

CONSTITUTION OF
REMOTE AND ISOLATED CHILDREN'S EXERCISE
INCORPORATED
(RICE)

DRAFT: Amended 25th October 2021

1. Name

The name of the incorporated association is REMOTE AND ISOLATED CHILDREN'S EXERCISE INCORPORATED (hereinafter referred to as RICE)

2. Definitions

In these rules-

'Association' means Remote and Isolated Children's Exercise Incorporated.

'Board' means the board of management of the association.

'Director' means the person appointed by the board and who is accountable for the overall operation, management, financial management and administration of the association.

'General meeting' means a general meeting of members of the association.

'Member' means a member of the association.

'the Act' means the Association Incorporation Act 1985

'the Regulations' means a regulation under the Associations Incorporation Regulations 2008.

'Special Resolution' means a special resolution defined in the Act.

'Month' means a calendar month

3. Objects of the Association

The objects of RICE are: -

- a. To provide integrated services to children and their families in the remote and geographically isolated areas of South Australia, including but not limited to: childcare, play sessions, early childhood education, wellbeing and resource library.
- b. To bring the needs of children and their families in the remote and geographically isolated areas of South Australia to the attention of government and non-government organisations with responsibility in the areas of family development, education, childcare and welfare and seek to obtain appropriate levels of assistance.

4. Powers of the Association

The Association shall have all the powers conferred by section 25 of the Act to further the objects of the association.

5. Membership

5.1 Types

Ordinary Member

A person who is a parent or guardian of any child(ren) receiving RICE services and who supports the objects of the association and agrees to be bound by its rules is eligible for membership of the association. Upon payment of the annual subscription, the applicant shall be a member of the association.

5.2 Subscriptions

- a) The subscription fees for membership shall be such sum (if any) as the members shall determine from time to time at the annual general meeting.
- b) The subscription fee shall be payable annually on the 14th January.
- c) If joining throughout the year, the subscription fee is payable within 14 days.
- d) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided that the board may reinstate such a person's membership on such terms as it thinks fit.

5.3 Resignations

A member may resign from membership of the Association by giving written notice to the Director or Public Officer of the Association.

5.4 Register of members

A register of members must be kept and contain:

- a. The name and address of each member
- b. The email address of each member
- c. The phone number of each member
- d. The date on which each member was admitted to, or resigned from, the association, and
- e. If applicable, the date of and reason(s) for termination of membership.

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 interest 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 5.3d below), cease to be a member 14 days after the board has communicated its determination to the member.
- d. It shall be open to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the director or Public Officer of the association within 14 days after the determination of the board has been communicated to the member.
- e. In the event of an appeal under 5.5d 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.

6. The Board

6.1 Powers and duties

- a. The affairs of the Association shall be managed and controlled by a 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.
- d. The board shall appoint a Public Officer as required by the Act.

6.2 Appointment

- a. The board shall be comprised of:
 - Chairperson
 - Vice Chairperson

- Secretary
 - Treasurer
 - A minimum of three/maximum of five additional board members (to equal an odd number).
- b. A board member shall be a natural person.
 - c. Up to three board members can be non-financial members.
 - d. A minimum of four board members must be representative of the diverse geographical catchment area as determined by the Association.
 - e. The term of office of board members shall be two years with the election to be each other alternate year.
 - f. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
 - g. An eligible member of the Association may— (a) nominate himself or herself; or (b) with the member's consent, be nominated by another member.
 - h. A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
 - i. The board may appoint a person to fill a casual vacancy, and such a board member shall hold office until the next annual general meeting of the association at which elections to the board are to be held and shall be eligible for election to the board without nomination.
 - j. Employees are ineligible.

6.3 Proceedings of the Board

- a. The board shall meet a minimum of eight times per year.
- b. Meetings to be held in person or via teleconferencing or other technology as deemed appropriate by the board.
- c. Notice of meeting of the board shall be forwarded to all board members at least 7 days prior to the date of the meeting.
- d. Questions arising at any meeting of the board shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- e. A quorum for a meeting of the board shall be one half of the members of the board.
- f. A member of the board having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the board as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the board must disclose the nature and extent of his or her interest in the contract at the annual general meeting of the association.

6.4 Disqualification of board members

The office of a board member shall become vacant if a board member is:

- Disqualified from being a board member by the Act
- Expelled as a member under these rules
- Permanently incapacitated by ill health
- Absent without apology from more than four meetings in a financial year

7. The seal

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without express authorisation of the board, and every use of the seal shall be recorded in the minute book of the board. The affixing of the seal shall be witnessed by any board member and the Director.

8. General meetings

8.1 Annual general meetings

- a. The board shall call an annual general meeting in accordance with the Act and these rules.
- b. The annual general meeting will be held prior to the 30 November each year.
- c. The annual general meeting shall be a public meeting and held conjointly at the RICE office and via teleconferencing or other technology as deemed appropriate by the board.
- d. The order of business at the annual general meeting shall be:
 - i) The confirmation of the minutes of the previous annual general meeting and any special general meeting(s) held since that meeting
 - ii) The consideration of the Chairperson's report
 - iii) The consideration of the accounts and financial reports of the board and the auditor's report
 - iv) The consideration of the adopted financial budget
 - v) The consideration of the Director's report
 - vi) The consideration of the program reports
 - vii) The election of board members if required
 - viii) The appointment of auditors
 - ix) To consider any other business that has been communicated to the Director 7 days prior to the meeting to be included on the agenda.

8.2 Special general meeting

- a. The board may call a special general meeting of the association at any time.
- b. Upon a requisition in writing of not less than 7 members of the association, the board shall, within one calendar month of receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition 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 8.2b above, the requisitioners, or at least 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 requisitioners 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.

8.3 Notice of general meetings

- a. Subject to 8.3b, at least 21 days' notice of any general meeting shall be given to members. The notice shall set out where, when and how the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 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, or by emailing to the address appearing in the register of members. (See rule 5.4)

8.4 Proceedings at general meetings

- a. Seven members present personally 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 requisition 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 8.4d, the Chairperson shall preside as Chairperson at a general meeting of the Association.
- d. If the Chairperson 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 Vice Chairperson if present shall preside at the general meeting, or if he or she declines to take or retires from the chair, the members may choose a board member or one of their own number to be chairperson of that meeting.

8.5 Voting at general meetings

- a. Subject to these rules, every 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 at that meeting.
- c. Unless a poll is demanded by a least 5 members, a question for decision at a general meeting must be determined by a show of hands or in the case of members attending electronically by individual voices
- 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.

8.6 Poll at general meetings

- a. If a poll is demanded by a least five 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.

8.7 Special and ordinary resolutions

1. A special resolution as defined by the Act, viz,

"special resolution" of an incorporated association means-

(a) where the rules of the Association provide for the membership of the Association - a resolution passed at a duly convened meeting of the members of the association if -

- i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Association; and
- ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the Association as, being entitled to do so, vote in person or, where proxies are allowed by proxy, at that meeting;

(b) where the rules of the Association do not provide for the membership of the Association - a resolution passed at a duly convened meeting of the members of the board of the Association if

- i) at least 21 days written notice specifying the intention to propose the

resolution as a special resolution has been given to all members of the board; and

- ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the board as, being entitled to do so, vote in person or, where alternates are allowed, by alternates, at that meeting."

- 2. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

9. Minutes

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the board, 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 members of the board (as relevant) at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed 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.

10. Dispute resolution

- a. The dispute resolution procedure set out in this rule applies to disputes under these 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 14 days after the dispute comes to the attention of all 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 the rule "member" includes any person who was a member not more than six months before the dispute occurred.

11. Financial reporting

11.1 Financial year

The financial year of the Association shall be the 12-month period commencing July and ending on 30 June of each year.

11.2 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.

11.3 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 laid before members at the annual general meeting.

11.4 Annual returns

The annual (periodic) return shall be lodged with Australian Charities and Not-for-profits Commission within six 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.

11.5 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 general meeting and is eligible for re-appointment.
- c. If an appointment is not made at an annual general meeting, the board shall appoint an auditor for the current financial year.

12. 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.

13. Winding up

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

14. 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.

The Association may determine to distribute surplus assets to nominated charities.

- b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

15. Rules

These 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 by substitute rule.

The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, 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.