

**CONSTITUTION AND RULES**

**OF**

**TURF MANAGEMENT**

**SOUTH AUSTRALIA INC.**

**(TMSA)**



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# PART 1

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## 1. NAME

The name of the Incorporated Association is **Turf Management South Australia Inc.** referred to herein as "the Association" or "TMSA".

## 2. DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

In these Rules of Association, unless the context otherwise requires:

**Act** means the *Associations Incorporation Act 1985* (South Australia).

**Association** means Turf Management South Australia Inc, constituted pursuant to these Rules.

**Casual Vacancy** means a vacancy which occurs when an elected member of the Committee ceases to hold office, or the position is not filled at the Annual General Meeting election.

**Committee** means the committee of management of the Association responsible for administering the activities of the Association as constituted under Part 3 of these Rules.

**Financial Year** means the period 1 July to 30 June.

**General Meeting** means a general meeting of members of the Association convened in accordance with these Rules.

**Member** means a member of the Association that has been accepted into the Associations in accordance with Part 2 of these Rules.

**Month** shall mean a calendar month.

**Secretary means:**

- a) the person holding office under these Rules as Secretary; or
- b) where no such person holds that office — the Public Officer.

**Special General Meeting** is a general meeting of the Association other than an Annual General meeting.

**Special Resolution** means a special Resolution defined in the Act.

### 2.2 Interpretation

In these Rules, unless the context otherwise requires:

- a) the singular includes the plural and vice versa;
- b) references to a gender includes the other gender;
- c) headings are for convenience only and do not affect interpretation;
- d) in the event that these Rules are silent, the Act will apply; and

- e) expression referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in visible form.

### **3. OBJECTS**

The Objects of the Association are to:

- 3.1 Further the interests of the turf management industry and those involved in the maintenance of all sports and recreational turf.
- 3.2 Be a forum for sharing and promoting technical information, education, innovation, best practice and safety standards.
- 3.3 Support, plan and fund the provision of classes, seminars, workshops and field days to provide educational opportunities to all levels.
- 3.4 Promote the turf management profession to public, government and allied industries, encouraging the support of research in the turf grass industry.
- 3.5 Promote awareness of the importance and benefits of the turf grass industry to both the health and wellbeing of the community and the environment.
- 3.6 Promote friendship and solidarity between those involved in the sports turf and turf grass industry, encouraging open discussion and a problem-solving environment.
- 3.7 Liaise with and support other associations aligned with turf management for the betterment of the industry.

### **4. POWERS**

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

## **PART 2 — MEMBERSHIP**

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### **5. REGISTER OF MEMBERS**

- 5.1 The executive officer shall establish and maintain a Register of Members in which shall be recorded the name and address of each party who is a member, together with the date on which the party became a member or ceases to be a member and the class of membership held.
- 5.2 An entry in the register shall be evidence of membership of the Association.

### **6. MEMBERSHIP CATEGORIES**

There shall be the following categories of membership:

#### **6.1 Management Member**

Shall be an individual currently employed by their place of employment in a senior, supervisor or management position engaged in maintaining a turf or amenity horticulture facility.

This could be an employee of a golf course, sporting association, venue management, council, school or contractor. Examples include:

- Golf – Superintendent / Assistant Superintendent
- Sports Turf Venue or School – Ground Manager / Assistant Ground Manager
- Council – Parks Manager / Supervisor or Co-Ordinator Sports Turf
- Contractor – Operations Manager / Assistant Operations Manager
- General – position in-charge / position second in-charge of grounds management

Shall have full voting rights and the ability to nominate for Committee and hold any committee position. The positions of President and Vice President must be held by a Management Member.

## 6.2 Standard Member

Shall be an individual currently employed by their place of employment in a position engaged maintaining a turf or amenity horticulture facility.

This could be an employee of a golf course, sporting association, venue management, council, school or contractor.

Shall have full voting rights and the ability to nominate for committee and is eligible to hold an executive committee position except that of President or Vice President.

## 6.3 Trade Member

Shall be an individual currently employed as a representative or employee of an industry supplier or consultant, or an owner, director or senior manager of a contractor company and others that offer services to the industry.

Shall have full voting rights and is ineligible to nominate for the committee however may be co-opted to a Committee position by majority vote of the committee where their skills could be of benefit.

## 6.4 Apprentice / Trainee Member

Shall be an individual currently employed by their place of employment as an apprentice or trainee or enrolled in an approved trade level (Certificate III) qualification.

Shall not have any voting rights and is ineligible to nominate for committee.

## 6.5 Retired Member

Shall be an individual who has been employed in the turf Industry and has previously held a Management, Standard or Trade Membership and has subsequently retired from active employment.

Shall have full voting rights and the ability to nominate for committee.

## 6.6 Life Member

Shall be an individual who has been awarded life membership according to the articles of the Association.

Shall have full voting rights and the ability to nominate for committee.

## **7. FIRST MEMBERS OF THE ASSOCIATION**

- 7.1 The first members of the Association shall comprise the financial members (and life members) as at date of incorporation being from the promoters of the Association, being the Sports Turf Association South Australia (STASA) and the South Australian Golf Course Superintendents Association (SAGCSA).

## **8. APPLICATIONS FOR MEMBERSHIP**

- 8.1 A party wishing to become a member must:
- a) make a written nomination for membership in the form as set by the committee from time to time, attaching such other documents as required by that form; and
  - b) lodge the nomination for membership with the executive officer.
- 8.2 As soon as practicable after receiving an application for membership, the executive officer shall refer the application to the committee which shall determine to approve or reject the application.
- 8.3 Before approving any application for membership or renewal thereof, the committee must be satisfied that the applicant conforms with the criteria stipulated in these rules for that class of membership and the committee in this regard may require the applicant to furnish further information relevant to his or her eligibility and qualifications for membership.
- 8.4 Where the committee determines to approve an application for membership the executive officer shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within 28 days after receipt by the applicant of notification of approval, the appropriate membership fee.
- 8.5 The executive officer shall on payment by the applicant of the appropriate membership fee within the period specified in Rule 8.4, enter the applicant's name in the Register of Members and upon the name being so entered, the applicant becomes a member.
- 8.6 Where the committee determines not to approve an application for membership of the Association, the executive officer shall notify the applicant in writing of the decision.
- 8.7 Where there is some ambiguity as to which individual membership category is appropriate, the committee, by way of majority vote, shall decide which category is applied.

## **9. CODE OF ETHICS AND PROFESSIONAL CONDUCT**

- 9.1 Members must always adhere to the code of ethics during the term of their membership. The application form for membership will contain a declaration to this effect.
- 9.2 Persistent and/or wilful failure of a member to adhere to the code will render that member liable to expulsion or other disciplinary action as considered appropriate by the committee in accordance with Rule 13.

## **10. CONDITIONS OF MEMBERSHIP**

- 10.1 The Association shall have the power to limit the numbers of members in any category.
- 10.2 A transfer from any category of membership to another category of membership is not automatic and must be approved by the committee. Any request for such transfer must be made in writing to the Association.

- 10.3 A member shall not use his affiliation with this Association for the purpose of private or collective gain.
- 10.4 No member shall be entitled to any rights or privileges of this Association while their subscription is due and unpaid.
- 10.5 No member shall be entitled to represent this Association in any manner, unless duly authorised by the committee.
- 10.6 A right, privilege or obligation which a party has by reason of being a member is not capable of being transferred, or transmitted, to another party; and terminates upon cessation of the party's membership.
- 10.7 In a case where the conduct of any member shall, in the opinion of the Association or any 5 (five) members of the Association who shall certify same to the secretary of the Association in writing; be injurious to the character or interests of the Association or its members, the secretary shall call a special meeting of the committee to consider the conduct of such member, and shall communicate with such a special general meeting, so that person may have opportunity to explain or resign from the Association.

## **11. RESIGNATION OF MEMBERSHIP**

- 11.1 A member may resign his membership by notice in writing to the Association.
- 11.2 No member upon ceasing to be a member shall have any claim upon money or properties of the Association.
- 11.3 Any member so resigning shall be liable for any outstanding subscriptions which shall be recovered as a debt due to the Association.

## **12. SUSPENSION OF MEMBERSHIP**

- 12.1 Where necessary, the committee shall make a recommendation for suspension of membership to the next special general meeting of the Association, which shall be called within 14 (fourteen) days.
- 12.2 If a simple majority of members of the Association present votes for the person's suspension the person may be suspended for a time to be determined by the committee.
- 12.3 Any member suspended or otherwise ceasing to be a member of the Association shall forfeit all rights to claim upon the Association and its property or funds which this person would have by reason of membership.

## **13. EXPULSIONS OF MEMBERS**

- 13.1 Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- 13.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- 13.3 The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to rule 10.4), cease to be a member 14 days after the committee has communicated its determination to the member.
- 13.4 It shall be open to a member to appeal to the Association in a general meeting against the expulsion. The intention to appeal shall be communicated to the secretary of the Association within 14 days after the determination of the committee has been communicated to the member.



- 13.5 In the event of an appeal under Rule 13.4 above, the appellant's membership of the Association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the Members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

#### **14. COMPLAINTS HANDLING AND DISCIPLINING OF MEMBERS**

- 14.1 A complaint may be made by any party that a member of the Association:
- a) has persistently refused or neglected to comply with a provision, or provisions, of these Rules; or
  - b) has, in the opinion of the committee, acting reasonably, contravened the code; or
  - c) has persistently and willfully acted in a manner prejudicial to the interest of the Association.
- 14.2 The committee may decide to take no action concerning a complaint if the committee considers that the complaint falls into any of the following categories:
- a) the complaint is frivolous, vexatious, or not made in good faith;
  - b) the subject-matter of the complaint is trivial or does not warrant investigation;
  - c) the subject-matter of the complaint has been or is under investigation by some other competent person or body or has been, or is, the subject of legal proceedings;
  - d) the subject raises issues that require investigation by another person or body; or
  - e) there is or was, in relation to the matter complained of, a satisfactory alternative means of dealing with the matter by the complainant.
- 14.3 Where the committee decides to take no action concerning a complaint, the committee shall notify the complainant and give the reasons for the decision.
- 14.4 Where the committee decides that investigation of the complaint against the member is warranted, the committee must:
- a) cause notice of the complaint to be served on the member concerned within seven days of deciding to investigate, including sufficient information so as to enable the member to respond to it;
  - b) clearly indicate in the notice that the member may make representations to the committee on or before the date specified in accordance with Rule 14.4(c); and
  - c) provide the member a sufficient period from the time the notice is served, given the circumstances of the complaint, within which to make submission to the committee in connection with the complaint, which shall be not less than 14 days.
- 14.5 The member may make representation to the committee at the appointed time per Rule 15.4(b) and is prohibited from communicating on the matter of the complaint with any member of the committee prior to the appointed time.
- 14.6 The committee is required to hear and to consider a representation made by the member and to make a decision, as expeditiously as possible, as to whether there is a reasonable likelihood that the member has acted in a manner described in Rules 14.1(a), (b) or (c).
- 14.7 After hearing and considering any representations made by the member, the committee, if satisfied that there is a reasonable likelihood that the member has acted in a manner described in Rules 14.1(a), (b) or (c), shall, by notice in writing served on the member, require the member to attend, at a time and place specified in the notice, before a special meeting of the committee.

- 14.8 The committee shall conduct a hearing into the matter as expeditiously as possible and may inform itself of any matter in such manner as it thinks fit. A finding of the committee is to be made on the balance of probabilities.
- 14.9 The committee may, by resolution, expel the member or suspend the member from membership or counsel the member if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been substantiated.
- 14.10 The committee must provide a written statement of the decision made in the proceedings before it to the member against whom the proceedings were taken. The statement of a decision must:
- a) set out the findings on material questions of fact;
  - b) refer to any evidence or other material on which the findings were based; and
  - c) give the reasons for the decision.
- 14.11 Where a member's membership is suspended or terminated, the member shall not be entitled to any repayment of any remaining membership fees and in the event of termination, will not be permitted to reapply for readmission for at least 12 months from the date of termination.
- 14.12 If the committee expels or suspends a member, the secretary must, within 14 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under Rule 15.
- 14.13 The expulsion or suspension does not take effect:
- a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - b) if, within that period, the member exercises the right of appeal or unless, and until, the Association confirms the resolution under Rule 15.4, whichever is the latter.

## **15. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 15.1 A member may appeal to the Association in a special general meeting against a resolution of the committee under Rule 15, by lodging with the secretary a notice to that effect within 14 days of the notice of the resolution served on the member.
- 15.2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 15.3 On receipt of a notice from a member, under Rule 15.1 the secretary must notify the committee to convene a special general meeting, to be held within 28 days of the date on which the secretary received the notice.
- 15.4 At a special general meeting convened under Rule 36.:
- a) no business other than the question of the appeal is to be transacted;
  - b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 15.5 If, at the special general meeting, the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **16. LIFE MEMBERSHIP**

- 16.1 Such membership shall only be granted to those members who have rendered special service to the Association in furthering its objectives and only to members who have been nominated previously for such life membership at a meeting of the committee.
- 16.2 Nominees should have completed a minimum of ten (10) years' service to the Association and such membership shall only be granted to those members who have rendered special service to the association in furthering its objectives.
- 16.3 Life membership nominations must meet the criteria set out in the respective governing policy.
- 16.4 The committee may nominate eligible persons for life membership. Nominations must be put to the membership at a general meeting together with a written report supporting the nomination.
- 16.5 Members may nominate eligible persons for life membership. Nominations must be put to the committee together with a written report supporting the nomination. If the nominee is eligible in the opinion of the committee the nomination will be put to the membership at a general meeting with the supporting written report.
- 16.6 The nominee shall be elected to the position of life member by a simple majority vote of those present and eligible to vote in accordance with Rule 39.
- 16.7 Life members are exempt from the payment of subscription fees.

## **17. LIFETIME ACHIEVEMENT AWARD**

- 17.1 The Association may grant a Lifetime Achievement Award in recognition for services to the industry. The recipient may not necessarily be a member of the Association but will be someone who has served and/or promoted the industry over an extended period.
- 17.2 Nominations for this award are to be considered by the committee.

## **18. SUBSCRIPTIONS, FEES**

- 18.1 A member shall pay to the Association the respective annual membership fee.
- 18.2 Annual membership fees payable by members, the basis of, the time for and the manner of payment shall be determined by the committee.
- 18.3 The annual membership fee is payable within 28 days of the date of invoice.
- 18.4 In circumstances where membership fees are outstanding for more than 90 days after the due date, the member will be declared unfinancial and cease to be a member of the Association, provided always that the Association may reinstate such membership on such terms as it sees fit.
- 18.5 Any member whose annual membership fee is outstanding for more than 90 days after the due date for payment shall be able to participate in any Association event as a non-member.

## **PART 3 — COMMITTEE**

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### **19. POWERS AND DUTIES**

- 19.1 The affairs of the Association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- 19.2 The committee has the management and control of the funds and other property of the Association.
- 19.3 The committee shall have the power to deal with all matters it may deem proper in the interests of the Association including the conduct of its members.
- 19.4 The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 19.5 The committee shall appoint a public officer as required by the Act.
- 19.6 Misleading or deceptive conduct by a member, in dealings with the committee, shall be considered a breach of this constitution and/or code of conduct and/or any rules. The committee may choose to:
  - a) discipline the member; or
  - b) invoke sanctions or penalties appropriate to the seriousness of the breach; or
  - c) expel the member.

### **20. APPOINTMENT**

- 20.1 The first committee of the Association shall be appointed from the promoters of the Association being the Sports Turf Association South Australia (STASA) and the South Australian Golf Course Superintendents Association (SAGCSA).
- 20.2 The first committee of the Association shall comprise the current committee members from the promoters and they shall hold office until after the first annual general meeting. All Office Bearer positions will be elected anew by said committee.
- 20.3 Subject to the transitional provisions in these Rules, each elected committee member shall be appointed for a two year term (excepting that at the first election under these Rules half (rounded up, if necessary) of the elected committee members shall serve a term of one year).
- 20.4 The term of appointment shall commence from the conclusion of the Annual General Meeting at which the election occurred and end at the conclusion of the Annual General Meeting in the second year of such term.
- 20.5 A retiring committee member shall be eligible to stand for re-election and must renominate in accordance with Rule 22. No other person shall be eligible to stand for election unless a member of the Association has nominated that person at least 14 days before the meeting by delivering the nomination of that person to the Association.
- 20.6 The committee shall comprise four (4) executive committee positions and five (5) general committee positions. A majority of five (5) positions are to be from the management member category with the remaining four (4) from other eligible member categories.

- 20.7 A committee member shall be a natural person and be nominated by a member of the Association.
- 20.8 Each member of the committee is subject to these rules.
- 20.9 The committee at any time may call upon any member to serve on the committee in a temporary capacity, where that member's expertise is deemed beneficial.
- 20.10 A representative from the trade member category can be co-opted onto the committee at the committee's discretion where their skill set can be of benefit to the Association.
- 20.11 The committee at its discretion may engage a qualified bookkeeper to assist with the administration of the Association's affairs.
- 20.12 To assist with the administration and management of the Association's affairs, the committee shall appoint an executive officer. The executive officer shall not be a member of the Association.

## **21. EXECUTIVE COMMITTEE**

- 21.1 The executive committee will comprise the following office bearer positions:
  - a) the president;
  - b) the vice-president;
  - c) the honorary treasurer; and
  - d) the honorary secretary.
- 21.2 The committee members shall elect the President, Vice President, Secretary and Treasurer from within the committee with a majority vote at the first meeting following the Annual General Meeting.
- 21.3 The president and vice president must be management level members and are both elected for a two-year period.
- 21.4 The secretary and treasurer positions may be filled from other eligible member categories.
- 21.5 The majority of the executive should have active current experience in sports turf management or maintenance.
- 21.6 The executive committee shall be convened at the discretion of the secretary and/or president.
- 21.7 The executive committee shall meet when necessary for the dispatch of business. Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 21.8 The executive committee shall call a meeting to take such actions as may be required by circumstances for which it is impracticable to convene the Committee.
- 21.9 Any action taken by the executive committee shall be subject to ratification by committee.
- 21.10 A quorum shall be any three (3) of the executive committee
- 21.11 Any resolution shall have the support of any 3 (three) members.
- 21.12 The executive committee may appoint sub-committees and/or elect committees as it sees fit.

## **22. NOMINATIONS FOR COMMITTEE**

- 22.1 Notice of all persons seeking election to the committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- 22.2 Nominations must be:
  - a) in writing addressing the criteria as outlined on the prescribed nomination form provided for that purpose; and
  - b) accompanied by the duly signed nomination form.

## **23. ELECTION OF COMMITTEE**

- 23.1 Nominations must be received by the secretary at least fourteen (14) days prior to the annual general meeting.
- 23.2 If the number of eligible nominations received for the committee is equal to the number of vacancies to be filled, then those nominated and eligible for appointment shall be elected unopposed.
- 23.3 If insufficient nominations are received to fill all vacancies on the committee, the nominees are taken to be elected and further nominations may be taken from the floor of the annual general meeting.
- 23.4 If insufficient further nominations are received at the annual general meeting (Rule 35.3(c)), any vacant positions remaining on the committee are taken to be casual vacancies.
- 23.5 The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the committee without nomination.
- 23.6 The ballot for the election of committee members is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

## **24. PROCEEDINGS OF COMMITTEE**

- 24.1 No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business.
- 24.2 At least 50% plus one of the members of the committee constitute a quorum.
- 24.3 Questions to be decided at meetings of members or of the committee shall be decided by a simple majority of votes, in case of equality of votes the chairperson shall have a casting vote.
- 24.4 The committee shall meet as often as is required to conduct the business of the Association, but in any event at least six (6) times in any calendar year.
- 24.5 Minutes of all committee meetings shall be recorded and be available for perusal by any member of that committee at next committee meeting or earlier by consent of the secretary or president.
- 24.6 A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

- 24.7 A member of the committee who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- 24.8 A member of the committee participating in a committee meeting as permitted under Rule 24.7 is taken to be present at the meeting and, if the committee member votes at the meeting, is taken to have voted in person.

## **25. DISQUALIFICATION OF COMMITTEE MEMBERS**

- 25.1 The office of a committee member shall become vacant if a committee member is:-
- a) disqualified from being a committee member by the Act;
  - b) expelled from the Association under these rules;
  - c) permanently incapacitated by ill health;
  - d) absent without apology from more than four (4) meetings in a financial year; or
  - e) no longer registered with or a member of the Association

## **26. RESOLUTIONS NOT MADE IN MEETINGS**

- 26.1 When necessary the committee may consider and pass a resolution without a committee meeting being held. The resolution may be passed by written or electronic communication, provided the number of committee members who vote on the matter equals or exceeds the number for a quorum.
- 26.2 The resolution is passed if at least a majority of committee members entitled to vote on the resolution sign or authorise a document stating that they are in favour of the resolution proposed.
- 26.3 Any such resolution may consist of multiple copies of the same document, each signed or authorised by one or more of the committee members. The document may be in the form of a facsimile transmission or electronic communication.

## **27. CONFLICT OF INTEREST**

- 27.1 A governing policy detailing potential conflicts of interest and management of them will be in place and incoming committee members must agree to abide by it.
- 27.2 A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the committee.
- 27.3 The committee member must not be present while the matter is being considered at the meeting and must not vote on the matter.
- 27.4 In the event of any uncertainty as to whether it is necessary for a committee member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the committee, or if this is not possible, the matter shall be adjourned or deferred.
- 27.5 The executive officer shall ensure that the minutes record any declaration made given by a committee member in accordance with Rule 27.1.

## **28. VALIDITY OF ACTS**

- 28.1 To the extent permissible under the Act, an act performed by the committee, a sub committee or a person acting as a member of the committee is taken to have been validly performed.

28.2 Rule 28.1 applies even if the act was performed when:

- a) there was a defect in the appointment of a member of the committee, sub committee or person acting as a member of the committee; or
- b) a committee member, sub committee member or person acting as a member of the committee was disqualified from being a member.

## **29. PRESIDENT**

29.1 It is the duty of the president to:

- a) chair all meetings, except that in the absence of the president or at the request of the president, a vice president or another member of the committee may be elected as that meeting's chairperson
- b) together with the secretary, prepare the agenda for the committee and general meetings; and
- c) act as spokesperson for the Association, unless an alternative spokesperson has been appointed by a general meeting.

## **30. VICE-PRESIDENT**

30.1 The vice-president will act in the capacity of president, where the president is unable to attend an event or meeting of the Association.

## **31. SECRETARY**

31.1 The honorary secretary of the Association shall be responsible for the general administration in accordance with the policies adopted and the decisions made by the Association management or executive committee.

31.2 The secretary, at the committee's discretion, may delegate the administrative duties of the secretary to a third party.

## **32. TREASURER**

32.1 It is the duty of the honorary treasurer to ensure:

- a) that all money due to the Association is collected and received and that all payments authorised by the Association are made;
- b) that correct books and accounts are kept showing the financial affairs, including full details of all receipts and expenditure connected with the activities of the Association;
- c) major or unusual expenditure shall be authorised in advance by the committee or a general meeting;
- d) records are kept of all receipts and payments and other financial transactions, of which records shall be available for inspection by any Member, by previous arrangement at a committee meeting; and
- e) financial budgets and statements are prepared and a report on the financials for each committee meeting.
- f) present to the annual general meeting the financial reports of the Association in accordance with the Act.

## **33. REMOVAL OF COMMITTEE MEMBER**

33.1 A member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.



- 33.2 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 33.3 A member has no right of appeal against the member's removal from office under this section.

#### **34. THE SEAL**

- 34.1 The Association may have a common seal upon which its corporate name shall appear in legible characters.
- 34.2 The seal if held shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the president and secretary.
- 34.3 The seal if held shall be kept in the custody of the president or such other person as the committee may from time to time decide.

### **PART 4 — GENERAL MEETINGS**

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#### **35. ANNUAL GENERAL MEETINGS**

- 35.1 The committee shall call an annual general meeting in accordance with the Act and these Rules.
- 35.2 The first annual general meeting shall be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of its financial year.
- 35.3 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 meeting.
  - b) to receive, from the committee reports upon the activities of the Association during the last preceding financial year;
  - c) election of committee members; and
  - d) other business requiring consideration by the Association in general meeting.
- 35.4 An annual general meeting shall be specified as such in the notice convening it.

#### **36. SPECIAL GENERAL MEETINGS**

- 36.1 The committee may, whenever it thinks fit, convene a special general meeting.
- 36.2 The committee shall, on the requisition in writing of not less than 20% of the total number of members, convene a special general meeting within one month of the receipt of the requisition.
- 36.3 Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting;
- 36.4 If a special general meeting is not convened within one month, as required by Rule 37.2, the requisitionists, or at least 50% of their number may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the committee. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

### **37. NOTICE**

- 37.1 Subject to Rule 37.2, at least fourteen days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 37.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty one (21) days prior to the date of the meeting.
- 37.3 No business, other than that specified in the notice convening the general meeting, shall be transacted at the meeting, except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 36.3.
- 37.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary, who shall include that business in the next notice calling a general meeting after receipt of the notice from the member.
- 37.5 A notice may be given by the Association to any member by means deemed appropriate by the committee, specifying the place, date and time of the meeting and nature of the business proposed to be transacted at the meeting.

### **38. PROCEEDINGS AT GENERAL MEETINGS**

- 38.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 38.2 A quorum at an annual general meeting or a general meeting shall be 30% (thirty) of members entitled to vote, present in person.
- 38.3 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- 38.4 The president shall be the chairperson of all meetings whether of members or of the committee. In the president's absence the vice president shall be the chairperson.
- 38.5 If the president and the vice-president are absent or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

### **39. VOTING AT GENERAL MEETINGS**

- 39.1 Subject to these rules, every member of the Association has only one vote at a meeting of the Association.
- 39.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 39.3 Any motion at a general meeting shall be carried on a vote of the majority of members present; in case the voting is equal the chairperson shall have a casting vote.
- 39.4 Unless a poll is demanded by at least five (5) members, a question for decision at a General meeting must be determined by a show of hands.
- 39.5 No resolution rescinding or varying one previously passed shall be carried except by a majority of two-thirds of members voting at such meeting.

#### **40. POLL AT GENERAL MEETINGS**

- 40.1 If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 40.2 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.

#### **41. SPECIAL AND ORDINARY RESOLUTIONS**

- 41.1 A special resolution is a special resolution as defined in the Act.
- 41.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

#### **42. PROXIES**

- 42.1 A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.
- 42.2 A member shall be entitled to appoint another member of the Association as a proxy, and attend and vote as directed at any general meeting of the Association. The appointment of a proxy must be in writing and handed to the Secretary before commencement of the meeting.
- 42.3 Any executive committee member shall be entitled to appoint another executive committee member of the Association as a proxy, to vote as directed at any executive committee meeting of the Association. The appointment of a proxy must be in writing and handed to the secretary before commencement of the meeting.

#### **43. MINUTES**

- 43.1 Proper minutes of all proceedings of general meetings and executive meetings of the association shall be entered after the relevant meeting in minute books kept for the purpose.
- 43.2 The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the committee (as relevant) at a subsequent meeting.
- 43.3 Where minutes are entered and signed they shall, until the contrary is proved by evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

#### **44. DISPUTE RESOLUTION**

- 44.1 The dispute resolution procedure set out in this rule applies to disputes under these rules between:
  - a) A Member and another Member; or
  - b) A Member and the Association
- 44.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 44.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

- 44.4 In the event that the dispute cannot be resolved through mediation, the mediator's decision shall be final and binding on the member and the Association. The mediator's costs shall be borne as he directs, and as approved by the committee upon his engagement.

## **PART 5 – GENERAL**

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### **45. FINANCE**

- 45.1 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 of each year.
- 45.2 The committee shall have sole control of the moneys belonging to or allocated to or placed at the disposal of this Association.
- 45.3 The Association shall keep and retain such accounting records as are necessary to correctly record and explain financial transactions and financial position of the Association in accordance with the Act.
- 45.4 The accounts, the committee's statement and the committee's report shall be laid before members at the annual general meeting.
- 45.5 All moneys received by or on behalf of this Association shall be paid to the honorary treasurer as soon as practicable, who shall hold the same in trust or bank as directed by the committee.

### **46. FUNDS**

- 46.1 The funds of the Association shall be applied solely in defraying the expenses and carrying out the objects of the Association and no portion thereof shall be paid or applied directly or indirectly as a distribution of income and/or capital to members, provided that nothing herein shall prevent the payment in good faith to any officer or servant of the Association or to any other person in return for services rendered to the Association.
- 46.2 All money received shall be deposited, as soon as practicable and without deduction, to the credit of the Association's bank account.
- 46.3 Subject to any resolution passed in a general meeting, the funds of the Association shall be used in furtherance of the objects of the Association in such manner as the committee determines.
- 46.4 All electronic transfers, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the committee and/or sub-contractors, being parties authorised to do so by the committee and registered as signatories with the Association's bank.

### **47. ACCOUNTS TO BE KEPT**

- 47.1 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

### **48. INSURANCE**

- 48.1 The Association may effect and maintain insurance as it deems necessary.

#### **49. PROHIBITION AGAINST SECURING PROFITS**

- 49.1 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.

#### **50. RULES**

- 50.1 These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement by substitute rules.
- 50.2 The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- 50.3 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.

#### **51. ASSOCIATION PROPERTY**

- 51.1 All assets of the Association shall be under the control of the committee.

#### **52. WINDING UP**

- 52.1 Winding up of the Association shall be in accordance with the provisions of the Associations Incorporation Act 1985 and if there remains, after satisfaction of all its debts and liabilities, any property or assets, the property and assets shall not be distributed among the members of the Association but instead shall be given to:
- a) an association, whether or not incorporated, having objects in part or similar to those of the association, or
  - b) a charitable organisation registered under appropriate legislation in the State of South Australia.

#### **53. APPLICATION OF SURPLUS ASSETS**

- 53.1 If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar Objects and has rules which prohibit the distribution of its assets and income to its members.
- 53.2 Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

#### **54. AFFILIATED ASSOCIATIONS**

- 54.1 The executive committee shall have the power to accept affiliations of kindred associations, provided that the objects of such kindred associations shall conform with the objects of association. An appropriate sum shall be fixed by the executive committee as an affiliation fee.

#### **55. ALTERATION OF OBJECTS AND RULES**

- 55.1 These Rules may be altered, rescinded or added to only by a special Resolution, as per Rule 50.

## **56. CUSTODY OF BOOKS ETC**

- 56.1 Except as otherwise provided by these rules, the public officer shall keep in his or her custody, or under his or her control, all records, books and other documents relating to the Association.

## **57. INSPECTION OF BOOKS ETC**

- 57.1 The records, books and other documents shall be made available for inspection, free of charge, by any member during normal business hours.

## **58. SERVICE OF NOTICES**

- 58.1 When a document is sent to a member by properly addressing prepaying and posting to the member a letter or by email correspondence containing the document, unless the contrary is proved, it is taken for the purposes of these rules, to have been served on the member at the time at which the letter would have been delivered in the ordinary course of post or the email would have been received in the ordinary course of internet transfer.

## **59. LIABILITY AND PROPERTY**

- 59.1 Subject to section 39B of the Act, members or natural persons, who with the authority of the committee, incur any debt or other liability on behalf of the Association, shall have such liability met by the Association so that they incur no loss in respect of the authorised debt or liability.
- 59.2 The income, property and funds shall be used solely in the promotion of the asset out in Rule 3 and shall not be paid or transferred to any person, provided that nothing in these rules shall prevent any payment in good faith being made to any person in return for services actually rendered or otherwise in furtherance of the objects.

## **60. INTERPRETATION OF CONSTITUTION**

- 60.1 Where any doubt arises as to the interpretation or application of these rules, it shall be decided by a simple majority vote at a general meeting.