

SOUTH AUSTRALIAN SOCIAL ENTERPRISE COUNCIL INCORPORATED

CONSTITUTION

Adopted on

1. NAME

The name of the Association is the South Australian Social Enterprise Council Incorporated ('the Association').

2. DEFINITIONS AND INTERPRETATION

(1) In these Rules, unless the contrary intention appears -

'associate members' means organisations and individuals who are not, and are not qualified to be, ordinary members, but who support the objectives of the Association.

'Association' means the South Australian Social Enterprise Council Incorporated.

'Board' means the Board of Management of the Association as constituted in accordance with these Rules.

'Board member' or 'member of the Board' means a person who is a member of the Board of Management of the Association as provided in these Rules.

'Committee of the Association' means 'the Board' or 'the Board of Management'

'Constitution' means the Constitution of the Association.

'emerging social enterprises' means entities and organisations that can demonstrate the intent and/or are making the transition towards being a social enterprise, as defined in these Rules. The majority of income may be derived from grants and donations initially, however each such organisation or entity must have the potential supported by the demonstrable intention, to become a social enterprise in the longer term.

'financial year' means a period not exceeding 18 months commencing on the date of incorporation and ending on 30 June, and thereafter the period commencing on 1 July and ending on 30 June.

'general meeting' means an annual general meeting, an ordinary general meeting or a special general meeting as provided in these Rules.

‘Honorary Life Member’ means a member to whom life membership is granted in accordance with Rule 14 of these Rules.

‘meeting’ means any meeting of the Association that is not a general meeting as defined in these Rules and includes a Board meeting or a meeting of a committee established by the Board, unless the context otherwise dictates.

‘member’ means a member of the Association as provided in these Rules.

‘month’ means a calendar month.

‘ordinary member’ means a social enterprise or an emerging social enterprise residing in South Australia.

‘policy’ means a policy of the Association.

‘policy document’ means a formal document in which a policy and associated matters of the Association are set out.

‘Rules’ means the Rules of the Association set out in this Constitution.

‘social enterprises’ means entities and organisations that are led by an economic, social, cultural or environmental mission consistent with a public or community benefit, that trade to fulfil their mission, derive a substantial portion of their income from trade, and reinvest the majority of their profit/surplus if any, in the fulfilment of their mission.

‘special resolution’ means a special resolution as defined in the Act and as provided in these Rules.

‘the Act’ means the *Associations Incorporations Act 1985 (SA)*.

‘the committee’ means a committee established by the Board or as otherwise provided in these Rules.

‘trade’ means the organised exchange of goods and services, including monetary non-monetary and alternative currency transactions where these are sustained activities of an enterprise; contractual sales to governments and trade within a member-based organisation where membership is open and voluntary or where membership serves a traditionally marginalised social group.

(2) Words and expressions in these Rules have their usual meaning unless the context otherwise dictates or the Act otherwise provides.

3. MISSION

The Association's Mission is to promote and support the development of the social enterprise sector in South Australia.

4. OBJECTS

The Objects of the Association are to –

- (1) actively encourage and promote social enterprise
- (2) provide a forum for interaction and communication between social enterprises
- (3) promote and conduct research in support of social enterprise.
- (4) publish, speak and advocate in support of social enterprise
- (5) encourage and facilitate the development of specific mechanisms and activities for the advancement of social enterprise
- (6) enlist the support of and work with, governments, the private sector and the not-for-profit and charitable sectors to facilitate the development of social enterprise
- (7) establish networks of and liaise with, individuals, organisations and institutions interested in and supportive of the development of, social enterprise.

5. POWERS OF THE ASSOCIATION

For the purposes of carrying out its Objects, the Association shall have all of the powers conferred by section 25 of the Act. In addition, the Association –

- (1) may enter into a contract of employment;
- (2) through the Board, shall exercise the full powers of the Association and shall manage and control the funds and other property of the Association;
- (3) may make by-laws and policies that do not contravene and are not inconsistent with, the Act and these Rules;
- (4) may administer, delete or amend as it thinks fit the by-laws and policies in (3) above, by which the Association and its members are bound;

- (5) subject to the Act and these Rules, may delegate specific functions of the Board and the power and authority to undertake those functions, except as provided by the Act; this power of delegation, and the powers set out in (1) to (4) of this Rule, and
- (6) may do anything else that is lawful, appropriate and necessary or convenient to be done, in carrying out the affairs of the Association provided that –
- (a) the Association always aims to undertake its functions and activities, and deliver its services, in accordance with standards of excellence, including its dealings with its members, other institutions, other individuals and other organisations;
 - (b) the Association always aims to fulfil the Objects in this Constitution as conscientiously, ethically and as effectively as possible, and
 - (c) the Association and its members must have regard to and comply with, any policies and by-laws made pursuant to (3) above, and in particular, with those that contain statements of and references to, its specific beliefs, values, ethical standards and other qualitative aspects of the Association and the way in which it undertakes its functions and activities.

6. MEMBERSHIP

6.1 Classes of Members

The membership of the Association shall consist of –

- (a) ordinary members;
- (b) associate members;
- (c) honorary life members if and as granted pursuant to and in accordance with Rule 14 of these Rules, and
- (d) any other class of members established by the Board.

6.2 Voting Eligibility

- (1) Ordinary members are entitled to vote at general meetings of the Association on the basis of one vote per member.
- (2) Honorary Life members and Associate members are not entitled to vote at general meetings of the Association.
- (3) Members of any other class of membership established by the Board are not entitled to vote at general meetings of the Association.

6.3 Eligibility for Membership

Members shall be persons, social enterprises or emerging social enterprises as defined in Rule 2(1) of these Rules, who have agreed to accept and be bound by the provisions of these Rules; who have paid the prescribed membership fee if any, and who are accepted as members by a majority of the Board at a meeting of the Board.

6.4 Application for Membership

Application for membership of the Association shall be made in writing and signed by the applicant. Upon approval of the application by the Board and payment of the prescribed annual subscription fee, the applicant shall become a member.

6.5 Consideration of Application for Membership

- (1) The Board must consider an application for membership at the next board meeting held after it receives that application and the subscription fee has been paid to the Association in respect of that application.
- (2) The Board must decide at that meeting whether to accept or reject the application. However, the Board may defer the decision until the next meeting or any subsequent meeting if it considers the deferral to be necessary in the circumstances. The decision to accept or reject the application for membership must be made on a majority vote of the members of the Board present at the meeting. The chairperson of the meeting shall have a casting vote in the event that his or her vote is required to achieve a majority one way or the other.
- (3) The Secretary of the Association shall communicate the decision of the Board to the applicant, in writing or by email, as soon as practicable after the meeting at which the decision was made.
- (4) If an application for membership is rejected, the membership subscription fee paid by the applicant shall be refunded after the expiration of 21 days from the date of the communication of the decision to that person pursuant to Rule 6.5 (3), unless an appeal against the decision has been lodged in accordance with Rule 6.9

6.6 Membership Fees

The subscription fee for each class of membership shall be such sum as determined from time to time, by the Board. Subscription fees shall be payable annually in advance on 1 July or at such other time and as adjusted as the Board determines. Any member whose subscription

fee is outstanding for more than three months after the due date for payment shall cease to be a member of the Association pursuant to Rule 6.9 (c), provided that the Board may reinstate that membership at any time on terms that it thinks fit.

6.7 Cessation of Membership

Membership of the Association shall cease on –

- (a) resignation in writing delivered to the Association’s Secretary or by email to the Association’s Secretary;
- (b) non-renewal of membership within three months of expiry;
- (c) termination of membership by the Board;
- (d) the death of the member, or
- (e) the insolvency of, or discontinuance of the operations of a corporate organisation or other legal entity that is a member.

Membership of the Association and membership entitlements are not transferable.

6.8 Resignation

- (1) A member may resign from membership of the Association as provided in Rule 6.7(a). A resigning member shall be liable for any outstanding subscriptions, which may be recovered as a debt due and owing to the Association.
- (2) A resignation takes effect on the date that it is received by the Secretary unless a later date is specified in the notice of resignation. In that event, the resignation takes effect on that later date.

6.9 Termination of Membership

- (1) The Board may terminate the membership of a member if the member –
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these Rules; or
 - (c) has not paid the prescribed annual subscription fee within 3 months of the due date; or
 - (d) participates in conduct that is considered to be detrimental to the reputation, purposes or interests of the Association; or
 - (e) is considered by the Association to be unfit or unable to continue as a member of the Association.
- (2) The Board, on its own motion or after due consideration of adverse information provided or a complaint made by any person, must, by notice in writing require a member to show cause within one

month of the date of such notice, why that member's membership of the Association should not be terminated. Such notice shall include, a statement of the reason or reasons for the proposed termination of membership and an invitation to the member to respond to the assertions made and reason or reasons given for the termination, either in person to the Board or in a written submission to the Board.

- (3) The time prescribed in which to show cause may be extended at the discretion of the Board.
- (4) Following a consideration of the representations and submissions of the member, the Board shall decide on a majority vote of the members of the Board present at the meeting at which the matter is considered, whether or not to terminate the member's membership. The chairperson of the meeting shall have a casting vote in the event that his or her vote is required to achieve a majority one way or the other.
- (5) The Board may, in the process of dealing with the matter, make its own inquiries as to the substance and circumstances involved. Should this action result in the discovery of anything that may be detrimental to the member, the Board must bring it to the notice of the member and invite the member to provide a response within a specified time, prior to a determination being made by the Board. It shall be open to the Board to adjourn any meeting to enable the member to prepare and make further representations and submissions, should they wish to do so.
- (6) The Secretary of the Board shall as soon as practicable after the decision is made by the Board, give the member notice in writing of that decision. If the decision is to terminate the membership, the notice must state that the termination will take effect at the expiration of 21 days from the date of the notice, include a disclosure of the member's right of appeal and provide a brief outline of the requirements and procedures involved.

6.10 Appeals against Rejection or Termination of Membership

- (1) A person whose application for membership has been rejected or a member whose membership has been terminated may give notice of appeal in writing against the decision to reject or terminate the membership. The notice of appeal shall be given to the Secretary or the Public Officer within 21 days from the date of the notice of the Board's decision to reject or terminate the membership.
- (2) The appeal must be brought to a general meeting of the members entitled to vote, for consideration and decision, within 3 months of the receipt by the Secretary or the Public Officer.

- (3) After the chairperson of the meeting has outlined the substance and detail of the matter and the reason or reasons for the Board's decision, the person or member ('the appellant') must be afforded a reasonable opportunity to present her or his case at the meeting, in opposing the Board's decision to reject or terminate the membership, as the case may be.
- (4) The chairperson must ensure that the appellant and the members of the Board who are present at the meeting are permitted to speak on the matter, and members present at the meeting and entitled to vote, are afforded the opportunity to ask questions of the members of the Board and the appellant, within reason.
- (5) In the event of a tied vote, the appeal shall not be successful.
- (6) If the appeal is unsuccessful, the decision of the meeting shall be final and shall take effect immediately.
- (7) If the appeal is against the rejection of an application for membership of the Association and the appeal is unsuccessful, the membership subscription fee shall be refunded to the appellant as soon as practicable.
- (8) The appellant shall be provided with a written notification of the outcome of the appeal, within 14 days of the receipt of a request in writing made to the Secretary.

6.11 Register of Members

- (1) The Association must maintain a register of members in which shall be recorded the name, residential address and/or business address and contact details of each member, the date on which each member was admitted to membership of the Association, and if applicable, the date of and reason or reasons for the termination of the membership of any member. As far as reasonable and practicable, the date of and reason for the cessation of the membership of a member for any other reason stipulated in Rule 6.7 of these Rules, shall also be recorded in the register.
- (2) The Board may include in the register, with the consent of a member, any other relevant particulars about that member.
- (3) A member may, on application to the Secretary, inspect the details about that member that are recorded in the register, but is not entitled to inspect the details of any other member recorded in the register.

- (4) The Association must not use or disclose the details of any member recorded in the register for any purpose other than as necessary and appropriate for the legitimate business of the Association, without the consent of that member.

7. GOVERNANCE AND MANAGEMENT

7.1 Composition of the Board

The governance and management of the Association shall be vested in a Board of nine members comprised of:

- (a) seven members elected by the members of the Association as provided in Rule 7.3 (1) of these Rules, and
- (b) two members appointed by the Board as provided in Rule 7.3 (1) of these Rules, who shall have the same voting rights as elected members of the Board.

Members of the Board shall be residents of South Australia and be representative of social enterprises located in South Australia.

7.2 Powers and Duties of the Board

- (1) 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 meetings.
- (2) The Board has the management and control of the funds and other property of the Association.
- (3) The Board shall have authority to interpret the meaning of these Rules and any matter relating to the affairs of the Association on which these Rules are silent.
- (4) The Board shall appoint a Public Officer as required by the Act and lodge details of the identity and address of the Public Officer so appointed, and any subsequent changes, with Consumer and Business Services, in accordance with the Act. The notification shall be made on the prescribed form within one month of the appointment and following any subsequent changes. The Public Officer shall carry out the functions and responsibilities of that office according to law and with due reference to the document 'Public Officer Responsibilities' published by or on behalf of the South Australia Government.

- (5) The Board may appoint an Executive comprised of the Chairperson, the Secretary and the Treasurer and one other Board member, who shall carry out the day-to-day business of the Association and who shall provide a report at each Board meeting.
- (6) The Board may function validly notwithstanding any vacancy or vacancies on the Board, provided that it is constituted for all purposes by not less than one-half plus one of the maximum number provided in Rule 7.2(1).
- (7) The Board may appoint committees comprised solely of members of the Association or of members and non-members, for purposes specified by the Board, on the terms and conditions stipulated by the Board. Any such committee shall –
 - (a) as far as possible and practicable, be chaired by a member of the Board appointed for that purpose;
 - (b) meet as it sees fit or as directed by the Board;
 - (c) organise its procedures and processes in accordance with usual meeting practice; and
 - (d) report and make recommendations to the Board as required, and otherwise as necessary or appropriate.

All committee appointments shall expire at the conclusion of the next Annual General Meeting, but may be re-established or renewed by the Board at its first meeting following that Annual General Meeting.

The Chairperson of the Board shall be an *ex officio* member of each committee and may attend any meeting and may vote, as they see fit.

7.3 Appointment or Election of the Members of the Board

- (1) The Board shall be comprised of nine members as provided in Rule 7(1) of these Rules, not being persons disqualified by the Act from being a Board member. The seven elected members of the Board shall be elected -
 - (a) by secret ballot at the Annual General Meeting of the Association, or
 - (b) by postal ballot prior to the Annual General Meeting,

the outcome of which shall be formally announced and recorded at the Annual General Meeting.

The Board shall determine in its discretion, whether to proceed pursuant to (a) or (b) above, each year.

The two appointed members shall be appointed by the Board as provided in Rule 7(1) (b) of these Rules, as soon as practicable following the Annual General Meeting of the Association. In appointing the two appointed members, the Board shall take into account and make the appointments on the basis of the skills, experience, background, qualifications and personal qualities of the appointees, having regard to the identified gaps in the makeup of, and the needs of the Board as a whole, and regardless of whether the appointees are members of the Association or not.

- (2) At the first Annual General Meeting of the Association, four Board members shall be elected for a term of four years to commence at the conclusion of that Annual General Meeting and, subject to these Rules, are eligible for re-election for a further term of four years. Further, at the first Annual General Meeting, three Board members shall be elected for a term of two years to commence at the conclusion of that Annual General Meeting and, subject to these Rules, are eligible for re-election for a further term of four years.
- (3) The Board shall determine the tenure of appointed Board members, not exceeding a period of four years.
- (4) A Board member whose term has expired may offer themselves for election or appointment regardless of their former status on the Board, provided that no elected or appointed Board member shall be eligible to remain as a member of the Board in any capacity beyond two consecutive terms. However, a Board member is eligible to be elected or appointed again, to take effect upon or after the expiration of four years following the Board member's second consecutive term as an elected or appointed member of the Board.
- (5) The Board shall cease to hold office and the new Board shall assume the power and control of the Association at the conclusion of the Annual General Meeting.
- (6) The Board shall appoint office bearers from its number, namely a Chairperson, a Secretary and a Treasurer, at the first meeting of the Board to be held as soon as practicable after the conclusion of the Annual General Meeting.
- (7) An elected Board member shall be a natural person who represents a social enterprise, provided that a group of associated social enterprises, with formal structural, legal or financial connections, or affiliations of a corporate nature, or any one or more of that group, may only be represented collectively and not individually, and by only one such natural person at any one time.

- (8) The first Board of the proposed Association shall be the five members of the social enterprise working group and shall hold office until the conclusion of the first Annual General Meeting of the Association after incorporation.
- (9) A retiring Board member shall be eligible to stand for re-election without nomination. Such retiring member must communicate to the Association their intention to stand for re-election before nominations are formally called. No other member of the Association shall be eligible to stand for election unless other members sign and submit a nomination of that member to the Secretary of the Association, within 14 days of nominations being called. The nomination shall be signed by the two proposers and the nominee.
- (10) Notice and particulars of all members seeking election or re-election to the Board shall be given to all members of the Association with the formal notice calling the Annual General Meeting at which the ballot will either be held or the results of a postal ballot are to be formally announced, as the case may be. If a postal ballot is to be conducted, the Association may issue the notice and particulars of members seeking election or re-election at an earlier time.
- (11) The Board may appoint a member of the Association to fill a casual vacancy on the Board for the unexpired portion of the term for that position. Subject to satisfying the requirements of Rule 7.3(7) of these Rules, the member so appointed shall be eligible for election to the Board for the next term, without nomination.
- (12) If a position of Chairperson, Secretary or Treasurer becomes vacant, the Board shall, as soon as practicable in the circumstances, appoint a member of the Board to fill that position for the unexpired portion of the term for the position.

7.4 Office Bearer and Members of the Board cease to hold Office

- (1) An office bearer or a Board member shall cease to hold office upon
- (a) resignation in writing;
 - (b) suspension or termination of membership of the Association;
 - (c) otherwise ceasing to be a member of the Association;
 - (d) absence or non participation for three successive Board meetings, or a total of four meetings, in a financial year without explanation acceptable to the Board;
 - (e) completion of her or his term of office;
 - (f) expulsion from the Board under these Rules;
 - (g) permanent incapacitation by physical or mental ill health;

- (h) ceasing to be the duly appointed representative of a corporate member, or
- (i) her or his death.

- (2) An office bearer who ceases to hold office as an office bearer pursuant to Rule 7.4 (1) (d) may remain as a member of the Board if the Board so determines.
- (3) An office bearer who ceases to hold office as an office bearer has no right of appeal.
- (4) A member of the Board, including an office bearer, may be removed from office as a member of the Board at a general meeting of the Association, on a recommendation of the Board by a majority vote of the members present at the meeting. Before a decision is taken, the Board shall produce to the meeting, a written statement of reasons in support of its recommendation, a copy of which shall be provided to members and to the member of the Board, who is the subject of the Board's recommendation, no less than 14 days prior to the general meeting. That member of the Board must be afforded a reasonable opportunity to present her or his case orally or in writing or both, to the meeting before a vote is taken.
- (5) The Board, of its own volition or at the request of the member of the Board who is the subject of this proceeding, may in its discretion, withhold information or details of a personal, confidential or offensive nature that would cause undue embarrassment or discomfort to that Board member, for no good and strictly relevant purpose.
- (6) In the event of a tied vote in the proceedings outlined in Rule 7.3 (4), the recommendation of the Board is rejected and shall not take effect.
- (7) If the recommendation of the Board is adopted by the meeting, it shall take effect immediately. If the member of the Board, the subject of the recommendation is not in attendance at the meeting when the decision is made, the Association shall inform her or him of the outcome in writing or by email.
- (8) A member who ceases to be a member of the Board under this Rule has no right of appeal.

7.5 Meetings of the Board

- (1) The Chairperson or two other members of the Board may call a meeting of the Board.

- (2) The Board shall meet as often as may be required to conduct the business of the Association but not less than 6 times in each calendar year.
- (3) Board members shall attend and participate in not less than 75% of Board meetings held in each calendar year, unless leave is sought and given by the Board.
- (4) The quorum at any meeting of the Board shall be one half plus one of the maximum number provided in Rule 7.2(1). If a quorum is not reached within 15 minutes of the time scheduled for the commencement of the meeting, the meeting shall lapse.
- (5) A member of the Board may attend any meeting of the Board in person or as otherwise provided in Rule 9 of these Rules.
- (6) A question or issue under consideration at a Board meeting shall be decided by a majority vote of the members of the Board present at the meeting. In the event of a tied vote, the Chairperson may exercise a casting vote. If the Chairperson does not exercise a casting vote the matter is decided in the negative.
- (7) If a member of the Board intends to raise an issue at a meeting that is contentious, exceptional, complex, by way of complaint or to report undue or bad conduct that may reflect adversely on the Association, that member shall provide in advance sufficient information to be distributed in confidence to the other members of the Board, so that the matter may be properly considered at the meeting.
- (8) The Chairperson of the Association shall preside at Board meetings. In the absence of the Chairperson the members of the Board who are present may choose one of their number to preside at the meeting.
- (9) Members of the Board must declare any possible general or specific conflict of interest as and when it comes to their notice and must not participate in discussion or vote upon any matter in regard to which such conflict may exist or may be reasonably perceived to exist.

7.6 Minutes of Board Meetings

The Secretary shall ensure that full and accurate minutes are recorded at each meeting of the Board. The minutes of each meeting shall be verified as correct at the next meeting of the Board, either in their current or amended form, and then signed by the Chairperson at that next meeting.

7.7 Common 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 the express authorisation of the Board and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be carried out and witnessed by the Chairperson and the Secretary and in the absence of one or both of them, by another or other authorised members of the Board. The seal shall remain in the safe custody of the Chairperson or the Secretary.

7.8 Acts or Activities not affected by Defects or Disqualification

Subject to the provisions of the Act and these Rules, an act or activity performed by the Board, a committee, or a member of the Board or a committee acting in that capacity is deemed to have been validly performed, notwithstanding any inherent defect or disqualification with regard to doing that act or activity.

7.9 Resolutions of the Board outside of a formal Board Meeting

A written resolution signed by each member of the Board is as valid and effectual as if it had been passed at a properly constituted meeting of the Board. Such a resolution may be contained in a single document or consist of several documents in like form, each signed by one or more of the members of the Board.

7.10 Spokesperson for the Association

The Chairperson of the Board shall be the spokesperson for the Association. The Chairperson or the Board may delegate this function to another member of the Board, or such other member of the Association, when and as necessary or appropriate from time to time, and may revoke any such delegation.

8. GENERAL MEETINGS

8.1 Annual General Meeting

(1) The Board shall call an Annual General Meeting in accordance with the Act and these Rules. The first Annual General Meeting shall be held within a period not exceeding 18 months after the incorporation of the Association and ending on 30 June, and thereafter, within 5 months after the end of the financial year.

(2) The order of business at the Annual General Meeting shall be –

- (a) the confirmation of the minutes of the previous Annual General Meeting and of any special general meeting held since that Annual General Meeting;
- (b) receive the Annual Report of the Association for the previous financial year;
- (c) receive and consider the accounts and financial statements and reports of the Board, and the Auditor's Report;
- (d) the conduct of the election of the members of the Board, or receive and record the results of a postal ballot conducted prior to the Annual General Meeting, as the case may be;
- (e) appointment of an Auditor for the next financial year, and
- (f) any other business requiring consideration by the Association in general meeting

8.2 Special General Meeting

- (1) The Board may call a special general meeting of the Association at any time.
- (2) Upon a requisition in writing of not less than 10% of the total number of financial members of the Association, the Board shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (3) Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the special general meeting.
- (4) If a special general meeting is not convened within one month as required in Rule 8.2 (2) of these Rules, 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, or as near as practicable, as a meeting convened by the Board, and for this purpose, the Board shall ensure that the requisitioners are supplied free of charge, the particulars of the members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

8.3 Notice of General Meetings

- (1) Subject to Rule 8.3(2) of these Rules, at least 14 days notice shall be given to members of the Association. The notice shall specify where and when the general meeting will be held, and the particulars and the nature and order of the business to be transacted at the meeting.

- (2) Notice of a general meeting at which a special resolution is to be proposed, shall be given at least 21 days prior to the date of the meeting.
- (3) The Association may give a notice to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the Register of Members, or by any other means provided by the Act or these Rules.
- (4) Where a notice is sent by post, service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- (5) Notice of an adjourned general meeting is not required to be given.

8.4 Proceedings at General Meetings

- (1) No less than twenty members of the Association present in person or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- (2) 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. If at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present, shall constitute a quorum.
- (3) Notice of an adjourned meeting is not required to be given.
- (4) Subject to Rule 8.4 (5) of these Rules, the Chairperson of the Board shall preside as Chairperson of a general meeting of the Association.
- (5) If the Chairperson is not present within 5 minutes of the time appointed for the meeting, or if they decline to preside or retires from the chair at that meeting, the members present in person and entitled to vote may choose another member of the Board or alternatively, one of their number who is present, to preside at that meeting.
- (6) The chairperson of a general meeting shall encourage full and balanced participation by members present at the meeting and shall decide and rule upon matters of order, meeting procedure and other matters as necessary or appropriate.

8.5 Voting at General Meetings

- (1) Subject to these Rules, each member of the Association is entitled to one vote in relation to any matter that is put to a vote at a general meeting or other meeting of the Association. A member must be a financial member as provided in these Rules, in order to cast a vote.
- (2) Subject to these Rules, a question for decision at a general meeting, other than a special resolution, shall be determined by a simple majority of members present and voting in person, or by proxy, at that meeting.
- (3) Subject to these Rules, a contested election at an Annual General Meeting shall be conducted by secret ballot.
- (4) Unless a poll is demanded by at least 5 members at a meeting, a question for decision at a general meeting shall be determined by a show of hands. The chairperson of the meeting shall rule upon the method, process and procedures for the conduct of the poll, if necessary.
- (5) A member that is an ordinary member shall be entitled to appoint one person to represent it at all general meetings of the Association, or a particular general meeting of the Association. The person so appointed is deemed to be a member of the Association for all purposes associated with the membership of the Association, until the authority to represent the ordinary member is revoked and notification of the revocation is received by the Association, or the ordinary member ceases to be a member of the Association.
- (6) The chairperson of a general meeting shall have a vote as an individual member of the Association and in addition, may exercise a casting vote if there is a tied vote of the members present in person or by proxy, on any question or issue.
- (7) The result of a secret ballot or poll as declared by the chairperson of the general meeting is deemed to be a resolution of the meeting at which the secret ballot or poll was conducted.

8.6 Poll at General Meetings

- (1) If a poll is demanded by at least 5 members, it must be conducted in a manner specified by the chairperson presiding at the general meeting and the result of the poll is the resolution of the meeting on that question or issue.

- (2) 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 is a resolution of that description defined in Part 1, section 3 of the Act being a resolution passed at a duly convened meeting of the members of the Association if 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 it is passed at a meeting referred to in this Rule by a majority of not less than three-quarters of ordinary members of the Association as, being entitled to do so, vote in person, or where proxies are allowed, by proxy, at that meeting.
- (2) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

- (1) An ordinary member who is financial member of the Association shall be entitled to appoint in writing a natural person who is also an ordinary member of the Association to be her or his proxy and attend and vote at a general meeting of the Association.
- (2) Notwithstanding the provision in Rule 8.8 (1), the member may instead, appoint the chairperson of that general meeting to be her or his proxy.
- (3) A proxy nomination shall confer the power on the proxy to vote on any or all of the resolutions put to the general meeting unless the proxy document stipulates otherwise. Unless the proxy document directs that the proxy should vote in a particular way in respect of any resolution, the proxy may vote as they see fit.
- (4) A proxy form that is received after the close of business of the Association three days before the general meeting, or having been received, is defective or incomplete, shall not be taken into account at the general meeting. However, if any proxy form, received by the Association within time, is defective or incomplete only as to the failure to make a clear and unambiguous choice of a proxy, the chairperson of the general meeting shall be the proxy for the member lodging that proxy form.
- (5) The proxy form to be completed and submitted shall be substantially in or to the effect of the current proxy form prescribed by the Board.

- (6) The proxy form must accompany the notice of a general meeting given to members of the Association.

8.9 Minutes of General Meetings

- (1) Proper minutes of the proceedings of general meetings of the Association and of meetings of the committees shall be recorded and be entered in the minute book kept by the Association for that purpose, within one month of the relevant meeting at which the minutes were taken.
- (2) The minutes shall be confirmed at the next succeeding meeting of the Association or the relevant committee, as the case may be.
- (3) The minutes shall be signed by the chairperson of the meeting at which the proceedings took place, at the next succeeding meeting at which the minutes are confirmed. If that chairperson is not the chairperson of the next succeeding meeting, the chairperson of that meeting shall sign the minutes.
- (4) Where the minutes are entered and signed in accordance with this Rule, they shall be evidence, until and unless the contrary is proved, that the meeting was convened and duly held; that all proceedings held at the meeting were in fact held, and that all appointments made at the meeting are valid.

9. ATTENDANCE AT MEETINGS

Subject to these Rules, any class of member as described in these Rules or any other person entitled to attend a general or other meeting of any kind of the Association, as defined in Rule 2 of these Rules, may do so in person or by telephone or by any electronic or other suitable means. Further, any such general or other meeting may be convened and wholly conducted by telephone or by any electronic or other suitable means if personal attendance is impermissible, impracticable, undesirable or otherwise unduly inconvenient. The Board may amend or vary, or give directions as to the application or administration of this Rule if, in its opinion, the circumstances so require.

10. GRIEVANCE AND DISPUTE RESOLUTION

- (1) The Association may implement a Grievance and Dispute Resolution Policy and Practice.
- (2) Subject to the provisions of the Act and any other relevant and binding legislation, disputes, complaints and grievances between the Association and a member or members, or otherwise within

the membership of the Association, or between the Association and any external organisation or individual, or between a member of the Association and any such external organisation of individual, shall be managed as far as possible in accordance with any Grievance and Dispute Resolution Policy and Practice of the Association that is or has been implemented pursuant to Rule 9 (1).

(3) The rules of natural justice shall apply to grievance and dispute resolution proceedings.

11. FINANCIAL MANAGEMENT AND REPORTING

11.1 Financial Year

The first financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June, 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 and regulations made thereunder.

11.3 Accounts and Returns 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 of the Association.

11.4 Annual Returns

The annual return of the Association shall be lodged with Consumer and Business Services within six months after the end of each financial year, and must be accompanied by a copy of the accounts, the Auditor's report, and the Board's statement and report.

11.5 Appointment of Auditor

(1) At each Annual General Meeting of the Association, the members shall appoint a person suitably qualified as provided in the Act, to be the Auditor of the Association.

(2) The Auditor shall hold office until the next Annual General Meeting and is eligible for reappointment.

- (3) If an Auditor is not appointed at the Annual General Meeting, or if the Auditor resigns at any time between annual general meetings, the Board shall appoint an Auditor for the current year.

11.6 Board Oversight

- (1) Subject to these Rules and without limiting the powers of the Association, the Board shall oversight the financial management and processes of the Association, including the preparation of, and adherence to, financial budgets and statements.
- (2) The Board shall note and consider a report on the finances of the Association at each Board meeting.
- (3) The Board may, in its discretion, formally promulgate directions, procedures and instructions to be employed and adhered to in the administration of the Association. A suitable record shall be made in the minutes of the meeting at which such action is taken. The Board may delete or amend any such direction, procedure or instruction at its discretion.

12. NOTICES

Subject to the Act and other applicable law, a notice or other document may be served on or given to a person or organisation –

- (a) by delivering it to the person or representative of the organisation personally; or
- (b) by sending it by pre-paid post to the last known address of the person or organisation, or if a member, to the member's address recorded in the Register of Members; or
- (c) by sending it by facsimile transmission, email or other form of electronic transmission to the address or location of the person or organisation to or upon whom the notice or document is to be given or served, or to an address or location otherwise specified by that person or organisation for the giving or serving of notices or other documents in that manner.

13. INDEMNIFICATION

Persons who by and within the bounds of authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.

14. PATRON

The Board may invite and appoint a person to be the Patron of the Association for a period determined by the Board. The Board, at its

discretion, may remove a person so appointed should it be considered to be necessary or appropriate.

15. HONORARY LIFE MEMBER

- (1) Nomination for honorary life membership of the Association may be made to the Chairperson of the Board no later than 7 days prior to the last board meeting held before a general meeting.
- (2) The Chairperson shall submit such nomination to the Board, which may at its discretion, recommend to a general meeting that honorary life membership should be granted to a particular individual who has given, or individuals who have given, exceptional service to the Association, over a reasonably sustained period of time.
- (3) Life membership shall be granted by simple majority of those present or by proxy, at a general meeting.
- (4) An Honorary Life Member shall be entitled to all privileges of membership except the right to vote at a general meeting, without paying the annual subscription, but will otherwise be bound by these Rules.
- (5) Appointment as an Honorary Life member extinguishes any other class of membership held by that member of the Association.
- (6) Honorary life membership may be rescinded for good reason, on the recommendation of the Board, by a simple majority of those present or by proxy, at a general meeting.

16. EMPLOYEES INELIGIBLE TO BE A MEMBER OF THE BOARD

An employee of the Association is not eligible to be elected or appointed as a member of the Board.

17. 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.

18. WINDING UP

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

19. APPLICATION OF SURPLUS ASSETS

Subject to the provisions of the Act -

- (1) If, after the winding up of the Association, there remain 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.
- (2) If the distribution specified in Rule 18(1) cannot be reasonably or conveniently undertaken, the Association may determine to distribute surplus assets to nominated charities.
- (3) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

20. RULES

- (1) These Rules may be altered, including an alteration to the Association's name, by special resolution of the members of the Association. This includes the amendment or rescission of a rule or rules, or the replacement by substitute rules.
- (2) The alteration shall be registered with the relevant South Australian Government Authority as required by the Act.
- (3) 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 of the provisions thereof.