
**AUSTRALIAN SPORT AND RECREATION ASSOCIATION FOR PERSONS WITH INTEGRATION
DIFFICULTIES INCORPORATED**

Registration Number A11051

STATEMENT OF RULES

1. NAME

The name of the incorporated Association is the ***Australian Sport and Recreation Association for Persons with Integration Difficulties Incorporated - AUSRAPID Inc.*** and hereinafter called “the Association”.

2. INTERPRETATION

- 2.1** In these Rules unless the contrary intention appears:
‘Board’ means the Board of Directors of the Association elected in accordance with these Rules.
‘Members’ means the voting and non voting members of the Association.
‘Financial year’ means the year ending 30th June.
‘The Act’ means the Associations Incorporation Act 1985 (SA).
‘The Regulations’ means regulations under the Act.
‘Special Resolution’ means a special resolution defined in the Act.
- 2.2** In these Rules, a reference to “the appropriate person as designated by the Board” is a reference.
- 2.2.1** Where a person holds office under these Rules as an executive member of the Association – to that person; and
- 2.2.2** In any other case, to the Public Officer of the Association

3. OBJECTS

The objects of the Association shall be to:

- 3.1** Support and promote the inclusion of people with intellectual and other disabilities into sporting, recreational and other programs, organisations and opportunities.
- 3.2** Do all such other things as may be incidental to the attainment of such objects.

4. POWERS OF THE ASSOCIATION

The Association shall have all the powers conferred by section 23A of the Act – Associations Incorporations Act 1985.

5. MEMBERSHIP

- 5.1 Types**
The membership of the Association shall consist of the following classes of members:
- a. Ordinary**
Ordinary members shall consist of an association from each of the State/Territories of Australia representing sport and recreation for persons with integration difficulties and which supports the objects of the Association.
- In the event that no association exists or meets the identified criteria in any State or Territory, the Association shall have the power to include any organisation deemed capable of representing the sport and recreational interests of persons with integration difficulties until such time as an association in that particular area is formed or identified.
- Any State/Territory body which supports the objects of the Association and agrees to be bound by its Rules can apply in writing for membership of the Association in accordance with Rule 5.2.

- b. Affiliate**
Affiliate members shall consist of organisations in sport and recreation for persons with a disability with a similar charter.
- Any similarly chartered organisation, which supports the objects of the Association and agrees to be bound by its Rules' can apply in writing for membership of the Association in accordance with Rule 5.2.
- c. Sponsor**
Sponsor Members shall consist of organisations and individuals having an interest in sport for persons with a disability and supporting such sporting activities by sponsorship.
- d. Honorary Life**
Honorary Life Membership of the Association may be conferred upon any individual, who has rendered outstanding service to the objects of the Association, provided that:
- i. Not more than two Honorary Life members shall be elected in any one year
 - ii. Notice to elect an Honorary Life member shall be given by not less than two members of the Association and shall be given to the appropriate person as designated by the Board not less than thirty (30) days prior to the date of the Annual General Meeting of the Association.
 - iii. The election of an Honorary Life member shall require the unanimous approval of members present and entitled to vote at an Annual General Meeting.
- e. Ex-Officio**
Appropriate persons as designated by the Board shall be Ex-Officio members of the Association.
- f. Other**
Such other category or categories of members as determined by the Board from time to time.

5.2 Application for Membership

- a. Applications for membership need to be made in writing and lodged with the appropriate person as designated by the Board.
- b. As soon as is practicable after the receipt of an application, the appropriate person as designated by the Board shall refer the application to the Board.
- c. Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or decline the application.
- d. If the Board approves the application for membership, the Board shall determine the appropriate category of membership and the appropriate person as designated by the Board shall, as soon as practicable, notify the applicant in writing that it is approved. If approved, membership shall commence on entry into register in accordance with Rule 5.2 (f)
- e. If the Board does not approve an application for membership, the person as designated by the Board shall, as soon as practicable, notify the applicant in writing that the application was not approved for membership. The Board is not required to give reasons for its decision.
- f. If the application for membership is approved, the person as designated by the Board shall enter the applicants name in the Register, and upon the name of the applicant being so entered, the applicant becomes a member. The person as designated by the Board shall also enter the category of Membership afforded to the member.

5.3 Subscriptions

- a. The subscription fee for membership shall be the sum as the members shall determine each year at the Annual General Meeting.
- b. Subscription fees shall be payable annually on July 1 or at such other time as the members shall determine.
- c. Any member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the Association, provided always that the Board may reinstate such a membership on such terms as it thinks fit.

5.4 Resignations

A member may resign from membership of the Association by giving written notice thereof to the Chief Executive Officer or Public Officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as debt due to the Association.

5.5 Expulsion of a member

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board, at which the matter will be determined.
- c. The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.5 (d) below), cease to be a member fourteen (14) days after the appropriate person has communicated the Board's determination to the member.
- d. It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Chief Executive Officer or Public Officer of the Association within fourteen (14) days after the determination of the Board has been communicated to the member.
- e. In the event of an appeal under 5.5 (d) above, the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association in General Meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Board is upheld.

5.6 Register of members

A register of members must be kept and contain:

- a. The name, address and category of membership afforded to each member;
- b. The date on which each member was admitted to the Association; and
- c. If applicable, the date of, and reason(s) for, termination or membership.

6. THE BOARD OF DIRECTORS

6.1 Powers and Duties

- a. The affairs of the Association shall be managed and controlled by the Board, which in addition to any powers and authorities conferred by these Rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these Rules required to be done by the Association in General Meeting.
- b. The Board has the management and control of the funds and other property of the Association.
- c. The Board shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent.

6.2 Number of Directors

6.2.1 There are to be no more than seven (7) Directors and no less than four (4) Directors comprised as follows:

- a. Up to five (5) Directors who, are to be elected in accordance with Rule 6.2.6 ("Elected Directors") one of whom is to be elected as President.
- b. Up to two (2) other Directors who, are to be appointed in accordance with Rule 6.2.2 ("Appointed Directors").
- c. Each of the Directors in accordance with Rule 6.2.1 (a) and Rule 6.2.1 (b) is entitled to one (1) vote on any question.

- 6.2.2** Appointed Directors
- a. The Elected Directors may by resolution appoint up to two other persons to be Directors (“Appointed Directors”)
 - b. An Appointed Director holds office for a term of one year from the date of appointment, but is eligible for re-appointment.
 - c. The Elected Directors may by resolution remove an Appointed Director at their absolute discretion.
- 6.2.3** Eligibility
- A person who is an employee of the Association, including the Chief Executive Officer, may not stand for or hold office as a Director.
- 6.2.4** Rotation of Directors
- a. At the first Annual General Meeting after the adoption of this constitution, two (2) of the existing Elected Directors of the Association must retire from office.
 - b. The remaining Elected Directors who did not retire at the Annual General Meeting following the adoption of the constitution must retire from office at the next Annual General Meeting.
 - c. The Elected Directors to retire at the first Annual General Meeting/s after the adoption of the constitution under paragraphs 6.2.4 (a) and 6.2.4 (b) shall be determined by lot, unless they otherwise unanimously agree among themselves.
 - d. Thereafter, all Elected Directors must retire at the second Annual General Meeting following their election.
 - e. Any Director who retires from office shall be eligible for re-election.
 - f. The President and Finance Director shall retire in alternate years.
- 6.2.5** Office held until end of meeting
- A retiring Director holds office until the end of the meeting at which that Director retires.
- 6.2.6** Election of Directors
- a. At a General Meeting
 - i. At which an Elected Director or a Director appointed under Rule 6.2.2 (a) retires; or
 - ii. At the commencement of which there is a vacancy in the office of an Elected Director,The Association may, by resolution, fill the vacancy by electing someone to that office.
 - b. Save where there exists only one nominee for election to the relevant office, an exhaustive vote by secret ballot shall be conducted in respect of any resolution to be considered under paragraph 6.2.6 (a).
 - c. If there is an equality of votes under the secret ballot conducted under paragraph 6.2.6 (b), a further vote on the resolution shall take place by secret ballot.
 - d. If there is an equality of votes under the resolution by secret ballot under paragraph 6.2.6(c), then the vote shall be deemed to have been lost and a casual vacancy created in the office of the relevant Director, including the President.
 - e. A Director elected under this Rule takes office at the end of the meeting at which he is elected.
 - f. If one of the Elected Directors to retire is the President the election to fill that office must be held before the election to fill the other vacancies.

6.2.7 Nomination for election

- a. A Member or a Director may nominate one or more persons for election as an Elected Director (including as President).
- b. A nomination must be in writing and signed by the nominator and nominee and must be delivered to the Association at least twenty-one (21) days in advance of the meeting at which the election is to be held.
- c. Nominations must be circulated to Members fourteen (14) days in advance of the meeting at which the election is to be held.

6.2.8 Casual Vacancy

- a. The Board may at any time appoint a person to be a Director to fill a casual vacancy in the office of an Elected Director, including the President.
- b. A Director appointed under this Rule holds office until the next Annual General Meeting of the Association at which time he must retire.
- c. Any Director elected at an Annual General Meeting to fill a casual vacancy in the office of an Elected Director (including where caused by the retirement of the Director appointed under this Rule 6.2.2) shall hold office only for the balance of the term of the Elected Director.

7. PROCEEDINGS OF BOARD

7.1 Board Meetings

- a. The Board may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- b. The Board shall meet on no less than six occasions throughout the year.
- c. The President shall be the chair of a Board meeting, or, in the President's absence, such Director as is agreed to by the Directors who are present at the meeting.

7.2 Meeting by Telephone or other Electronic Means

- a. The contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum constitutes a meeting of the Board.
- b. The Rules relating to meetings of the Board apply with the necessary changes, to meetings of the Board by telephone or other electronic means.
- c. A Director participating in a meeting by telephone or other electronic means is considered present in person at the meeting.
- d. A meeting by telephone or other electronic means is held at the place determined by the Chairperson of the meeting.
- e. At least one (1) of the Directors involved in a telephone or electronic meeting must have been at the place the Chairperson determines as the meeting place, for the duration of the meeting.

7.3 Questions decided by Majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present and entitled to vote.

7.4 Casting Vote

The Chairperson of the meeting has a casting vote in addition to a deliberative vote.

7.5 Quorum

Until otherwise determined by The Board, three (3) Directors (at least two of whom are entitled to vote) present in person constitute a quorum.

7.6 Effect of Vacancy

- a. The continuing Directors may act despite a vacancy on their number.
- b. However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

7.7 Convening Meetings

Any two (2) Directors may, and the Chief Executive Officer on the request of any two (2) Directors must, convene a Directors' meeting.

7.8 Committees

The Board may delegate any of their powers to Committees consisting of those persons they think fit, and may vary or revoke any delegation.

7.9 Powers delegated to Committees

- a. A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of The Board.
- b. Powers delegated to and exercised by a Committee are taken to have been exercised by The Board.

7.10 Committee Meetings

Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

7.11 Circulating Resolutions

- a. The Board may pass a resolution without a Board meeting being held if all of the Directors, who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.
- b. Separate copies of the document may be used for signing by the Board if the wording of the resolution and statement is identical in each copy.
- c. The resolution is passed when the last Director signs.

7.12 Validity of acts of Directors

Everything done at a Board meeting or a Committee meeting, or by a person acting as a Director, is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

8. PUBLIC OFFICER

8.1 Appointment of a Public Officer

- a. There must be a Public Officer who is to be appointed by the Board
- b. The Public Officer must be an adult and resident of South Australia
- c. The Public Officer may be a Director

8.2 Suspension and removal of Public Officer

The Board may suspend or remove a Public Officer from that office.

8.3 Powers, duties and authorities of Public Officer

The Public Officer holds office on the terms and conditions and with the powers, duties and authorities, determined by the Board.

9. CHIEF EXECUTIVE OFFICER

9.1 Appointment of Chief Executive Officer

The Board may appoint a Chief Executive Officer

9.2 Powers, duties and authorities of Chief Executive Officer

- a. The Chief Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Board.
- b. The exercise of those powers and authorities and the performance of those duties, by the Chief Executive Officer are subject at all times to the control of the Board.

9.3 Suspension and removal of Chief Executive Officer

Subject to the terms and conditions of the appointment, the Board may suspend or remove the Chief Executive Officer from that office.

9.4 Chief Executive Officer to attend Directors' meetings

The Chief Executive Officer is entitled to notice of and to attend all meetings of the Association, the Board and any Committees and may speak on any matter, but does not have a vote.

10. THE SEAL

10.1 The Common Seal of the Association shall be kept in the custody of the appropriate person as designated by the Board.

10.2 The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signature either of two members of the Board or of one member of the Board and the appropriate person as designated by the Board.

11. GENERAL MEETINGS

11.1 Annual General Meetings

- a. The Board shall convene an Annual General Meeting of its members within five (5) months after the end of the financial year of the Association.
- b. The order of business at the meeting shall be:
 - i. The confirmation of minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
 - ii. The consideration of the accounts and reports of the Board and the auditor's report for the last financial year;
 - iii. The election of the Board;
 - iv. Election of an auditor;
 - v. The consideration of any other business requiring consideration by the Association in General Meeting.

11.2 Special General Meetings

- a. The Board may call a Special General Meeting of the Association at any time.
- b. Upon a request in writing of not less than twenty five percent (25%) of the total number of members of the Association, the Board shall within one month of the receipt of the request, convene a Special General Meeting for the purpose specified in the request.
- c. Every request for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a Special General Meeting is not convened within one month, as required by 11.2 (b) above, the requestors, or at least fifty percent (50%) of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requestors are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

11.3 Notice of General Meetings

- a. Subject to 11.3(b), at least fourteen (14) days notice of any General Meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of the meeting at which a special resolution is to be proposed shall be given at least twenty-one (21) days prior to the date of the meeting.
- c. A notice may be given by the Association to any member by serving the member with the notice personally, by facsimile, email, other electronic means or by sending it by post to the address appearing in the register of members (See Rule 5.6).
- d. Where a notice is sent by post:
 - i. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice: and
 - ii. Unless the contrary is proved, service will be taken to have been effected at a time at which the letter or packet would be delivered in the ordinary course of post.

11.4 Proceedings at General Meetings

- a. The chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b. Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the General Meeting.
- c. Except as provided in Rule 11.5 (b), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

11.5 Adjournments of Meetings

- a. At least one representative from five of the Ordinary members present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the request of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. Subject to 11.5 (d), the President shall chair each General Meeting of the Association.
- d. If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Board present shall elect one of their number to preside as chairperson at that meeting.

11.6 Voting at General Meetings

- a. Subject to these Rules, every ordinary member of the Association has only one vote at a meeting of the Association.
- b. Subject to these Rules, a question for decision at a General Meeting, other than a special resolution, must be determined by a majority of members, who vote in person or, by proxy, at that meeting.
- c. Unless a poll is demanded by at least five (5) members, a question for decision at a General Meeting must be determined by a show of hands.
- d. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the Association, to represent it at a particular General Meeting or at all General Meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

11.7 Poll at General Meetings

- a. If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

11.8 Special and Ordinary Resolutions

- a. A special resolution is a special resolution as defined in the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

11.9 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy and attend and vote at any General Meeting of the Association.

12. MINUTES

- a. Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Board and committees, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this Rule must be confirmed by the members of the Association or the members of the Board or committee (as relevant) at a subsequent meeting.
- c. Where minutes are entered they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

13. DISPUTE RESOLUTION

- a. The dispute resolution procedure set out in this Rule applies to disputes under the Rules between –
 - i. a member and another member
 - ii. a member and the Association
- b. The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d. In this Rule “member” includes any person who was a member for no less than six (6) months before the dispute occurred.
- e. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

14. FINANCIAL REPORTING

14.1 Financial Year

The first financial year of the Association shall be the period ending on next 30 June following incorporation, and thereafter a period of twelve (12) months commencing on 1 July and ending on 30 June of each year.

14.2 Accounts to be Kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

14.3 Accounts and Reports to be laid before Members

The accounts, together with the auditor’s report on the accounts, the Board’s statement and the Board’s report, shall be presented to members at the annual General Meeting.

14.4 Annual Return

The annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six (6) months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement, and the Board's report.

14.5 Appointment of Auditor

- a. At each Annual General Meeting, the members shall appoint a person to be auditor of the Association.
- b. The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- c. If an appointment is not made at an Annual General Meeting, the Committee shall appoint an auditor for the current financial year.

15. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

16. WINDING UP

The Association may be wound up in the manner provided for in the Act.

17. APPLICATION OF SURPLUS ASSETS

- a. If after the winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has Rules which prohibit the distribution of its assets and income to its members.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in General Meeting.

18. BY-LAWS

18.1 Making and Amending By-Laws

- a. The Board may from time to time make By-laws which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs, and may amend, repeal and replace those By-laws.
- b. The Association in General Meeting, may amend, repeal or replace any By-law made by the Board, but that does not affect the validity of anything previously done by the Board or anyone pursuant to the By-law.

18.2 Effect of By-Law

A By-law

- a. Is subject to the Rules contained herein.
- b. Must be consistent with the Rules contained herein; and
- c. When in force, is binding on all members and has the same effect as a provision in these Rules contained herein.

19. RULES

The Rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement of substitute of Rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

The registered Rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all the provisions thereof.