



**RIDING FOR THE DISABLED ASSOCIATION  
OF TASMANIA INC.**

**ABN 43 028 124 325**

**By-Law No. 04  
Committee Meetings**

<u>Revision No.</u>	<u>Revision Date</u>	<u>Purpose</u>	<u>Status</u>
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# Riding for the Disabled Association of Tasmania Inc.

## By-Law No. 04 – Committee Meetings

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The Riding for the Disabled Association (Association or RDAT) is a not-for-profit organisation incorporated in the state of Tasmania. RDAT is the peak body for the administration of the Sport of riding for persons with disabilities in Tasmania and is a member of the Riding for the Disabled Association of Australia.

The purposes and objects of the Association are stipulated in the Constitution and are administered by a Board, consisting of Directors and a State Executive Officer (SEO or Executive Officer).

This By-Law is deemed to be consistent with the Association's Constitution (as amended from time to time). Interpretations of By-Laws are solely the responsibility of the Directors and when in force, they are binding on all Members and applications for membership and have the same effect as a provision in the Constitution.

RDAT's Board is committed to promoting best practice in the governance and management of the Association.

### **1 PURPOSE**

Pursuant to clauses 6.2, 6.4(b)(xii), 10.11, 23 and 24 of RDAT's Constitution, this By-Law relates to the procedure holding Committee Meetings.

Whilst this document specifically deals with Centre Delegate Committee Meetings and Program Delivery Delegate Committee Meetings, other Committee Meetings initiated by the Board may adopt all or some of the processes set out herein.

### **2 PROCEEDINGS AT CENTRE DELEGATE COMMITTEE MEETINGS**

#### **2.1 Powers Delegated to Committee**

- (a) A Centre Delegate is a person or persons elected or appointed by a Centre, to act for and on behalf of to represent the Centre at Centre Delegate Committee Meetings, and to cast a vote for and on behalf of the Centre.
- (b) Centre Delegates consider matters of a general nature in the operation of RDAT and are not to impinge on, nor overlap the roles or responsibilities of the Board, unless specifically provided for in this By-Law or the Constitution.
- (c) Matters related to the delivery of programs of RDAT are not to be considered in these meetings, because they form the basis of Program Delivery Delegate Meetings.
- (d) Whilst not specific to this By-Law, Centre Delegates also have the authority to discuss, debate, deliberate and vote on matters during General Meetings.
- (e) Due to the travel distances involved, the Committee may decide to hold meetings by telecommunication in accordance with clause 20 of the Constitution.

#### **2.2 Number for a Quorum**

The number of Centres who must be represented by their Centre Delegate or authorised proxy and eligible to vote for a quorum to exist at a meeting is fifty percent (50%) plus one (1) of the total number of Centres.

#### **2.3 Requirement for a Quorum**

An item of business may not be transacted at a Committee Meeting unless a quorum is present and remains throughout the Committee Meeting.

#### **2.4 Quorum and Time**

- (a) If within thirty (30) minutes after the time appointed for a Committee Meeting, or at any other time during the meeting, a quorum is not present, the meeting stands adjourned to such other day, time and place as the Chair determines.
- (b) Where the meeting has been adjourned under item 2.4(a) herein, such Centres as are represented by their Delegate on the adjourned date shall constitute a quorum.

#### **2.5 President to Preside over Committee Meetings**

- (a) The President of the Association is entitled to preside as Chair at Committee Meetings, however may choose not to do so and may nominate another person to fulfil the role, however if a Director or Executive Officer were to chair meetings, the Chairperson would not have a vote.
- (b) If a Committee Meeting is convened and there is no Chair, or the Chair is not present within fifteen (15) minutes after the time appointed for the meeting, or the Chair is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
  - (i) a Director of the Board, if present; or
  - (ii) a Centre Delegate who is entitled to vote and is chosen by a majority of the Centre Delegates present.

#### **2.6 Number of Committee Meetings**

- (a) Centre Delegate Committee Meetings shall be held at least four (4) times in each financial year.
- (b) The State Executive Officer shall issue a schedule of meetings at the beginning of each year and issue it to the Centre Delegates and Directors for planning purposes.

#### **2.7 Power to Convene Committee Meeting**

Apart from planned or scheduled Committee Meetings:

- (a) the Board may convene a Committee Meeting when they think fit; or
- (b) Centre Delegates may convene a Committee Meeting if requested by a majority of the Centre Delegates.

#### **2.8 Notice of Meeting**

- (a) Notice of a Meeting of Members must be given to all Centre Delegates and the Directors of the Association.
- (b) At least twenty-one (21) days prior to the proposed date of the meeting, the SEO will request from Delegates notices of motions, which must be received no less than fourteen (14) days prior to the meeting.
- (c) At least seven (7) days' notice of the time and place of a meeting must be given by the SEO, together with the agenda containing:
  - (i) all information required to be included; and
  - (ii) where applicable, any notice of motion received from any Centre Delegate.

#### **2.9 No Other business**

No business other than that stated in the notice of meeting may be transacted at a meeting.

**2.10 Conduct of General Meetings**

- (a) The Chair:
- (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (ii) may require the adoption of any procedure which in his / her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - (iii) may, having regard where necessary to the Corporations Act 2001 (Cth), terminate discussion or debate on any matter whenever he / she considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this item 2.10 is final.

**2.11 Adjournment of General Meeting**

- (a) The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

**2.12 Notice of Adjourned Meeting**

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for thirty (30) days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

**2.13 Questions Decided by Majority**

A resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

**2.14 Equality of Votes**

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the Chair does not have a casting vote where voting is equal.

**2.15 Declaration of Results**

- (a) At any Committee Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair 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 minutes of the meetings of the Association, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

**2.16 Poll**

- (a) If a poll is properly demanded by the Chair of the meeting, it must be taken on a show of hands, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll, each Delegate will have one vote, in accordance with clause 12 of the Constitution.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the Committee Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

**2.17 Chair to Determine Any Poll Dispute**

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made in good faith is final.

**2.18 Minutes**

- (a) The SEO must ensure that minutes are taken and kept of each Committee Meeting.
- (b) The minutes must record:
  - (i) the business considered at the meeting;
  - (ii) confirmation that a quorum has been reached;
  - (iii) declared conflicts of interest;
  - (iv) any resolution on which a vote is taken and the result of the vote;
  - (v) the names of persons present at all meetings.
  - (vi) reports from each Centre;
  - (i) In addition, the minutes of each Committee Meeting include the general financial health of the Association (excluding the financial statements and reports required by an Annual General Meeting);
- (c) The minutes of Committee Meetings shall be electronically delivered to the Centre Delegates within fourteen (14) days after holding the Committee Meeting.

**3 PROCEEDINGS AT PROGRAM DELIVERY DELEGATE COMMITTEE MEETINGS**

**3.1 Powers Delegated to Committee**

- (a) A Program Delivery Delegate is a person or persons elected or appointed by a Centre, to act for and on behalf of to represent the Centre at Program Delivery Delegate Committee Meetings, and to cast a vote for and on behalf of the Centre.
- (b) Each Program Delivery Delegate must be a financial Individual Member and a qualified coach of the appointing Centre.
- (c) Program Delivery Delegate Meetings are restricted to discussion and decisions pertaining to the planning, organising and holding riding events, training and related activities.
- (d) Program Delivery Delegates are not to impinge on, nor overlap the roles or responsibilities of the Board, unless specifically provided for in this By-Law or the Constitution.

- (e) Matters related to the general operations of RDAT are not to be considered in these meetings, because they form the basis of Centre Delegate Meetings.
- (f) Due to the travel distances involved, the Committee may decide to hold meetings by telecommunications in accordance with clause 20 of the Constitution.

### **3.2 Number for a Quorum**

The number of Centres who must be represented by their Program Delivery Delegate or authorised proxy and eligible to vote for a quorum to exist at a meeting is fifty percent (50%) plus one (1) of the total number of Centres.

### **3.3 Requirement for a Quorum**

An item of business may not be transacted at a Committee Meeting unless a quorum is present and remains throughout the Committee Meeting.

### **3.4 Quorum and Time**

- (a) If within thirty (30) minutes after the time appointed for a Committee Meeting, or at any other time during the meeting, a quorum is not present, the meeting stands adjourned to such other day, time and place as the Chair determines.
- (b) Where the meeting has been adjourned under item 3.4(a) herein, such Centres as are represented by their Program Delivery Delegate on the adjourned date shall constitute a quorum.

### **3.5 State Coaching Coordinator to Preside over Program Delivery Committee Meetings**

- (a) The State Coaching Coordinator presides as Chair at Committee Meetings, but does not have voting rights.
- (b) If a Committee Meeting is convened and there is no Chair, or the Chair is not present within fifteen (15) minutes after the time appointed for the meeting, or the Chair is unable or unwilling to act, the following may preside as Chair (in order of entitlement):
  - (i) a Director of the Board, if present; or
  - (ii) a Program Delivery Delegate who is entitled to vote and is chosen by a majority of the Program Delivery Delegates present.

### **3.6 Number of Committee Meetings**

- (a) Program Delivery Delegate Committee Meetings shall be held at least four (4) times in each financial year.
- (b) The State Executive Officer shall issue a schedule of meetings at the beginning of each year and issue it to the Program Delivery Delegates, State Coaching Coordinator and Directors for planning purposes.

### **3.7 Power to Convene Committee Meeting**

Apart from planned or scheduled Committee Meetings:

- (c) The State Coaching Coordinator may convene a Committee Meeting when he / she thinks fit; or
- (d) Program Delivery Delegates may convene a Committee Meeting if requested by a majority of the Program Delivery Delegates.

**3.8 Notice of Meeting**

- (a) Notice of a Meeting of Members must be given to all Program Delivery Delegates, the State Coaching Coordinator and the Directors of the Association.
- (b) At least twenty-one (21) days prior to the proposed date of the meeting, the SEO will request from Delegates notices of motions, which must be received no less than fourteen (14) days prior to the meeting.
- (c) At least seven (7) days' notice of the time and place of a meeting must be given by the SEO, together with the agenda containing:
  - (i) all information required to be included; and
  - (ii) where applicable, any notice of motion received from any Program Delivery Delegate.

**3.9 No Other business**

No business other than that stated in the notice of meeting may be transacted at a meeting.

**3.10 Conduct of General Meetings**

- (a) The Chair:
  - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (ii) may require the adoption of any procedure which in his / her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - (iii) may, having regard where necessary to the Corporations Act 2001 (Cth), terminate discussion or debate on any matter whenever he / she considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the Chair under this clause 3.10 is final.

**3.11 Adjournment of General Meeting**

- (a) The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

**3.12 Notice of Adjourned Meeting**

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for thirty (30) days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

**3.13 Questions Decided by Majority**

A resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.



**3.14 Equality of Votes**

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the Chair does not have a casting vote where voting is equal.

**3.15 Declaration of Results**

- (a) At any Committee Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the Chair 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 minutes of the meetings of the Association, is conclusive evidence of the fact.
- (c) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

**3.16 Poll**

- (a) If a poll is properly demanded by the Chair of the meeting, it must be taken on a show of hands, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll, each Delegate will have one vote, in accordance with clause 12 of the Constitution.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the Committee Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

**3.17 Chair to Determine Any Poll Dispute**

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made in good faith is final.

**3.18 Minutes**

- (a) The SEO must ensure that minutes are taken and kept of each Committee Meeting.
- (b) The minutes must record:
  - (i) the business considered at the meeting;
  - (ii) confirmation that a quorum has been reached;
  - (iii) declared conflicts of interest;
  - (iv) any resolution on which a vote is taken and the result of the vote; and
  - (v) the names of persons present at all meetings.
- (c) The minutes of Committee Meetings shall be electronically delivered to the Program Delivery Delegates within fourteen (14) days after holding the Committee Meeting.

**4 PROCEEDINGS AT OTHER COMMITTEE MEETINGS**

Committee Meetings other than set out within this By-Law shall be determined by the Board as and when required, but should follow and adopt the principles of Centre Delegate Meetings and / or Program Delivery Delegate Meetings where practicable.