

ANNUAL GENERAL MEETING

Wednesday 6 August 2025

Agenda Item #5.1

Paper on changes to

TMSA Constitution and Motion of Change

Background

Every Incorporated Association needs to have a constitution (set of rules) that describes the Organisation's basic structure and processes and outlines the rules that it operates by. The Constitution of the Incorporated Association are collected in a written document which will specify:

- the aims or purposes of the Organisation
- how the Members of the Organisation are admitted
- the rights and obligations of Members
- how the Office-Bearers and Members of the Governing Body are elected or appointed and how they resign or are removed
- how general meetings of Members and meetings of the Governing Body are convened and conducted
- how the organisation is, in broad terms, to be governed, and
- what will happen to the Organisation's assets if it is wound up

Turf Management SA (TMSA) is an Incorporated Association registered under the *Associations Incorporation Act 1985* (SA) (**the Act**) as such TMSA is required by the *Act* to have rules that include a statement of purposes and address specified matters. Incorporated Association rules must always address all the matters required. These matters are set out in section 23A of the *Act*.

TMSA was formed after as a result of an amalgamation of the former South Australian Golf Course Superintendents Association (SAGCSA) and the former Sports Turf Association South Australia (STASA) back in October 2022.

Why would we need to change our Constitution if its worked so far for us as an Association?

When our association was first established the constitution was drafted based on the best available understanding at the time. However, as with any new organisation, those early days involved a degree of uncertainty. The activity, needs, and practical operations of both the committee and the wider association were still unfolding.

Now, after several years of operation, the committee has gained valuable experience and clarity around how the association functions in practice. This insight has highlighted areas where the original constitution could be improved or refined to better support our goals, reflect how we actually operate, and ensure smoother governance moving forward.

The changes made are not a reflection of any shortcomings in the original document, but rather a natural and proactive step in the association's growth. This review ensures the constitution remains relevant, functional, and aligned with the association's current and future needs.

The documentation is being provided to TMSA Members in advance of the required notice period to allow time to review the proposed changes and motion to be put to Members.

What is the legal process for making changes to our Constitution?

It is important that the statutory (legal) requirements for a special resolution are complied with, for the resolution to be valid, otherwise the changes will not take effect. As well as complying with statutory requirements, TMSA will also need to comply with any extra requirements in the TMSA Constitution.

As part of the process to ensure any changes endorsed by the Members meets legislative requirements, the Consumer and Business Services (CBS) *Checklist for the proposed rules or the alteration of rules of an Association* will be completed in due course as part of any lodgement of a revised constitution.

Section 23A of the *Associations Incorporation Act 1985, SA* (the Act) applies to new applications and to the alteration of rules which are submitted to CBS (which incorporates the Corporate Affairs Commission) for registration.

The current TMSA Constitution dated 30 September 2022 provides:

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 rescision or replacement by substitute rules.*

Requirements for a special resolution

There are several statutory requirements applicable to the special resolutions of Incorporated Associations. For a special resolution to be valid and capable of changing the rules of the organisation, the incorporated association must comply with the following requirements:

- a special resolution must be passed at a general meeting of members. This can either be the annual general meeting (**AGM**) or a special general meeting.
- at least 21 days' notice of the general meeting must be given to all members
- the notice must state the text of the proposed special resolution, and provide adequate explanation
- the notice must specify the intention to propose the resolution as a special resolution, and
- the special resolution will only be passed if at least 75% of those members eligible to vote and that in fact vote on the resolution, vote in favour.

Motion to Adopt updated Constitution

A motion will be proposed at the 2025 AGM of TMSA to adopt the revised TMSA Constitution dated 30 September 2022 as a whole. Members should note that although the current Constitution was initially adopted at the August 2022 AGM, the CBS requested some minor amendments which were duly made and an amended copy lodged with them dated 30 September 2022. A Certificate of Amalgamation dated 26 October 2022 was then issued by CBS.

The existing and proposed constitutions are attached along with the Explanatory Notes.

These explanatory notes are provided to explain the proposed changes and their effect to TMSA members as the number of changes proposed need to be clearly explained. It is also good practice to provide members with an opportunity to review the exact wording of proposed changes for this reason a copy of the existing TMSA Constitution September 2022 and proposed changes TMSA Constitution 30 September 2025 have been provided.

Motion to the TMSA Members on 6 August 2025 by Peter Foreman (TMSA Vice President) on behalf of the TMSA Committee:

“I move that it be resolved that with effect on and from the day of the Annual General Meeting of Turf Management SA Inc., held on 6 August 2025, that the TMSA Constitution dated 30 September 2022, be replaced with the TMSA Constitution to be dated 6 August 2025 as a whole.”