

**SOUTH AUSTRALIAN CANINE ASSOCIATION INCORPORATED
(Trading as Dogs SA)**

CONSTITUTION

Associations Incorporation Act 1985 (SA)

Incorporation Number A3996

Clean version 09/04/24/V2 (DRAFT)

CONTENTS

PART A – THE ASSOCIATION	4
1. NAME.....	4
2. DEFINITIONS	4
3. OBJECTS	5
4. POWERS OF THE ASSOCIATION	6
5. NOT-FOR-PROFIT ORGANISATION.....	6
PART B - MEMBERSHIP	6
6. MEMBERSHIP	6
7. APPLICATION FOR MEMBERSHIP	7
8. MEMBERSHIP FEES	7
9. RIGHTS OF MEMBERS	7
10. MEMBERSHIP ENTITLEMENTS NOT TRANSFERRABLE	8
11. CESSATION OF MEMBERSHIP.....	8
12. RESIGNATION OF MEMBERSHIP	9
13. MEMBERS’ REGISTER.....	9
14. MEMBERS’ LIABILITIES.....	9
15. DISCIPLINING OF MEMBER	9
16. DISPUTE RESOLUTION	9
PART C – BOARD OF DIRECTORS	10
17. POWERS OF THE BOARD.....	10
18. BOARD COMPOSITION.....	10
19. ELIGIBILITY OF DIRECTORS	11
20. ELECTION OF ELECTED DIRECTORS	11
21. CASUAL VACANCIES	12
22. VACATION OF OFFICE OF DIRECTORS	12
23. REMOVAL OF DIRECTOR.....	12
24. OFFICE BEARERS	13
25. BOARD MEETINGS.....	13
26. RESOLUTIONS MADE OUTSIDE OF BOARD MEETINGS	14
27. VALIDITY OF ACTS	14
PART D - GENERAL MEETINGS	14
28. ANNUAL GENERAL MEETINGS	14
29. SPECIAL GENERAL MEETINGS	15
30. NOTICE OF GENERAL MEETINGS	15
31. CHAIRPERSON AT GENERAL MEETINGS.....	16
32. QUORUM AT GENERAL MEETINGS.....	16
33. CONDUCT OF A GENERAL MEETING	17
34. CANCELLATION OF GENERAL MEETINGS.....	17
35. VOTING AT GENERAL MEETINGS	17
36. MAKING OF DECISIONS AT GENERAL MEETINGS	18
37. USE OF TECHNOLOGY AT GENERAL MEETINGS	18
PART E - ADMINISTRATION	19
38. BY-LAWS.....	19
39. MINUTES OF GENERAL MEETINGS	19
40. SERVICE OF NOTICES	19
41. FINANCIAL YEAR.....	20
42. FUNDS – SOURCE.....	20
43. FUNDS – MANAGEMENT.....	20
44. CUSTODY AND INSPECTION OF BOOKS ETC.	20
45. AUDITOR.....	21
46. REPORTS TO BE LAID BEFORE MEMBERS	21
47. PERIODIC (ANNUAL) RETURNS	21
48. INSURANCE	21
49. INDEMNITY	21

50.	DISSOLUTION OF THE ASSOCIATION.....	22
51.	ALTERATION OF CONSTITUTION.....	22
52.	TRANSITIONAL ARRANGEMENTS	22
	END OF CONSTITUTION	23

SOUTH AUSTRALIAN CANINE ASSOCIATION INCORPORATED

CONSTITUTION

Part A – The Association

1. Name

- 1.1. The name of the Association is South Australian Canine Association Incorporated (trading as Dogs SA).

2. Definitions

- 2.1. In this Constitution, except as so far as the context or subject matter otherwise indicates or requires:

Act means the *Associations Incorporation Act 1985 (SA)* as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Association;

Association means South Australian Canine Association Incorporated;

Board means some or all of the Directors acting as the Board of Directors of the Association;

By-laws means the set of rules made by the Board in accordance with clause 38;

Constitution means this constitution which comprises the rules of the Association, as amended from time to time;

Director means an individual appointed or elected to the Board;

Executive Officer means the person for the time being employed in such capacity by the Association;

Exhibition includes, but is not limited to, a championship show, parade, open show, sanction show, trial, test, competition or other canine display approved by the Board;

Office Bearer means a person elected or appointed to the position of President or Vice President as the case may be in accordance with clause 24;

Ordinary Resolution means a resolution passed by a simple majority at a General Meeting;

Public Officer means the person appointed by the Board as the public officer of the Association as required under section 56 of the Act;

Members' Register means the register of Members established in accordance with clause 13; and

Special Resolution means a resolution passed as a Special Resolution as defined in the Act.

- 2.2. In this Constitution, unless the context requires otherwise, the following rules of interpretation apply:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty;
- (c) a gender includes all genders;
- (d) the singular includes plural and vice versa;
- (e) where a word or phrase is defined, its other grammatical forms or parts of speech have a corresponding meaning;
- (f) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislation substituted for it and any regulations and statutory instruments issued under it;
- (g) the word 'person' means a natural person and any corporation, association, body or entity whether incorporated or not; and
- (h) the words 'writing' and 'written' include any mode of representing or reproducing words, figures, drawings or symbols in a visible or communicable form.

3. Objects

- 3.1. The Objects of the Association are to promote the cause of responsible dog ownership, preservation of ethical pedigree purebred breeding of dogs and providing dog enrichment activities across the community of South Australia.
- 3.2. The Association pursues its Objects through a range of activities, services and engagement with all relevant stakeholders that may include:
 - (a) advocacy: providing a meaningful and significant advocacy role focusing on responsible dog ownership and breeding;
 - (b) advancing welfare: advancing and promoting the welfare and enrichment of all dogs;
 - (c) promotion: promoting the role and significance of the Association to the Commonwealth Government, the South Australian Government and Local Government Councils;
 - (d) encouraging sporting activities: encouraging, promoting and regulating the sport of dog exhibitions and all related recreational activities that provide benefits for Members;
 - (e) education: by appropriate means relating to the ethical breeding, training, trialling, exhibiting, buying and selling of dogs, dog training and associated activities;
 - (f) furthering collaboration: seeking meaningful partnerships, sharing resources and co-operating with kindred organisations with the aim of fulfilling the Objects and the Association's strategic directions; and
 - (g) other actions: undertaking other such courses of action as may foster the achievement of the Objects.

3.3. The Association may only exercise the powers given to it under the Act to carry out the Objects and to do all things incidental or convenient in relation to the exercise of such powers.

4. Powers of the Association

4.1. The Association has, subject to the Act:

- (a) the legal capacity and powers of an individual and all the powers of a body corporate; and
- (b) the power to do all things necessary or convenient to be done for, or in connection with, the attainment of its Objects.

5. Not-for-profit organisation

5.1. Subject to the Act, the income and capital of the Association will be applied exclusively to the promotion of the Objects.

5.2. The Association must not distribute any surplus, income or assets directly or indirectly to its Members.

5.3. Provided they are done in good faith, clauses 5.1 and 5.2 do not prevent the Association from doing the following things:

- (a) paying a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or at rates more favourable to the Association;
- (b) the payment of reasonable and proper remuneration to any employee(s) of the Association;
- (c) making a payment to a Member in carrying out the Objects; or
- (d) any other bona fide reason for the attainment of the Objects.

Part B - Membership

6. Membership

6.1. There are two classes of Membership:

- (a) Voting Members; and
- (b) Non-Voting Members.

6.2. Voting Membership is open to persons who:

- (a) are primarily concerned with the breeding, caring, upbringing, training and exhibition of dogs or any aspect thereof; and
- (b) satisfy any further criteria that may be prescribed by the Board from time to time and set out in the By-laws.

6.3. Non-Voting Membership is open to persons who:

- (a) support the Objects but are not eligible to be Voting Members; and
- (b) satisfy any additional requirements for Non-Voting Membership as prescribed by the Board from time to time and set out in the By-laws.

- 6.4. The Board may provide for categories within a class of membership on such terms and conditions as the Board determines.
- 6.5. The Board may from time to time determine additional requirements for admission as a Member and/or as a Member in a particular class or category of membership.

7. Application for Membership

- 7.1. An application for membership must be in a form prescribed by the Board.
- 7.2. The Board may approve or reject an application of membership.
- 7.3. The Board may refuse any application for membership without being compelled to give reasons for such refusal. Any rejection must also provide for natural justice.
- 7.4. The Board may delegate the consideration and determination of any membership application.
- 7.5. Once made, written notice of the decision of the Board (or its delegate) will be sent to the applicant for membership.
- 7.6. If the applicant for membership is not admitted to membership, then any moneys paid by them for membership (except joining fees) must be returned to them in full.
- 7.7. The acceptance of an applicant to be a Member is subject to payment of any fees and, if such payment is not made, then the Board may, in its discretion, cancel its acceptance of the applicant for membership of the Association.
- 7.8. Subject to clause 7.7, an applicant for membership becomes a Member and is entitled to exercise the rights and privileges of a Member when their name is entered in the Members' Register.

8. Membership Fees

- 8.1. The Board may determine from time to time to charge fees to Members and such fees may include joining fees, annual subscriptions or specific purpose levies and charges.
- 8.2. The Board may determine different fees for amounts charged to Members as between classes or categories of Members.
- 8.3. Any amounts charged to Members are payable in such manner and at such times as are determined by the Board.
- 8.4. If any fee remains unpaid more than one month, the Member's membership is terminated unless the Board resolves otherwise. A Member may be reinstated upon the payment of unpaid fees. A member with outstanding fees may not conduct business with the Association until such time as all outstanding fees have been paid.

9. Rights of Members

- 9.1. Subject to this Constitution, Voting Members have the following rights:
 - (a) to receive notice of and attend General Meetings;

- (b) to nominate candidates or be nominated for election as a Director, subject to clause 19; and
 - (c) to vote at General Meetings and on resolutions put to the membership and on the election of Directors.
- 9.2. Subject to this Constitution, Non-Voting Members:
- (a) are entitled to receive notices of and to attend General Meetings;
 - (b) do not have voting rights;
 - (c) are not entitled to nominate or elect Directors; and
 - (d) are not entitled to stand for election as a Director.
- 9.3. A Member is entitled to exercise their rights if their membership rights are not suspended for any reason.
- 9.4. A Member who has not paid any fees payable by the due date will not be entitled to exercise their rights while the fee remains unpaid.
- 9.5. Members must conduct themselves in accordance with:
- (a) this Constitution; and
 - (b) the By-laws.

10. Membership entitlements not transferrable

- 10.1. A right, privilege or obligation which a person has by reason of being a Member:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the person's membership.

11. Cessation of Membership

- 11.1. A Member ceases to be a Member:
- (a) if they resign;
 - (b) if they die;
 - (c) if they are expelled under clause 15;
 - (d) if they cease to satisfy the criteria to be a Member, on the date that the Board resolves to cease the membership;
 - (e) if they are convicted of an indictable offence, on the date that the Board resolves to cease the membership; or
 - (f) in any other circumstances prescribed in the terms of membership applicable to the Member or on the failure to satisfy any undertaking given by the Member upon them being admitted as a Member, on the date that the Board resolves to cease the membership.
- 11.2. A Member who ceases to be a Member:
- (a) will not be entitled to any refund, in full or part, of any membership fees paid; and

- (b) will not be readmitted as a Member until all unpaid moneys outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding moneys.

12. Resignation of Membership

- 12.1. A Member may resign from membership of the Association by giving notice in writing of the Member's intention to resign.
- 12.2. Where a Member ceases to be Member pursuant to clause 12.1, and in every other case where a Member ceases to hold membership, the Association will make an appropriate entry in the Members' Register recording the date on which the Member ceased to be a Member.

13. Members' Register

- 13.1. The Executive Officer or another person delegated by the Board must ensure establishment and maintenance of a Members' Register specifying the details of Members as determined by the Board and as required under the Act.
- 13.2. A Member may by notice in writing to the Executive Officer request to be provided with the details recorded in the Members' Register, as permissible under the Act.
- 13.3. A Member must not use information obtained from the Members' Register to contact or send material to Members, other than for:
 - (a) the purposes of sending a notice in respect of a General Meeting; or
 - (b) any other purpose necessary to comply with a requirement of the Act or as permitted by the Board.

14. Members' liabilities

- 14.1. The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, that is unpaid by the Member in respect of their membership fees of the Association.

15. Disciplining of Member

- 15.1. Any allegation of a breach of the Constitution or By-laws will be made in writing to the Executive Officer and be accompanied by the prescribed fee (if any).
- 15.2. The process for disciplinary matters, including the right to appeal any determinations is detailed in the By-laws.

16. Dispute Resolution

- 16.1. The dispute resolution procedure, as distinct from disciplinary procedures, set out in this clause applies to disputes between:
 - (a) a Member and another Member; and
 - (b) a Member and the Association.

- 16.2. The process for Dispute Resolution is set out in the By-laws and is subject to any requirements in the Act.

Part C – Board of Directors

17. Powers of the Board

- 17.1. The business and affairs of the Association will be administered by the Board which will, subject to the Act and this Constitution:
- (a) control and manage the affairs of the Association;
 - (b) exercise all the functions as may be exercised by the Association other than those functions required by this Constitution or the Act to be exercised by General Meeting of Members; and
 - (c) have power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.
- 17.2. The Board may delegate any of its powers and/or functions to one or more sub-committees, any employee of the Association or any other person as the Board thinks fit. In exercising any powers so delegated, the sub-committee, employee or person must comply with any terms and conditions that may be set by the Board.

18. Board Composition

- 18.1. The Board will have a maximum of 11 Directors comprising:
- (a) the **President**, who must be:
 - (i) a Voting Member; and
 - (ii) elected as President by the Voting Members;
 - (b) the **Vice-President**, who must be:
 - (i) a Voting Member; and
 - (ii) elected as Vice-President by the Voting Members;and
 - (c) Nine other **Elected Directors**, who must all be:
 - (i) Voting Members; and
 - (ii) elected as Elected Directors by the Voting Members.
- 18.2. Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors is reduced to less than seven Elected Directors, in which case the continuing Directors may act only:
- (a) to appoint Directors for the purpose of increasing the number of Elected Directors to seven or higher according to clause 21.1;
 - (b) to convene a General Meeting: or
 - (c) in an emergency.
- 18.3. Term of office for Elected Directors and President
- (a) The term of office of an Elected Director (including a person elected by the Members as Vice-President and President) commences at the conclusion of the Annual General Meeting

- at which their election is declared or announced and ends at the conclusion of the third following Annual General Meeting.
- (b) If eligible, a retiring Elected Director, Vice-President or President may be nominated for re-election.

19. Eligibility of Directors

- 19.1. A person is eligible for election or appointment as a Director if they:
- (a) are over the age of 18 years;
 - (b) are a Voting Member;
 - (c) give their signed consent to act as a Director of the Association;
 - (d) are not ineligible to be a Director under law, including the Act; and
 - (e) are not an employee of the Association.
- 19.2. A person is ineligible for election or appointment as a Director if they have been found guilty by a disciplinary panel of a breach of the Constitution or By-laws for which the penalty is a suspension of their membership of the Association in the four year period immediately preceding the date of their nomination for election or appointment.

20. Election of Elected Directors

- 20.1. Subject to this clause 20, the Board may make By-laws regarding the procedure and timing of the nomination process for, and the conduct of, the election of Elected Directors, Vice-President and the President.
- 20.2. Prior to an Annual General Meeting, the Board will invite nominations from eligible Voting Members for election as Elected Directors and/or as Vice-President/President (as the case may be).
- 20.3. Nominations of candidates for election as Elected Directors, Vice-President and President must be lodged in the time prescribed in the By-laws.
- 20.4. Elections will be held prior to the Annual General Meeting in accordance with the procedures determined by the Board and as set out in the By-laws.
- 20.5. A Returning Officer will be appointed to conduct the election of Elected Directors, Vice-President and the President.
- 20.6. If the number of nominations for the election of Elected Directors, Vice-President or the President exceeds the number of vacancies to be filled, a ballot must be held prior to the Annual General Meeting, which may be an electronic ballot as determined by the Board.
- 20.7. If an election of the Vice-President or President is required, the ballot for the election of the Vice-President or President will be separate from the ballot for the election of the other Elected Directors.

- 20.8. If the number of nominations received for the election of Elected Directors, Vice-President or the President is equal to or less than the number of vacant positions to be filled, then the candidates nominated will be declared elected at the Annual General Meeting following the close of nominations.
- 20.9. The results of an election of Elected Directors (Vice-President and President, if any) will be announced at the Annual General Meeting.
- 20.10. Any unfilled Director positions as a result of insufficient nominations will be deemed casual vacancies and dealt with pursuant to clause 21.1.

21. Casual vacancies

- 21.1. If a casual vacancy in the position of an Elected Director, Vice-President or the President occurs, the Board may appoint an eligible individual to fill the casual vacancy and such appointee holds office until the next election at which time the position will be filled by election of the voting members for the remainder of the term (if applicable).

22. Vacation of office of Directors

- 22.1. The office of a Director becomes vacant if the Director:
- (a) resigns by notice in writing to the President or Executive Officer;
 - (b) is an Elected Director, Vice-President or the President and ceases to be a Voting Member;
 - (c) dies;
 - (d) is removed from office under clause 23;
 - (e) is absent from three consecutive Board meetings without the consent of the Board;
 - (f) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth);
 - (g) is prohibited from being a director under the Act;
 - (h) is convicted of an offence involving fraud or dishonesty for which the penalty is imprisonment for a period of not less than three months; or
 - (i) becomes permanently incapacitated by ill health.

23. Removal of Director

- 23.1. The Association in a General Meeting may by Ordinary Resolution remove any Director from office before the expiration of the Director's term of office.
- 23.2. A Director that is subject to the proposed Ordinary Resolution referred to in clause 23.1:
- (a) may make a statement in writing (not exceeding 1,000 words) (Director's Statement); and

- (b) request that the Executive Officer forward a copy of the Director's Statement to the Members or make it available to the Members on the Association's website.

23.3. If the Director's Statement is not sent to the Members or made available to Members on the Association's website by the Executive Officer, the Director has the right to require the Director's Statement to be read out publicly at the General Meeting at which the resolution to remove the Director is to be considered by the Members.

24. Office Bearers

24.1. The Office Bearers will be:

- (a) the President; and
- (b) the Vice President.

24.2. The Office Bearers will have such powers and duties as specified in this Constitution and as determined by the Board.

24.3. The President:

- (a) is to be elected by the Members according to clause 20; and
- (b) holds office for a term of three years in accordance with clause 18.3.

24.4. The Vice President:

- (a) is to be elected by the Members according to clause 20; and
- (b) holds office for a term of three years in accordance with clause 18.3.

a. The President and the Vice President will not hold office beyond their retirement, resignation or removal as a Director.

25. Board Meetings

25.1. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its Board meetings as it thinks fit.

25.2. No business is to be transacted by the Board at a Board meeting unless a quorum is present.

25.3. The quorum for a Board meeting is a majority of Directors in office at the time.

25.4. At a Board meeting:

- (a) the President or, in the President's absence, the Vice President is to preside as chairperson; or
- (b) if the President and the Vice President are absent or unwilling to act, such one of the remaining Directors as may be chosen by the Directors present at the Board meeting is to preside as chairperson of the Board meeting.

25.5. The President alone, or any two Directors, may convene a Board meeting.

- 25.6. Questions arising at a Board meeting will be decided by a simple majority of votes of those present and entitled to vote. Directors will have one vote on any question.
- 25.7. In the event of an equality of votes on any question, the chairperson of the Board meeting does not have a casting vote and the motion is not passed.
- 25.8. The Board must ensure that minutes are made of all Board meetings and all decisions made by electronic communication pursuant to clause 26.1.
- 25.9. Written or electronic notice of a Board meeting is to be given to each Director at least seven days or such other period as may be unanimously agreed upon by the Directors before the time appointed for the holding of the Board Meeting.
- 25.10. In cases of urgency, a Board meeting can be held without notice being given in accordance with clause 25.9 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- 25.11. A Board meeting may be held using technology that allows the Directors in attendance to clearly and simultaneously communicate with each other.
- 25.12. A Director who participates in a Board meeting using technology is taken to be present at the Board meeting and, if the Director votes at the Board meeting, is taken to have voted in person.
- 25.13. The Board may, from time to time and at its discretion, invite individuals to attend Board meetings as observers.

26. Resolutions made outside of Board meetings

- 26.1. When necessary, the Board may consider and pass a resolution without a Board meeting being held. Such a resolution may be passed by written or electronic communication, provided the number of Directors who vote in favour of the matter equals or exceeds the number for a quorum.
- 26.2. Any such resolution may consist of multiple copies of the same document, each signed or authorised by one or more of Directors. The document may be in the form of electronic communication.

27. Validity of acts

- 27.1. Any act or thing done or suffered, or purporting to have been done or suffered, by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director.

Part D - General Meetings

28. Annual General Meetings

- 28.1. An Annual General Meeting will be held each year in accordance with the Act.
- 28.2. The time and place of, or the type of technology used for, the Annual General Meeting will be determined by the Board.

- 28.3. No business other than that specified in the notice convening the Annual General Meeting will be transacted at the meeting except business that may be transacted pursuant to clause 28.4.
- 28.4. The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of meeting:
- (a) the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
 - (b) the consideration of the annual financial report, Board report and Auditor's report;
 - (c) the election, or the announcement of appointment or election, of Directors; and
 - (d) the appointment of the Auditor, as required.

29. Special General Meetings

- 29.1. Whenever it thinks fit, the Board may convene a General Meeting and such meeting, where it is not an Annual General Meeting, will be called a Special General Meeting.
- 29.2. A Special General Meeting may also be convened by the Board upon the request of not less than five per cent (5%) of the Members who are entitled to vote at a General Meeting.
- 29.3. A request for a Special General Meeting:
- (a) must state the purpose or purposes of the Special General Meeting;
 - (b) must be signed by the Members making the request;
 - (c) must be lodged with the Executive Officer; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the Members making the request.
- 29.4. For the purposes of clause 29.3:
- (a) a requisition may be in electronic form; and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.
- 29.5. If the Board fails to give notice of a Special General Meeting within one month after the date on which a request for the Special General Meeting is lodged, any one or more of the Members who made the request may convene a Special General Meeting to be held not later than three months after that date.
- 29.6. A Special General Meeting convened by Members as referred to in clause 29.5 must be convened as nearly as is practicable in the same manner as a Special General Meeting is convened by the Board.

30. Notice of General Meetings

- 30.1. Except if the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution, notice of a General

Meeting must be given to each Member at least 14 days before the date fixed for the holding of the General Meeting.

- 30.2. If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution, at least 21 days' notice of the General Meeting must be given.
- 30.3. The notice of a General Meeting must specify:
 - (a) the place, date and time of the General Meeting, and if the meeting is to be held using technology, the technology that will be used;
 - (b) the nature of the business proposed to be transacted at the General Meeting;
 - (c) if a Special Resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution.
- 30.4. An Annual General Meeting must be specified as such in the notice convening it.

31. Chairperson at General Meetings

- 31.1. The President will preside as chairperson of each General Meeting.
- 31.2. If the President is not present within 15 minutes after the time appointed for the commencement, or is unable or unwilling to act, the following may preside as chairperson of the General Meeting (in order of precedence):
 - (a) the Vice President;
 - (b) any other Director present who has been appointed as chairperson by those other Directors present; or
 - (c) a Member present chosen as chairperson by a majority of the Voting Members.

32. Quorum at General Meetings

- 32.1. No business is to be transacted at any General Meeting unless a quorum is present at the time when the matter is dealt with.
- 32.2. The quorum for the transaction of the business of a General Meeting is 30 Members entitled to vote present in person.
- 32.3. If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (a) in the case of a General Meeting convened at the request of Members, the General Meeting must be dissolved; and
 - (b) in any other case, the General Meeting stands adjourned to such other day, time and place as the Board appoints by notice to the Members.
- 32.4. If at the adjourned General Meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the General Meeting will lapse.

33. Conduct of a General Meeting

- 33.1. The chairperson of a General Meeting is responsible for the conduct of the meeting.
- 33.2. Any question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chairperson of the General Meeting whose decision is final.
- 33.3. The chairperson of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting:
 - (a) impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the General Meeting;
 - (b) terminate debate or discussion at the General Meeting; and
 - (c) adopt any procedures for casting or recording votes at the General Meeting whether on a show of hands or a poll.
- 33.4. The chairperson of a General Meeting may at any time during the course of a General Meeting, and must if so, directed by the General Meeting, adjourn the General Meeting from time to time and from place to place, but no business may be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 33.5. When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting.
- 33.6. Except as provided by clause 33.5, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

34. Cancellation of General Meetings

- 34.1. Except in the case of a General Meeting called at the request of Members, the Board may by resolution, cancel, postpone or change the venue of a General Meeting at any time prior to the meeting. The Board must give notice of the postponement, cancellation or change of venue to all persons entitled to receive notices of a General Meeting.

35. Voting at General Meetings

- 35.1. Upon any question arising at a General Meeting a Member entitled to vote has one vote.
- 35.2. Votes will be given in person.
- 35.3. For clarity, a member is not entitled to appoint a proxy and cannot cast a vote by proxy.
- 35.4. No Member may vote at any General Meeting unless all fees due and payable by the Member to the Association have been paid.
- 35.5. Only Financial voting members who have been on the members register for the previous 30 Days may vote at General Meetings.

36. Making of decisions at General Meetings

- 36.1. Unless otherwise required by this Constitution or the Act, questions arising at a General Meeting are to be decided by a simple majority of the votes cast (Ordinary Resolution).
- 36.2. In the case of an equality of votes upon any proposed resolution, the chairperson of the General Meeting, in addition to any deliberative vote, does not have a casting vote and the proposed resolution is not passed.
- 36.3. A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands.
- 36.4. On a show of hands, a declaration by the chairperson of the General Meeting is conclusive evidence of the result. Neither the chairperson of the General Meeting nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 36.5. A poll may be demanded:
 - (a) by the chairperson of the General Meeting; or
 - (b) by any five or more Members entitled to vote on the resolution present in person.
- 36.6. The demand for a poll may be withdrawn.
- 36.7. A demand for a poll does not prevent the continuation of a General Meeting for the transaction of any business other than the question on which the poll has been demanded.
- 36.8. A poll demanded must be taken when and in the manner the chairperson of the General Meeting directs including in relation to how votes of Members attending by technology are to be collected.
- 36.9. A poll on the election of a chairperson of a General Meeting or on the question of an adjournment of a General Meeting must be taken immediately.
- 36.10. The result of the poll will be the resolution of the General Meeting at which the poll was demanded, and an entry to that effect in the minutes of the General Meeting is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

37. Use of technology at General Meetings

- 37.1. A General Meeting may be held using any technology approved by the Board that gives the Members a reasonable opportunity to participate.
- 37.2. A Member who participates in a General Meeting using that technology is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

Part E - Administration

38. By-laws

- 38.1. The Board may by resolution make, amend or revoke By-laws for the purposes of giving effect to any provision of this Constitution or to govern the procedures and activities of the Association.
- 38.2. The Board may by resolution make, amend or revoke By-laws for the proper advancement, management and administration of the Association or the purposes of giving effect to any provision(s) of this Constitution.
- 38.3. Such By-laws must be consistent with the Constitution and are binding on the Board and the Members.
- 38.4. The By-laws may be amended by the Board provided that the Members are advised fully as to the amendments.

39. Minutes of General Meetings

- 39.1. The Board must ensure that minutes are taken and kept of each General Meeting. Such minutes will be entered within four weeks after the relevant meeting in the minute books (which may be in electronic form) kept for the purpose.
- 39.2. The minutes of a General Meeting will 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.
- 39.3. Where minutes are entered and signed they will, until the contrary is proved, be evidence that the General Meeting was convened and duly held, that all proceedings held at the meeting will be deemed to have been duly held, and that all appointments made at a General Meeting will be deemed to be valid.

40. Service of notices

- 40.1. A notice may be served on or given to the Association by:
 - (a) delivering it to the street address or posting it to the postal address of the registered office of the Association; or
 - (b) using an electronic means of transmission to the email address of the Association.
- 40.2. A notice may be served on or given to a Member either personally or by sending it by post or by electronic means of transmission to the Member's address shown in the Members' Register.
- 40.3. For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the Member;
 - (b) in the case of a notice sent by post, on the third day after it is posted; and
 - (c) in the case of a notice sent by electronic transmission, on the date it was sent.

41. Financial year

41.1. The financial year of the Association commences on the 1st day of January and ends on the 31st day of December.

42. Funds – Source

42.1. The funds of the Association may be derived from:

- (a) membership fees in accordance with clause 8;
- (b) donations;
- (c) course/workshop fees;
- (d) government grants;
- (e) interest on money; and
- (f) such other sources as the Board determines from time to time.

42.2. All money received by the Association will be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

43. Funds – Management

43.1. The funds of the Association will be managed and used in pursuance of the Objects in such manner as the Board determines.

43.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or authorised as determined by the Board.

44. Custody and inspection of books etc.

44.1. The Board will keep in their custody or under their control all records, books and other documents relating to the Association.

44.2. A Member may, by prior appointment with the Executive Officer, inspect free of charge:

- (a) the Members' Register in accordance with clause 13;
- (b) minutes of General Meetings;
- (c) subject to clauses 44.3 and 44.4, the financial records, books and other financial documents of the Association.

44.3. Members may not inspect the records of the Association that relate to confidential, personal, employment, commercial or legal matters, except as permitted by the Board.

44.4. Members are not entitled to inspect minutes of Board meetings except as permitted by the Board. Members may be entitled to receive a summary of Board meetings as permitted by the Board.

44.5. A Member is entitled to request a copy of the following documents free of charge:

- (a) the Constitution;
- (b) the By-laws; and
- (c) the minutes of a General Meeting.

45. Auditor

- 45.1. At each Annual General Meeting, the Members will appoint a person to be the Auditor of the Association.
- 45.2. The Auditor will hold office until the next Annual General Meeting and is eligible for re-appointment.
- 45.3. If an appointment is not made at an Annual General Meeting, the Board will appoint an Auditor for the current financial year.

46. Reports to be laid before Members

- 46.1. The accounts, together with the Auditor's report on the accounts, the Board's statement and the Board's report, will be laid before Members at the Annual General Meeting.

47. Periodic (Annual) Returns

- 47.1. The Periodic (Annual) Return required by the Act will be lodged with Consumer and Business Services (South Australia) within six months after the end of each financial year.
- 47.2. The Periodic (Annual) Return must be accompanied by a copy of the accounts, the Auditor's report, the Board's statement, and the Board's report.

48. Insurance

- 48.1. The Board will effect and maintain insurance as required under the Act together with any other insurance which may be required by law or regarded as necessary by the Board.

49. Indemnity

- 49.1. The Association:
 - (a) must not exempt or indemnify any Director in respect of negligence, default, breach of duty, or breach of trust by the Director in relation to the Association; but
 - (b) will indemnify each of its Directors against any other liability incurred in good faith by the Director in the course of performing their duties as a Director.
- 49.2. Clause 49.1(a) does not apply to the following:
 - (a) any indemnity for a Director in respect of a liability incurred by them in defending civil proceedings in which judgment is given in their favour or criminal proceedings in which they are acquitted; or
 - (b) contracts of insurance entered into by the Association to provide coverage for liabilities incurred by its Directors.

50. Dissolution of the Association

- 50.1. The Association may be wound up in the manner provided for in the Act.
- 50.2. If upon the dissolution of the Association, there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same must be transferred to an association(s):
- (a) having objects similar or in-part similar to the Objects;
 - (b) required by its constitution to apply its profits or other income in promoting its objects; and
 - (c) whose constitution must prohibit the distribution of its income and property among its members.
- 50.3. Such association(s) is (are) to be determined by a Special Resolution of the Association at or before the time of dissolution.
- 50.4. Voluntary dissolution of the Association may only be achieved by Special Resolution and following the requirements of the Act.

51. Alteration of Constitution

- 51.1. This Constitution may be altered, rescinded or added to only by a Special Resolution and following the requirements of the Act.

52. Transitional arrangements

Membership

- 52.1. Upon this Constitution becoming effective:
- (a) 'Individual Members' and 'Life Members' will be classified as 'Voting Members'; and
 - (b) 'Affiliates', 'Associate Members' and 'Complimentary Members' will be classified as 'Non-Voting Members'.

Board

- 52.2. Upon this Constitution becoming effective:
- (a) the 'Council' will be designated as the 'Board';
 - (b) the 'Officers of the Council' will be designated as the 'Directors' and each will serve out the remainder of their term of office pursuant to the constitution that this Constitution replaces;
 - (c) the Vice-President and President in office will continue as Vice-President and President and each will serve out the remainder of their term of office pursuant to the constitution that this Constitution replaces.

Committee(s)

- 52.3. Any committee or sub-committee established by the Council of the Association prior to this Constitution becoming effective will, upon this Constitution becoming effective, continue as a committee of the Board until such time as the Board determines that it is to be dissolved.

END OF CONSTITUTION