner as may from time to time be determined by the Board.
- (d) To expand in the furtherance of all or any of the objects of the Association such sum or sums as the Board may from time to time determine.
- (e) To sell assign transfer exchange mortgage lease or grant options in respect of let hire dispose of or turn to account all or any part of the real or personal property of the Association or any estate of interest therein upon such terms and conditions if any as may from time to time be determined by the Board.
- (f) To hold accept and stand possessed of all funds and property both real and personal which shall have been received collected donated or otherwise acquired in the name of or on behalf of or by the Association.
- (g) To do all such other acts or things as may be necessary for the attainment of all or any of the objects of the Association.

4. **MEMBERSHIP**

- (a) Any person shall be eligible to apply for membership of the Association.
- (b) There shall be Six categories of membership: (All memberships are subject to the Levy Subsidy and travel scheme were applicable)
 - (i) Full Membership
 - (ii) Associate Membership
 - (iii) Family Membership
 - (iv) Junior Membership
 - (v) Life Membership
 - (vi) Honorary Membership
- (c) Every **Full member** of the Association who is financial shall be eligible to hold office and to fully participate in the activities of the Association and shall be entitled to vote at any General Meeting of members.
- (d) Any person interested in the aims and objectives of the Association may apply to become an Associate member. An Associate member shall not be eligible to hold any office within the Association to participate in the sporting or rehabilitative activities of the Association, or be entitled to vote. An Associate member who is financial shall however be eligible for appointment or secondment to any committee or sub-committee by the Board and shall within such committee or sub-committee be eligible to hold office and to vote on that committee or sub committee.
- (e) A Family membership shall consist of 1 or 2 adults and their dependent children, or an adult couple living at the same address. The family member shall nominate, at the time of joining the Association, one of the adults to be the representative of the family membership. A Family member shall, provided that such member has paid the subscription due as specified in this constitution, through its nominated representative be eligible to hold office in the Association and be entitled to vote at any General Meeting of members. All persons covered by the Family membership shall be entitled to participate in the Associations events and activities. However, for certain events and activities the board may limit the amount of financial support to the persons with a disability.
- (f) Any member who will be under the age of eighteen years at the 31st day of December shall for the whole of the then current financial year be designated a Junior Member. A Junior Member who is financial shall be eligible to fully participate in the activities of the Association but shall not be eligible to hold office or be entitled to vote at any General Meeting of members. A Junior Member who is financial shall however be eligible for appointment or secondment to any Committee or sub-Committee by the Board and shall within such committee or sub-Committee be eligible to hold office and to vote on that committee or sub committee.
- (g) Any member of the Association shall be eligible for appointment as a Life Member. The nomination of any member as a Life Member shall only be made by the Board and shall be determined by a majority of those present and voting at a General Meeting of members. Any member may recommend to the Board in writing that another member of the Association be nominated for Life Membership. A Life Member shall be eligible to hold office in the Association and entitled to vote and to fully participate in all activities of the Association. It is recommended that Life

Membership should only be considered after 15 years of good and faithful service except under extraordinary circumstances.

- (h) The Board may grant Honorary Membership for a period of twelve months to any person or persons that it considers to have given meritorious service to the Association. An Honorary Member shall be eligible for re-appointment. An Honorary Member shall not be eligible to hold any office within the Association or be entitled to vote, but may be entitled to participate in the sporting, rehabilitative, recreational or social activities of the Association. An Honorary Member shall however be eligible for appointment or secondment to any committee or sub-committee by the Board and shall within such committee or sub-committee be eligible to hold office and to vote on that committee or sub committee.
- (i) Every Full Member, Associate Member, Family Membership and Junior Member of the Association shall be required to pay an annual subscription at such rate as may be determined from time to time by the Board. The financial year shall be the twelve calendar month period from 1st July to 30th June. An Ordinary Member, Associate Member and Junior Member shall in each financial year be deemed to be financial until 30th September.

If the annual subscription is not paid by a member on or before 30th September in any financial year, membership shall be automatically terminated and all rights of membership and entitlement to participate in Association functions or sporting events and to use Association equipment will forthwith cease.

No form of notification of termination of membership will be required but the Board may in its absolute discretion direct an Officer of the Association, a member of the Board or an authorised Officer of the Association, to give to the former member notice of termination and an invitation to re-apply for membership.

- (i) Application for membership of the Association shall be made in such manner or form as is determined from time to time by the Board who may accept or reject any application and shall not be required to assign any reason therefore.
- (j) Any person accepted for membership shall by reason of his application be deemed to have agreed to abide by and be bound by the Constitution and Rules of the Association as may be varied from time to time during the term of their membership.
- (k) The Board may terminate or suspend the membership of any member of the Association who has in the opinion of the Board acted in a manner contrary to these Rules or has behaved in a manner prejudicial to the best interest of the Association. Where any such action is contemplated by the Board, the member in question shall by notice in writing be given the opportunity to attend before the Board and be heard in defence. Such notice shall in general terms inform the member of what is alleged against him/her and be served at least seven days prior to the meeting of the Board at which such action is to be considered. The membership of any member of the Association shall not be terminated or suspended unless so decided by a majority of two-thirds of those members of the Board present and voting. The Board shall give written notification of its decision to the member in question, but shall not be required to give reasons therefore.

- (l) Any person whose membership has been terminated or suspended shall have the right to appeal to a General Meeting of members of the Association such appeal to be instituted by notice in writing addressed to the Secretary and delivered to the registered office of the Association within fourteen (14) days of being served with notification of the decision of the Board. Upon the receipt of any such Notice of Appeal an authorised Officer of the Association shall call a special General Meeting within twenty one (21) days by notice to all members stating the purpose for which such meeting is being called.

5. **OFFICERS**

- (a) The Officers of the Association shall be:

- (i) President
- (ii) Vice-President

- (b) The Officers of the Association shall be elected for a term of two (2) years and subject to the occurrence of any extraordinary or casual vacancy, shall each hold office until the second Annual General Meeting next following their election but shall be eligible for re-election. Elections of Officers shall be held in such manner as shall nearly as possible result in only one half of the Officers retiring in any one year. A member may not be elected to more than one office of the Association.

- (c) **The President**

The President of the Association shall be an ex officio member of every committee and sub-committee of the Association and shall be entitled to act as Chairman of all meetings attended by him/her. He/she shall attend all General Meetings and all meetings of the Board and Executive except where otherwise excused. The Chairman of any meeting shall have a deliberative vote and in the event of an equality of votes shall in addition have a casting vote.

- (d) **Vice-President**

The Vice-President of the Association shall attend all General Meetings and all meetings of the Board and the Executive except where otherwise excused. He/she shall not however be an ex officio member of every committee or sub-committee of the Association. He/she shall in the absence of or at the request of the president take the chair at any General Meeting of members, meeting of the Board or meeting of the Executive. In addition the Vice-President shall at the direction of the President attend and take the chair at any meeting of a committee or sub-committee of the Association.

In the absence of both the President and the Vice-President from any meeting of the Association the members present shall elect one of their number to chair such meeting.

6. **MANAGEMENT**

- (a)
- (i) The Management of the Association shall be vested in a Board comprising the Officers of the Association together with a minimum of five (5) and a maximum of

seven (7) other members (which other members are hereinafter called “Board Members”). The Board Members shall be elected for a term of two (2) years and subject to the occurrence of any extraordinary or casual vacancies shall each hold office until the second Annual General Meeting next following their election but shall be eligible for re-election. Elections of Board Members shall be held in such manner as shall nearly as possible result in only one half of the Board Members retiring in any one year.

- (ii) Notwithstanding the foregoing, the Board shall have power to appoint from time to time a maximum of two additional Members whether or not such persons are eligible for election to office where in the opinion of the Board any such person has particular professional administrative managerial sporting or entrepreneurial skills experience or knowledge which may benefit or otherwise further the objects of the Association.
- (iii) No current employee of the Association shall be eligible for election as a Board Member.
- (iv) No former employee of the Association shall be eligible for election as a Board Member at either of the two Annual General meetings following the cessation of their employment from the Association.
- (b) The Board shall meet monthly and on such other occasions as may be directed by the President or as may be required by this Constitution.
- (c) The authorised Officer of the Association shall cause written notice of ordinary meetings of the Board to be forwarded to each Officer and Board Member at least seven (7) days prior to the date of such meeting.
- (d) The quorum for any meeting of the Board shall be not less than one half of its members from time to time.
- (e) The Board may declare vacant the office held by any Board Member or Officer of the Association who has been absent without leave of the Board from three consecutive meetings thereof and may in such event appoint any eligible member of the Association to fill such vacancy or any other extraordinary or casual vacancy which may otherwise occur and such appointee shall hold office for the balance of the unexpired term of the office to which he/she has been appointed and shall be eligible for re-election.
- (f) If at least one-third of the members from time to time of the Board shall sign a requisition calling for a meeting of the Board and stating the purpose of such meeting and shall deliver the same to the President or Executive Director of the Association then the recipient shall call a meeting of the Board to be held on a date not later than twenty one (21) days after receipt of such requisition.
- (g) The Board shall be empowered to make, vary, enforce and rescind by-laws and regulations governing, relating to, or arising out of any aspect of the Association’s business or activities.
- (h) The Board in the furtherance of all or any of the objects of the Association shall be empowered to employ and dismiss and engage and terminate such person or persons and upon and subject to such terms and conditions as it may determine from time to time.

- (i) The Board shall have power to establish create or appoint any other committee or sub-committee in such manner and for such purposes as it deems fit and shall have power to appoint accept or co-opt as members of such committees or sub-committees any person whether a member of the Association or not provided that a non-member of the Association, other than an employee and/or staff member, shall not be so appointed accepted or co-opted unless the Board is of opinion that his/her presence on the particular committee of sub-committee is in the best interest of the Association or is in furtherance of the objects of the Association.
- (j) The Board may delegate any of its powers and authority to any committee and authority to any committee sub-committee officer employee staff member or member but despite such delegation shall remain ultimately responsible to the members of the Association for the control use and safe keeping of the property of the Association.
- (k) The Board or the person or body to whom it may have delegated such authority shall be entitled to refuse to allow any member of the Association to participate in any sport or in any particular sporting activity organised by or on behalf of the Association unless he/she shall have previously achieved such fitness levels or training levels or other standards as may be determined from time to time.

7. **EXECUTIVE**

- (a) The Executive of the Association shall consist of the President, Vice-President and three others elected by the Members of the Board from amongst their own number as soon as practicable following the Annual General Meeting of the Association each year.
- (b) Between meetings of the Board the management of the Association shall be vested in the Executive.
- (c) The Executive shall meet at such regular intervals as it may from time to time determine and shall meet at any other time as may be requested by any member of the Executive.
- (d) No motion before the Executive shall be carried unless supported by four of its five members.
- (e) A quorum for any meeting of the Executive shall be four.
- (f) The Executive shall be empowered to determine any matter before it by means of a ballot of its members conducted by telephone or email such ballot to be conducted by an authorised Officer and to be recorded and minuted by him/her
- (g) Between meetings of the Board the Executive shall have the full power of the Board but shall be required to report full details of its activities and decisions to each meeting of the Board. The Board shall have power to rescind any decision of the Executive within fourteen days of receiving a report in relation to the same.

8. **GENERAL MEETINGS**

- (a) The Annual General Meeting of the Association shall be held no later than the 30th day of November in each year at such place and commencing at such time as may be determined by the Board.
- (b) The Annual General Meeting shall conduct the following business:
 - (i) Receive the President's and CEOs report.
 - (ii) Receive the Auditor's report and audited statement of income and expenditure.
 - (iii) To elect such Officers of the Association and Board Members as may be required to fill the vacancies created upon the resignation of the Officers and Board Members whose terms of office expire as at that Annual General Meeting.
 - (iv) Transact any other business of which proper notice has been given and the nature of which is set down in the agenda.
- (c) An authorised Officer of the Association shall cause written notice of the Annual General Meeting and a copy of the Agenda to be served on each member of the Association at least twenty one days prior to the date on which it is to be held.
- (d) A Special General Meeting of the Association shall be held whenever called for by the President of the Association of his/her own motion, by the President or authorised Officer following receipt of a written requisition signed by at least one third of the members of the Board and stating the purpose for which the Special General Meeting is to be called, and by the President or authorised Officer upon receipt of a written requisition signed by not less than one third of the total number of Ordinary and Life Members of the Association from time to time, or ten such members whichever shall be the lesser figure which requisition shall state the purpose for which the meeting is to be called.
- (e) A Special General Meeting shall also be held to determine any appeal of which proper notice has been given by a person whose membership of the Association has been terminated or suspended.
- (f) Where a Special General Meeting is requisitioned in accordance with this constitution then the relevant Officer shall be required to cause such a meeting to be called upon at least seven days written notice to all members of the Association and to be held within twenty one days of receipt of such requisition.
- (g) Where following service of a requisition or Notice of Appeal the relevant Officer has not caused a notice of the Special General Meeting to be sent out within twenty one days then the appellant or any one or more of the requisitioners may give notice of that meeting.
- (h) Any notice of a Special General Meeting sent to members of the Association shall set out the nature of the business to be conducted thereat.
- (i) The quorum for any General Meeting of members shall be two thirds of the total number of Ordinary and Life Members of the Association or twenty such members whichever shall be the lesser figure.

- (j) All matters to be determined at any General Meeting of the Association shall be decided by a show of hands but a secret ballot shall be held if requested by a least four members present and entitled to vote.
- (k) No member of the Association shall be entitled to vote by proxy at any meeting of whatsoever kind.

9. **REGISTERED OFFICE**

The Registered office of the Association shall be situated at 314 South Road, Richmond or as may otherwise be determined by the Board from time to time.

10. **REGISTER OF MEMBERS**

- (a) There shall be a Register of Members kept by or at the direction of an authorised Officer of the Association and containing the full name, address, category of membership and financial status of each member of the Association.
- (b) Every notice required to be served on a member of the Association shall be deemed to have been served on the next day following posting the same by ordinary prepared post addressed to the last known address of the member recorded in the Register of members.
- (c) Any notice to be served by a member on the Association or any Officer thereof shall be served by prepaid certified mail addressed to the registered officer for the time being of the Association or to the relevant Officer at his/her address contained in the Register of Members.

11. **CHIEF EXECUTIVE OFFICER (CEO)**

- (a) The Board may employ or engage a CEO upon such terms and conditions as it may deem fit. The CEO shall carry out such duties as he/she may be directed by the Board or Executive.
- (b) In addition he/she shall carry out any specific tasks or duties that may be delegated to him/her by the Auditor or an Officer of the Association.
- (c) He/she shall be responsible for liaison with Federal and State Departments, organisations and other bodies as well as the media and public, private and other interest groups.
- (d) He/she shall be responsible for the day to day administration of the Association Office and staff.
- (e) He/she shall be responsible for the taking of Minutes of the Board and Executive Committee, conduct such correspondence as is directed or required, and the keeping and filing of all Minutes, incoming and outgoing correspondence and all relevant documentation. He/she shall cause notice to be given of all meetings hearings or other matters as is required by these Rules or as directed from time to time.

- (f) He/she shall cause a Register of Members to be maintained and shall ensure that the Register of Members is properly updated and maintained at the Association Office.
- (g) He/she shall cause members of any committees or sub-committees of the Association to be notified of their appointment and their duties.
- (h) He/she shall take charge of and be responsible for the Common Seal of the Association and such other property as may be directed.
- (i) He/she shall be responsible for the conduct of any telephone ballot of the Executive as may be authorised or required.
- (j) He/she shall ensure that the Register of Members is properly updated and maintained at the Association Office. He/she shall be required to attend all General Meetings and all meetings of the Board and the Executive except where otherwise excused and to make such reports and give such advice and recommendations as he/she may be directed or required. He/she shall not be entitled to vote at any meeting of the Board or the Executive. He/she shall be eligible for appointment or secondment to any committee or sub-committee and shall within such committee or sub-committee be eligible to hold office and to vote.
- (k) He/she shall carry out all such duties and do all such things generally as he/she may be directed by the Board or Executive.
- (l) He/she shall be the Public Officer of the Association and as such sign all official documents as authorised or required.

12. **AUDITORS**

The books of account of the Association shall be audited each year by a qualified Accountant appointed at the Annual General Meeting. He/she may attend meetings of the Board to present Financial Reports. An Auditor shall only be removed by Resolution of the Association by simple majority at a General Meeting of which special notice has been given.

13 **ALTERATION OF RULES**

- (a) The Constitution and Rules of the Association shall only be added to, varied or repealed by decision of a two thirds majority of those members (being entitled to vote present and voting at a General Meeting of members.
- (b) Should any dispute arise between the Association, the Board, the Executive, a committee of sub-committee and/or any member as to the correct interpretation of the Constitution or any regulations or by-laws made thereunder such dispute shall be determined once and for all by the decision of the Board.

14. **SEAL**

There shall be a Common Seal of the Association the safe keeping of which shall be the responsibility of the CEO.

The Seal shall only be affixed to any document by authority of the Board or the Executive. The Public Officer of the Association from time to time, or in his/her absence the President and any other member appointed by the Board from amongst its own number shall countersign every document to which the Seal is affixed.

15. **INDEMNITY**

The Associations Board, Advisory Board, other Committee members, employees and every official for the Association shall be indemnified by the Association against all costs, damages, losses and expenses which such officials may incur by reason of any act done, bona fide, by such officials in the discharge of their duty, relating to the affairs of the Association and within the scope of their authority, except where such losses, costs and expenses are brought about by their own dishonesty or culpable negligence.

16. **WINDING UP**

- (a) The Association shall be wound up if a resolution to that effect is carried by a majority of three quarters of those members entitled to vote and present and voting at a General Meeting of members called to consider that question.
- (b) Upon the winding up of the Association the net property and other assets shall be given/transferred to/disposed of in such manner as may be determined by a simple majority of those members entitled to vote and present and voting at that General Meeting but provided that such assets are disposed of in accordance with the objects of the Association and in favour of an organisation group or fund approved by the Commissioner of Taxation for the purposes of Sub division 30 (B) of the Income Tax Assessment Act 1997.
- (c) No member other than an employee of the Association shall, except for professional services rendered or out of pocket expenses properly incurred in respect of the business of the Association, receive from the Association any monetary gain or reward whether by way of salary, fees honorarium or otherwise.

17. **DEFINITIONS**

Where the context so requires or admits words in the masculine gender shall include the female and neuter genders and words in the singular number shall include the plural and vice versa.

18 **TRANSITION**

- (a) The Board is empowered to do all such things as may be required to enable the incorporation of the Association under the provisions of the Associations Incorporation Act 1985.
- (b) If necessary or desirable to achieve the intention stated in Rules 5 (b) and 6 (a) that as nearly as may be possible only one half of the Officers and one half of the Board Members shall retire in any one year it shall be permissible for the Board from time to time to nominate or determine that any one or more office or vacancy on the Board shall have a term of one year only in which event it shall cause such nomination or determination to be published either at the time of or before calling for nominations for any such office. Nothing herein contained shall limit or detract from the overriding intention that in ordinary circumstances each election of Officers and Board Members shall be for a term of two (2) years.