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# Business Port Augusta Incorporated CONSTITUTION

*Under the Associations Incorporation Act 1985*

ABN: 80 083 799 571

FINAL DRAFT V1.10

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## PART 1. NAME

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The name of the Incorporated Association is **Business Port Augusta Incorporated** (referred to in this constitution as 'the Association').

## PART 2. DEFINITIONS

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### 2.1 DEFINITIONS

**The Act:** the Associations Incorporation Act 1985 (SA).

**AGM:** Annual General Meeting means the meeting held under PART 7.

**Association:** Business Port Augusta Inc. (Reg No. A24127).

**Board Member:** an individual elected or appointed to the Board to manage the Association's affairs.

**Board Meeting:** meetings of the board, held per calendar month or as required.

**BPA:** Business Port Augusta Inc.

**Chairperson:** the presiding officer appointed under this Constitution.

**Constitution:** this document, including any subsequent additions or amendments.

**Deputy Chairperson:** the secondary presiding officer appointed under this Constitution.

**General Meeting:** means a meeting of Members called under PART 7.

**Honorary Member:** means a non-fee-paying member appointed under clause 4 (typically non-voting).

**Internal Policies:** all policies, procedures and by-laws approved by the Board and listed in the Policy Reference Index.

**Member:** means a person or entity admitted under clause 4.

**Ordinary Resolution:** a resolution passed by a simple majority of members present, entitled to vote, and voting.

**Policy Reference Index:** means the register of Internal Policies maintained by the Secretary.

**Quorum:** means the minimum number of Board Members or Members required to conduct a valid meeting.

**The Regulations:** the Associations Incorporation Regulations 2023 (SA).

**Resolution:** a motion formally approved by members at a meeting.

**Rules:** means this Constitution of the Association.

**Secretary:** the person or entity appointed to handle the Association's secretarial duties.

**Special General Meeting:** a General Meeting of the Association other than an AGM under PART 7.

**Special Resolution:** means a resolution at a General Meeting of which 21 days' notice has been given and approved by at least 75 percent of votes cast.

**State:** the State of South Australia.

**Treasurer:** the person or entity appointed to manage the Association's finances.

### 2.2 INTERPRETATION

- a) Headings are for convenience only and do not affect interpretation.
- b) Words in the singular include the plural and vice versa.
- c) A reference to legislation includes any amendment, re-enactment or replacement of that legislation, including the Act and the Regulations.
- d) Defined terms have the meanings given in this Part.

## PART 3. OBJECTS AND POWERS

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### 3.1 OBJECTS (PURPOSE)

The primary object of the Association is to foster a thriving, connected, and influential business community in the Port Augusta region. In pursuit of this, the Association shall:

- a) **Advocate** as the leading voice for local business, championing development and investment opportunities.
- b) **Connect** Business Port Augusta members through networking, collaboration, and knowledge-sharing initiatives.
- c) **Support** members by providing value-added services, including education, training, marketing, and business events.
- d) **Collaborate** with key stakeholders including government, industry, and community groups, to advance the economic interests of Port Augusta.
- e) **Celebrate** business excellence and achievement through awards and recognition programs.

### 3.2 POWERS (MEANS OF ACHIEVING THE PURPOSE)

The Association has the full legal capacity of a body corporate, subject to the Associations Incorporation Act 1985 (SA) and this Constitution.

#### 3.2.1 General Powers

The Association shall have the following powers, to:

- a) Acquire, hold, deal with, and dispose of any real or personal property.
- b) Open, operate, and close bank accounts and other financial facilities.
- c) Invest its funds in any manner permitted by law.
- d) Borrow money and give security for that borrowing.
- e) Enter into contracts and appoint agents, employees, or consultants.

#### 3.2.2 Specific Powers

Without limiting the generality of the foregoing, the Association also has the specific power to:

- a) Solicit and receive grants, donations, bequests, and other financial accommodation.
- b) Levy and collect membership fees, subscriptions, and charges for services.
- c) Organise and conduct fundraising events and activities.
- d) Develop and disseminate resources, publications, and policy positions on matters affecting the business community.

## PART 4. MEMBERSHIP REGULATIONS

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This Part governs the criteria for admission, the rights and obligations, and the conditions for the cessation of membership, in accordance with Section 23A of the Associations Incorporation Act 1985 (SA).

### 4.1 MEMBERSHIP CATEGORIES

The Association may offer membership in categories as determined by the Board from time to time. These may include, but are not limited to:

- a) **Ordinary Member:** Businesses or non-profits located in the Port Augusta City Council area, or actively contributing economically to the broader Port Augusta region.
- b) **Associate Member:** Individuals or non-local businesses who support the Association's purposes.
- c) **Corporate / Public Sector Member:** Corporations or regional entities with a discernible local presence.
- d) **Affiliate Member:** Chambers of commerce, industry bodies, or government agencies.
- e) **Honorary / Life Member:** Individuals or entities recognised by the Board for exceptional contribution, conferred by a resolution of the Board.

## 4.2 MEMBERSHIP ELIGIBILITY AND APPLICATION

- a) **Eligibility:** Any person, business, or organisation may apply for Ordinary or Associate Membership (clauses 4.1(a) to 4.1(d)). Applicants holding a valid Australian Business Number (ABN) are encouraged to provide it where applicable. However, an ABN is not required for Associate Members or for individuals operating hobby businesses. All members must support the Association's purposes.
- b) **Application:** Applications must be submitted in the form approved by the Board, accompanied by any prescribed documentation or fee.
- c) **Approval:** The Board, in its absolute discretion, shall determine all questions of eligibility and category placement in accordance with this Constitution and the Association's policies.
- d) **Rejection & Appeal:** If the Board rejects an application, it must provide the applicant with written reasons. The applicant may appeal the decision in accordance with the Association's internal appeal procedure, having regard to the rules of natural justice in Section 40 of the Act.

## 4.3 RIGHTS OF MEMBERS

Subject to this Constitution and the Act, each financial member is entitled to:

- a) Attend, speak, and vote at General Meetings.
- b) Receive notice of meetings and proposed special resolutions.
- c) Access the Association's records to the extent permitted by Section 39D of the Act.
- d) Resign from membership in accordance with clause 4.8.

## 4.4 MEMBER RESPONSIBILITIES

All members must:

- a) Comply with this Constitution and Board-adopted policies.
- b) Pay all fees, subscriptions, and charges by the due date.
- c) Conduct themselves in a manner that upholds the Association's reputation and values.
- d) Keep their contact details current with the Association.

## 4.5 MEMBERSHIP FEES

- a) The Board will determine annual membership fees and any levies, which must be applied solely to further the Association's objectives.
- b) Fees are payable within the timeframe specified on the invoice. The Board may approve waivers, discounts, or payment plans in accordance with internal policy.
- c) If fees remain unpaid after the due date, the Board may suspend some or all membership rights (including voting) until payment is made. Such suspension does not constitute disciplinary action.

## 4.6 CESSATION OF MEMBERSHIP

A person ceases to be a member under the following circumstances:

### 4.6.1 Resignation

- a) By giving the Secretary at least one month's written notice.
- b) The resignation takes effect upon expiry of the notice period, provided all financial obligations are met.

### 4.6.2 Non-Payment

- a) Membership will lapse if the annual subscription remains unpaid for 7 days after the due date (or such other period set in the Associations policies).
- b) A lapsed member may be reinstated upon payment of all outstanding amounts if permitted under the Associations policies or may submit a new application.

#### 4.6.3 Suspension & Expulsion

- a) By a resolution of the Board for a breach of this Constitution or for conduct harmful to the Association.
- b) **Natural Justice:** Before deciding to suspend or expel, the Board must:
  - Give the member written notice of the proposed action and the grounds for it;
  - Provide the member with a reasonable opportunity to be heard; and
  - Consider any response in good faith.
- c) The Board's final decision, with reasons, will be provided to the member in writing.
- d) The member may appeal the decision under the Association's internal dispute resolution procedure.

### 4.7 ADMINISTRATIVE AND STATUTORY PROVISIONS

#### 4.7.1 Membership Register

- a) The Association must maintain a register of members in accordance with Part 4, Division 3B of the Act [193, 39C].
- b) The Board may impose reasonable conditions on inspection of the register to protect privacy and confidentiality, in accordance with internal policy, the Act, and applicable data protection principles. This includes limiting access to personal information and ensuring that any disclosure aligns with the purpose of the register and the expectations of member confidentiality.

#### 4.7.2 Minimum Standards

- a) The Association must maintain at least five (5) financial members and a Board (Committee) of at least the minimum number required by Clause 5.2.1, with at least three (3) adults ordinarily resident in Australia.
- b) If membership falls below the statutory minimum or governance requirements are otherwise not met, the Board must act promptly to restore compliance.

## PART 5. THE BOARD REGULATIONS

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This Part governs the powers, composition, duties, and procedures of the Board (also referred to as the Committee under the Act), in accordance with Sections 23A, 25, 29–32, 39A, 56, and 61 of the Associations Incorporation Act 1985 (SA).

### 5.1 POWERS AND DUTIES OF THE BOARD

#### 5.1.1 Governance and Stewardship

The Board is responsible for the overall governance, strategic direction, and stewardship of the Association, as defined in Section 29(1) of the Act.

#### 5.1.2 Delegated Authority

Subject to the Act and this Constitution, the Board may exercise all powers of the Association necessary to advance its objectives, as granted under Section 25, except those powers expressly reserved for a General Meeting of the members.

#### 5.1.3 Core Responsibilities

In performing its duties, the Board must:

- Make decisions on all operational and strategic matters not expressly reserved for General Meetings.
- Interpret and apply this Constitution consistently and resolve any ambiguities.
- Appoint and maintain a Public Officer in accordance with Section 56 of the Act.
- Ensure the Association's compliance with all statutory obligations, including financial reporting, record-keeping, and lodgement requirements.
- Act with due care, diligence, and integrity, and manage any conflicts of interest in accordance with the Act and the Association's internal policies.



## 5.2 BOARD COMPOSITION

The structure of the Board is governed by Section 23A(1)(c)(ii) of the Act.

### 5.2.1 Composition

The Board shall comprise the following members:

- The four (4) Office-Bearers of the Association: Chairperson, Deputy Chairperson, Secretary, and Treasurer.
- A minimum of three (3) Ordinary Board Members.
- Additional Appointed Board Members, as selected by a majority vote of the Board to address specific skills, expertise, or strategic needs.

### 5.2.2 Member Eligibility

All individuals serving on the Board must qualify under one of the following categories:

- Be a current financial Individual Member of the Association; or
- Be the duly appointed Nominated Representative of a current financial Corporate Member, with such appointment provided in writing to the Secretary.

### 5.2.3 Residency Requirement

- To comply with the Act, at least three (3) Board Members must be adults ordinarily resident in Australia.
- This requirement ensures the Association maintains a local governance presence and complies with Section 23A(1)(c)(ii) of the Act.

### 5.2.4 Representative Goal

The Board should actively strive for a composition that reflects the diversity and character of the Port Augusta business community.

## 5.3 TERM OF OFFICE

### 5.3.1 General Board Member Tenure

- Elected Board Members serve a two-year term, concluding at the close of the second Annual General Meeting following their election.
- There is no maximum number of consecutive terms a member may serve.

### 5.3.2 Eligibility & Requirements

- Retiring members are eligible to stand for re-election or re-appointment.
- Throughout their tenure, all Board Members must maintain a business presence in Port Augusta.

### 5.3.3 Office-Bearer Tenure & Eligibility

- Term:** Office-Bearers are elected at the Annual General Meeting (AGM) for a two-year term and may be re-elected.
- Experience:** Nominees for an Office-Bearer position are required to have completed at least one (1) full term as a Board Member to ensure familiarity with Association governance, unless an exception is made under subclause (c).
- Alternative Appointment:** If no candidate meets the preferred experience requirement, the Board may, by Special Resolution, appoint a Member who demonstrates either:
  - skills and knowledge appropriate to the Office-Bearer role; or
  - equivalent governance or leadership experience.
- Transparency:** Any waiver or appointment under (c) must be minuted and comply with good governance principles.

### 5.3.4 Governing Processes

- The nomination, election, and appointment processes for all Board and Office-Bearer positions are set out in this Constitution and Association's internal policies.

## **5.4 OFFICE BEARERS**

The nomination, election, and appointment of Office-Bearers occurs at the AGM and their duties are:

### **5.4.1 Chairperson**

- Presides over meetings, represents the Association, and provides strategic leadership to the Board.

### **5.4.2 Deputy Chairperson**

- Assists the Chairperson and acts in that role when the Chairperson is absent or unable to act.

### **5.4.3 Secretary**

- ensures minutes and registers are kept in accordance with PART 7 and Section 51 of the Act.
- manages correspondence.
- keeps custody of documents except as otherwise provided.
- ensures minutes are signed/confirmed.
- facilitates inspection rights for General Meeting minutes (Section 51(6)).

### **5.4.4 Treasurer**

- maintains correct accounts and books.
- submits a financial statement at each Board meeting.
- presents any required audited statement at the AGM.
- ensures collection of monies due, authorised payments and accurate financial records.

### **5.4.5 Public Officer**

- a Board Member designated under Section 56 of the Act.
- any change of identity or address must be notified to the Commission within one month.
- the Association must not be without a Public Officer for more than one month.

### **5.4.6 General Board Members**

- All other members not assigned as an Office-Bearer will serve as General Board Members.

## **5.5 VACANCIES AND CASUAL APPOINTMENTS**

### **5.5.1 Vacancies**

A Board position becomes vacant if the member:

- a) resigns in writing.
- b) dies, becomes bankrupt or becomes of unsound mind.
- c) misses three (3) consecutive meetings without leave.
- d) is disqualified under Section 30 of the Act.

The Board may appoint a qualified person to fill a vacancy until the next AGM.

### **5.5.2 Removal**

A Board Member may be removed by Special Resolution if they:

- cease to be a Member or are expelled.
- act harmfully to the Association's interests.
- breach duties under the Act or this Constitution.

Removal must comply with natural justice and Section 61 of the Act.

## **5.6 BOARD MEETINGS AND QUORUM**

- a) Board meetings shall comply with the Act and be conducted in accordance with good governance practices and the Association's internal policies.
- b) The Board shall ordinarily meet monthly, except where it resolves to omit a meeting for a particular month due to limited business (for example, January). Additional meetings may be convened as required.
- c) Meetings may be called by the Chairperson or any two Board Members.
- d) The Secretary shall provide notice, including an agenda, to all Board Members at least seven (7) days prior to the meeting. Shorter notice is only permitted when demonstrably essential to address immediate corporate risk or satisfy a binding statutory or contractual deadline.
- e) A quorum for a Board meeting is five (5) Board Members, attending in person or via approved electronic means.
- f) If a quorum is not achieved for a scheduled meeting, the Board may, by majority of those present (in person or electronically), resolve either:
  - To reschedule the meeting with confirmed attendance; or
  - To transact essential governance and compliance business for that month by circular resolution, subject to the following conditions:
    - All proposed actions must be circulated to every Board Member; and
    - Each action must receive majority approval before implementation.

## **5.7 CIRCULAR RESOLUTIONS**

- a) A resolution in writing or by electronic communication, approved by a majority of Board Members, has the same effect as if passed at a meeting.
- b) Such resolutions must be recorded in the minutes of the next Board meeting.

## **5.8 MEMBER ATTENDANCE AT BOARD MEETINGS**

Members may observe Board meetings if they:

- a) notify the Secretary at least 48 hours prior.
- b) confirm in writing they will attend as observers only.

Observers may not vote or participate without the Chair's invitation and may be excluded from confidential items.

## **5.9 CONFLICTS OF INTEREST**

In accordance with Sections 31 and 32 of the Act, a Board Member with a material personal interest must:

- a) disclose the interest and have it recorded in the minutes.
- b) refrain from discussion and voting on the matter.

## **5.10 DUTIES OF OFFICERS**

Officers owe the duties prescribed by Section 39A of the Act. They must:

- a) Act with reasonable care and diligence.
- b) Not engage in deceitful or fraudulent conduct.
- c) Not use their position or information for personal gain or to cause harm.

An officer is deemed to have complied if they act in good faith relying on competent advice or authorised subcommittees.

### 5.11 SERVICE ENGAGEMENT AND PROCUREMENT

The Board must ensure transparency and value in contracts by:

- a) Annual review of service agreements, including those involving Board Members or their associates.
- b) Use of competitive procurement processes where appropriate.
- c) Disclosure and approval of any contract involving a Board Member or associate, particularly where they are the sole local provider.

### 5.12 SUBCOMMITTEES

- a) The Board may establish subcommittees to assist with specific tasks, projects, or areas of responsibility, operating under the Association's internal policies.
- b) Subcommittees must operate in accordance with this Constitution, the Act, and the Association's internal policies.
- c) Each subcommittee must:
  - Include at least one current Board Member who will act as liaison to the Board.
  - Have written Terms of Reference approved by the Board, clearly stating:
    - Purpose and scope of authority;
    - Any delegated financial authority;
    - Reporting requirements and frequency.
  - Report regularly to the Board, providing updates on activities, recommendations, and any decisions made within delegated authority.
- d) The Board retains ultimate responsibility for all subcommittee functions and may amend or revoke any delegation at any time.

## PART 6. THE SEAL

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- a) The Association must maintain a common seal displaying its full name in legible characters, as required by Section 20(3)(a) of the Act.
- b) The seal may only be used upon Board approval. Its use must be witnessed by the Chairperson and Secretary, or two other authorised Board Members, and recorded in the meeting minutes per Section 51 of the Act.
- c) For contracts requiring execution under seal, Section 26 of the Act applies.

## PART 7. MEETINGS

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Unless otherwise stated, all General Meetings are governed by the Act, this Constitution, and the Association's internal policies.

### 7.1 ANNUAL GENERAL MEETINGS

- a) **The Board must convene an Annual General Meeting (AGM) within five (5) months of the end of each financial year**, in accordance with Section 39 of the Act.
- b) The business of the AGM must include:
  - Confirmation of the minutes of the previous AGM or any Special General Meeting (Section 51 of the Act);
  - Presentation of the Board's report and financial statements (including any auditor's report, if applicable);
  - Election of Office-Bearers and Ordinary Board Members;
  - Appointment or removal of an auditor, if required; and
  - Consideration of any other business for which due notice has been given.

## 7.2 SPECIAL GENERAL MEETINGS

- a) A Special General Meeting (SGM) may be convened:
  - By a resolution of the Board; or
  - Upon written request from at least 5% of Members, stating the purpose and lodged with the Secretary. Multiple similar documents may be submitted to meet this threshold.
- b) Upon receiving a valid request, the Board must convene the SGM within 28 days or as soon as practicable thereafter.

## 7.3 NOTICE OF GENERAL MEETINGS

- a) **Ordinary business:** at least 14 days' notice to all Members specifying the date, time, place, and nature of business.
- b) **Special Resolutions:** at least 21 days' notice must be given, stating the intention to propose a Special Resolution in accordance with Section 3(1) of the Act. The notice must include:
  - The date, time, and place of the meeting;
  - The general nature of the business; and
  - The full text of any proposed Special Resolution.
- c) Only business specified in the notice may be considered at the meeting.

## 7.4 CONDUCT OF GENERAL MEETINGS

- a) **Verification of Entitlement:** Before any vote is taken, the Association must verify each attendee's voting entitlement. Only verified financial members are counted toward the quorum and are permitted to cast a vote (see clause 7.5).
- b) A quorum is five (5) Members present in person, by proxy or electronically.
- c) If quorum is not present within 30 minutes of the scheduled start time:
  - I. A meeting called by a request of the Members lapses and is cancelled.
  - II. Any other meeting shall be adjourned to the same time and place one week later.
- d) If a meeting adjourned under clause 7.4(c)(ii) is not quorate within 30 minutes of the rescheduled time, the financial members then present shall constitute a quorum.
- e) The Association must provide at least seven (7) days' notice to all Members of the time and place of any adjourned meeting. The business conducted shall be the same as for the original meeting.
- f) The Chairperson, or the Deputy Chairperson if the Chair is absent, shall preside. If both are absent, Members present shall elect a chair. The presiding person must yield the chair during any vote on their own tenure (election or removal); Members present must then elect an interim chair.

## 7.5 VOTING AT GENERAL MEETINGS

- a) Each financial Member present and entitled to vote (as verified under clause 7.4) has one (1) vote.
- b) A Member who is under 18 years of age or whose membership fees are unpaid is not entitled to vote.
- c) Voting is by show of hands unless a poll is demanded by at least five (5) Members.
- d) In the event of a tie, the Chairperson shall have a casting vote.
- e) Proxy voting is permitted in accordance with clause 7.8 and the Association's policy.

## 7.6 POLLS

- a) A poll may be demanded by the Chairperson or by at least five (5) Members.
- b) A poll relating to the election of a chair or the adjournment of a meeting must be taken immediately. All other polls must be conducted before the close of the meeting, at a time determined by the Chairperson.
- c) Postal or electronic ballots may be conducted in accordance with the Association's policies and procedures.

## **7.7 ELECTRONIC / VIRTUAL ATTENDANCE**

- a) Members may attend, participate, and vote via approved electronic means that support real-time interaction.
- b) A Member participating electronically is deemed present for all purposes, including meeting quorum.
- c) A vote cast by a Member participating electronically is deemed to be a vote cast in person at the meeting.
- d) Electronic meeting procedures must comply with the Association's internal policies.

## **7.8 RESOLUTIONS**

### **a) SPECIAL RESOLUTION**

- A Special Resolution must be proposed in accordance with the notice requirements of clause 7.3(b).
- To pass, a Special Resolution must be supported by at least 75% of the votes cast by financial Members entitled to vote on that resolution, whether in person, by proxy, or via authorised electronic means.
- The requirements for a Special Resolution are as defined in Section 3(1) of the Act.

### **b) ORDINARY RESOLUTION**

- An Ordinary Resolution requires a simple majority (more than 50%) of the votes cast by financial Members present and entitled to vote at a properly convened meeting.

### **c) ALL RESOLUTIONS**

- All resolutions must be recorded and time-stamped in the minutes.

## **7.9 PROXIES**

- a) A Member may appoint another Member as a proxy by providing written notice to the Secretary at least 24 hours before the meeting.
- b) The proxy notice must specify the meeting and may be revoked in writing at any time before a vote is cast.
- c) All proxy appointments must comply with the Association's internal policies.

## **7.10 MINUTES**

- a) The Secretary shall keep minutes of all General and Board meetings in accordance with Section 51 of the Act. Minutes must include:
  - resolutions and decisions.
  - a summary of discussions sufficient for non-attendees to understand context.
  - names of attendees and any disclosures of interest.
  - the time and date of the meeting, and the name of the presiding officer.
  - confirmation of quorum and voting outcomes.
- b) Minutes must be confirmed at the next meeting and signed by the presiding officer (Section 51(1)(b)).
- c) Confirmed minutes serve as evidence of proceedings (Section 51(3)).
- d) Members may inspect General Meeting minutes free of charge (Section 51(6)).
- e) Record-keeping and distribution must comply with the Association's internal policies.
- f) Minutes must be stored securely and retained for the period required under applicable legislation and policy.
- g) Draft minutes should be circulated to Board Members within a reasonable timeframe for review prior to confirmation.

### 7.11 DISPUTE RESOLUTION

Disputes between Members, or between a Member and the Association, shall be managed in accordance with the Association's internal policies and the principles of natural justice (Section 40 of the Act). The process is as follows.

- a) **Initial Discussion:** Within 14 days of receiving notice of a dispute, the parties must meet (in person or electronically) to attempt resolution through respectful discussion.
- b) **Mediation Option:** If the dispute remains unresolved, the parties may agree to engage an independent mediator, jointly appointed and funded by mutual agreement. If a party declines mediation, they must provide written reasons to the Board for record-keeping and review.
- c) **Board Review (if not involving the Board):** If the dispute does not involve the Board or its Members, and remains unresolved after initial discussion and mediation, it shall be referred to the Board for review and determination.
- d) **Independent Review (if involving the Board):** If the dispute involves the Board or any of its Members, it must be referred to an independent mediator, arbitrator, or panel. If the parties cannot agree on an independent party within 14 days, the matter shall be referred to the President of the Law Society of South Australia (or equivalent body) for non-binding appointment of a suitable independent party. The recommendation of the independent party shall be presented to a General Meeting for final decision by Ordinary Resolution.
- e) **Final Determination (non-Board disputes):** If a non-Board dispute remains unresolved after Board review, it may be referred to a General Meeting of Members for final determination by Ordinary Resolution.

## PART 8. FINANCIAL REPORTING

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### 8.1 FINANCIAL YEAR

The Association's financial year shall run from **1 July to 30 June**, as required by **Section 3(1)** of the Act.

### 8.2 ACCOUNTS TO BE KEPT

- a) The Association must maintain proper financial records that accurately record and explain its financial transactions and position, in compliance with Section 39C(1) and Regulation 6. Records include:
  - receipts and payments.
  - bank statements, reconciliations and vouchers.
  - documentation of procurement and service engagements in accordance with clause 5.11.
  - any other records necessary to enable true and fair reporting.
- b) Records must be retained and stored securely in accordance with internal policy to allow for inspection and audit.

### 8.3 FINANCIAL REPORTING TO MEMBERS

At each AGM the Association shall provide to Members, in advance and at the meeting:

- a) Financial statements for the preceding financial year prepared in accordance with applicable accounting standards.
- b) Any auditor's report (if any).
- c) A Board report on financial position and performance.

### 8.4 PERIODIC RETURNS

- a) The Association must lodge required returns and reports with Consumer and Business Services under Section 36(1) and Regulation 7. These returns shall include:
  - Annual financial statements.
  - Auditor's report, where applicable.
- b) Timely lodgement is the responsibility of the Board, supported by the Secretary and Treasurer.

## **8.5 APPOINTMENT OF AUDITOR**

- a) The Association is not required to appoint an auditor unless its gross receipts exceed the prescribed threshold (currently \$500,000 per financial year).
- b) The Board may, at its discretion, commission a financial review, compilation report, or other independent assessment by a qualified accountant at any time.
- c) If an audit is required or the Board elects to appoint an auditor, the following applies:
  - The auditor must be independent and appropriately qualified under the Act.
  - The appointment may be made at the Annual General Meeting (AGM) or any General Meeting by Ordinary Resolution.
  - The auditor shall have unrestricted access to the Association's financial records.
  - The auditor must provide a written report to the Board prior to the AGM, for presentation to Members.
- d) The procedures for appointment, engagement, and removal of an auditor must comply with the Association's internal policies and any applicable legal requirements.

## **PART 9. NON-PROFIT OPERATIONS**

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### **9.1 NON-PROFIT OBLIGATION**

In accordance with Section 25(1) of the Act, the Association must apply its income, property and any surplus solely towards its objects. No part may be distributed to Members except as permitted by this Constitution.

### **9.2 APPLICATION OF INCOME AND PROPERTY**

Funds and assets shall be used exclusively to advance Association's objects in accordance with internal policies, including:

- a) funding programs aligned with the Strategic Plan.
- b) meeting operational and compliance costs.
- c) investing in member services and community partnerships.

### **9.3 PERMITTED MEMBER PAYMENTS**

Payments may be made to Members or Office-Bearers for:

- a) reimbursement of reasonable expenses properly incurred.
- b) remuneration for goods or services provided under Board-approved arrangements.
- c) premiums for insurances covering Members or Office-Bearers.

All such payments must be transparent, documented, minuted, and comply with internal policies and relevant legislation.

### **9.4 WINDING UP AND DISPOSAL OF SURPLUS ASSETS**

If wound up or deregistered, surplus assets after liabilities are satisfied must be transferred to an incorporated association with similar objects as determined by Members, or if none is determined, to an entity nominated by the Board, in compliance with Section 43 of the Act.

## **PART 10. AMENDMENT OF CONSTITUTION**

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### **10.1 SPECIAL RESOLUTION**

Any alteration to this Constitution must be made by a Special Resolution of Members at a General Meeting, in accordance with the requirements of clause 7.7(a).



## 10.2 REGISTRATION OF AMENDMENTS

Within one (1) month of passing a Special Resolution, the Board must lodge the amended Constitution with Consumer and Business Services (Section 27).

## 10.3 EFFECTIVE DATE

Unless the Special Resolution sets a later date, an amendment is effective upon its registration.

## 10.4 TRANSITIONAL PROVISIONS

Upon adoption of a new Constitution by Special Resolution:

- a) **Transition Period:** From the date of adoption until the effective date (clause 10.3), the Association shall operate under the prior Constitution to ensure legal continuity. However, any action that clearly implements the intent of the adopted Special Resolution, or is permitted under the prior Constitution, shall be deemed valid.
- b) **Commencement:** The new Constitution becomes legally binding on the Association and its Members from the effective date.
- c) **Continuity:** All Office-Bearers, Board Members, and Members holding office immediately before the effective date continue in their roles under the terms of the new Constitution. All prior acts under the previous Constitution are deemed valid.

# PART 11. BY-LAWS AND POLICIES

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## 11.1 BY-LAWS

The Board may make, amend or repeal by-laws for internal management. A by-law must not conflict with this Constitution or the Act and becomes effective upon Board adoption unless determined otherwise.

## 11.2 POLICIES

The Board shall develop, maintain and publish internal policies approved by the Board and listed in the Policy Reference Index. All Members, Office-Bearers and employees are bound by these policies.

## 11.3 INCONSISTENCY

This Constitution and the Act prevail over any inconsistent by-law or policy.

# PART 12. SERVICE OF NOTICES

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## 12.1 NOTICES TO MEMBERS

A notice required by this Constitution or the Act may be served on a Member by

- personal delivery;
- prepaid post to the Member's last known address;
- email to the Member's nominated email address;
- or publication on the Association's website if the Member has consented to electronic notices.

A notice sent by post is deemed received three (3) business days after posting; a notice published online is deemed received on the date of publication.

## **12.2 NOTICES TO THE ASSOCIATION**

Any notice to the Association or the Board must be in writing and may be:

- delivered or posted to the Association's registered office;
- sent to the Public Officer at the Association's address; or
- sent by email to the Secretary at the official email address specified in internal policy.

Electronic notices must comply with policy to ensure authenticity, integrity and accessibility.

## **12.3 ELECTRONIC COMMUNICATIONS**

All electronic communications must comply with internal policy for authenticity, integrity, and accessibility.

# **PART 13. CUSTODY AND INSPECTION OF BOOKS**

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## **13.1 CUSTODY OF RECORDS**

- a) The Secretary is responsible for custody of the register of Members and all minute books.
- b) The Treasurer is responsible for custody of financial records and supporting documents.
- c) All other records are maintained in accordance with internal policy.

## **13.2 INSPECTION BY MEMBERS**

- a) A Member may inspect, free of charge, the Register of Members (excluding personal contact details) and the minutes of General Meetings.
- b) Requests must be made in writing to the Secretary.
- c) The Board may impose reasonable conditions on inspection to protect privacy and confidentiality, in accordance with internal policy and data protection principles.

# **PART 14. INDEMNIFICATION**

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## **14.1 ENTITLEMENT TO INDEMNITY**

Each Board Member, committee member, officer, and employee (each an Indemnified Person) is entitled to be indemnified from the assets of the Association against any liability incurred in connection with their role, including legal costs, provided they have acted:

- a) in good faith; and
- b) in a manner they reasonably believed to be in the Association's best interests.

## **14.2 LEGAL PROCEEDINGS**

This indemnity extends to liabilities incurred in defending any civil or criminal proceedings, provided that:

- a) the person is successful in the defence of the proceedings; or
- b) the Court grants the person relief in the proceedings.

## **14.3 LIMITATION ON INDEMNITY**

No indemnity is provided for any liability arising from the Indemnified Person's own fraud, dishonesty, or gross negligence.

# **PART 15. SEVERABILITY**

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If any provision of this Constitution is held to be invalid, illegal or unenforceable, that provision must be severed or read down only to the extent necessary, and the remaining provisions continue in full force and effect.