

Constitution

UNITED NATIONS ASSOCIATION OF AUSTRALIA (SOUTH AUSTRALIAN)
INCORPORATED

ABN 81 005 165 056

ADOPTED ON _____ 2024

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1. Definitions and Interpretation

1.1 Definitions

In this Constitution unless the context otherwise requires the following terms have the following meanings:

ACNC Governance Standards means the governance standards published by the Australian Charities and Not-For-Profits Commission applying to registered charities from time to time.

Act means the *Associations Incorporation Act 1985* (SA).

Annual General Meeting means a General Meeting of Members of the Association convened annually in accordance with clause 9.1.

Association means United Nations Association of Australia (South Australian Division) Incorporated.

Business Day means a day other than a Saturday, Sunday, or a public holiday or bank holiday in Adelaide, South Australia.

By-Laws means the by-laws, rules, regulations, policies and codes of the Association (as amended from time to time) made in accordance with clause 23.

Chairperson means any person appointed or elected to the office of Chairperson (or any similar title) in accordance with:

- (a) clause 9.7 in respect of General Meetings; and
- (b) clause 10.13 in respect of Committee Meetings.

Charities and Other Non-for-profit Organisation Member means a Member who is a charity, school or a group of a similar nature.

Charter means The Charter of the United Nations that came into effect on 24 October 1945.

Committee means the management committee of the Association, as appointed from time to time under this Constitution.

Committee Member means any member of the Committee, as appointed from time to time under this Constitution and includes, for the avoidance of doubt, both the Executive and persons who are not part of the Executive but are so appointed.

Committee Meeting means a meeting of the Committee Members convened under clause 10.10.

Concession Member means any person acting in their own personal capacity, who upon application of membership, elected to be registered as a Concession Member.

Constitution means this constitution of the Association, as amended from time to time.

Corporate Member means any Member who is not a natural person.

Division means the branches of the UNAA which is incorporated in each State and Territory of Australia.

Entrance Fee means the sum (if any) payable by a successful applicant for membership, as determined by the Committee from time to time.

Executive means the officers of the Association identified in clause 10.3, as appointed from time to time under this Constitution.

Financial Year means the period of 12 months commencing on 1 July in one calendar year and ending on 30 June in the following calendar year.

General Meeting means a meeting of the Members for the purpose of conducting the business of the Association and includes an Annual General Meeting and a Special General Meeting.

Government means the Government of the Commonwealth of Australia.

Honorary Member means any Member who is granted an Honorary Membership.

Honorary Membership means the membership of the Association without the need to fulfil the requirements outlined in clause 6.2(a) or apply for a membership in accordance with clause 6.3.

Honorary Life Member means any Member who is granted an Honorary Life Membership.

Honorary Life Membership means a life-time membership of the Association.

Individual Member means any Member of the Association acting in their own personal capacity.

Mediator has the meaning to that term in clause 17(e).

Member means any person who is admitted to the membership of the Association and whose name is entered into the Register and includes any category of members.

Membership Fee means the sum (if any) payable annually by a Member, as determined by the Committee from time to time.

Methods has the meaning given to it in clause 4 and comprises of the objectives of the Association.

Objects means the objectives of the Association as described in clause 4.

Office means the registered office of the Association.

Patron means any person appointed as the Patron of the Association in accordance with clause 6.5.

President means any person appointed as the President of the Association to perform the duties outlined in clause 13.2 and includes a person acting in that position temporarily.

Public Officer means any person appointed as the Public Officer of the Association in accordance with clause 13.6.

Register means the register of members maintained by the Association in accordance with clause 6.1.

Returning Officer means any person appointed as the Returning Officer in accordance with clause 13.7.

SDGs means the Sustainable Development Goals which were adopted by the participating nations of the UN in 2015, as amended from time to time.

Secretary means any person appointed by the Committee to perform the duties outlined in clause 13.3, and includes an assistant secretary or any person appointed to act as secretary temporarily.

Special General Meeting means a General Meeting of the Members of the Association other than an Annual General Meeting.

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

Sub-Committee has the meaning given to in clause 11.1(a).

Treasurer means any person appointed as the Treasurer of the Association to perform the duties outlined in clause 13.4 and includes a person acting in that position temporarily.

UNAA means the United Nations Association of Australia Incorporated.

United Nations or **UN** means the intergovernmental organisation of the same name.

Universal Declaration of Human Rights means the document adopted by the United Nations General Assembly on 10 December 1948.

Vice-President means any person appointed as the Vice-President of the Association in accordance with clause 13.1(a) and includes a person acting in that position temporarily.

Vision has the meaning given to it in clause 3.1.

1.2 Interpretation

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

- (a) a word importing a gender shall include all genders;
- (b) a word importing the singular shall include the plural and vice versa;
- (c) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of the word or phrase shall have a corresponding meaning;
- (d) a word denoting an individual (such as **person**) shall include a corporation, firm, authority, government body or agency, unincorporated association or instrumentality;
- (e) a reference to a clause, sub-clause, paragraph, or sub-paragraph is a reference to a clause, sub-clause, paragraph or sub-paragraph of this Constitution;
- (f) a reference to any statute, proclamation, regulation, order or similar instrument shall include all amendments and revisions made to it from time to time and any statute, proclamation, regulation, order or similar instrument brought into operation in substitution of it or incorporating any of its provisions or made under it from time to time;
- (g) a reference to a party's determination, consent, agreement, authorisation or approval shall mean its determination, consent, agreement, authorisation or approval in its absolute discretion;
- (h) the headings and index used in this Constitution are for convenience only and shall not affect the interpretation of this Constitution;
- (i) a reference to '\$', 'dollars' or 'money' is to currency of the Commonwealth of Australia;
- (j) an expression has, in a provision of this Constitution which relates to a particular provision of the Act, the same meaning as in that provision of the Act; and

- (k) the meaning of general words or provisions shall not be limited by references to specific matters that follow them (for example, introduced by words such as **including, such as** or **in particular**) or are included elsewhere in this Agreement.

1.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

1.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

1.5 Headings

The headings and table of contents are for convenience only and do not affect interpretation.

2. Name

The name of the Association is **United Nations Association of Australia (South Australian Division) Incorporated**.

3. Vision

The Association is a voluntary independent body of individuals and organisations associated together for the furtherance of the Association's Vision.

3.1 Vision

The Vision of the Association is a peaceful and sustainable world, the achievement of which the Association believes will be helped by the work of the United Nations and its agencies. The Vision of the Association follows the guidelines incorporated in the Universal Declaration of Human Rights, and the international covenants that have been subsequently adopted by the United Nations (***Vision***).

In carrying out this Vision, the Association seeks to:

- (a) maintain contact with the United Nations Information Centre Canberra, the other Divisions and the World Federation of United Nations Associations; and
- (b) encourage cooperation among organisations interested in the economic, social and cultural development of all peoples (including overseas aid and development).

3.2 Support

- (a) The Association supports the United Nations as a centre for harmonising the actions of the nations in the attainment of its purposes as set out in the Charter, including:
 - (i) the maintenance of international peace and security;
 - (ii) the development of friendly relations among nations; and
 - (iii) the achievement of international cooperation in solving international economic, social, cultural and humanitarian problems and in encouraging respect for human rights for all.

- (b) The Association supports the United Nations in attaining its purposes according to its Charter by seeking:
 - (i) to promote in Australia, knowledge of the United Nations and its related agencies;
 - (ii) to ensure that Australians understand the rights and duties of Australia as a member of the United Nations; and
 - (iii) to request the UNAA to consult with and make recommendations to the Government on United Nations matters on behalf of the Association.
- (c) The Association supports the work of the United Nations in seeking to protect the environment and in the use of the world's resources in a sustainable way.

4. Objects

In achieving this Vision, the major focus of the Association is to seek to educate and raise the awareness of our Members together with the wider community in South Australia by means of newsletters, talks, events, gatherings, presentations, discussion papers and the use of electronic forms of information distribution such as the internet, web pages and via email and other electronic forms of communication.

In working to support this Vision, the methods of the Association are to (**Methods**):

- (a) educate our Members and the wider community about the United Nations and its specialised agencies;
- (b) encourage the Government to recognise its responsibilities as a member of the United Nations, provided that the Association does not in any way promote or oppose particular political parties or candidates;
- (c) promote the celebration in South Australia of international occasions adopted by the United Nations;
- (d) work cooperatively with the UNAA and the Divisions in their similar activities;
- (e) maintain links with the local and national offices of voluntary organisations interested in the work of the United Nations;
- (f) raise funds by public appeals and other appropriate means;
- (g) cooperate with other organisations having similar objectives;
- (h) advance the UN's SDGs as espoused by the United Nations and published by the UN's Department of Economic and Social Affairs;
- (i) educate the public about the UN's SDGs;
- (j) provide scholarships and prizes for individuals, especially those who are disadvantaged and/or in need to attend or continue education courses;
- (k) advance social or public welfare, such as relieving poverty distress or disadvantage of individuals or families;
- (l) promote reconciliation, mutual respect and tolerance between groups of individuals in Australia;
- (m) promote and protect human rights;
- (n) generally promote any other purpose beneficial to the general public that may be reasonably regarded as analogous to, or within the spirit of, any of the aforementioned purposes; and
- (o) undertake other activities as seem appropriate to the Association's Vision and Methods.

5. Powers of the Association

5.1 General

The Association shall have the following powers:

- (a) the powers set out in Section 25 of the Act;
- (b) the power to affiliate, amalgamate, co-operate and enter into reciprocal arrangements with another association or body having objects similar to those of the Association provided that such other association or body has objects and powers not inconsistent with the objects and powers of the Association stated in clauses 4 and 5; and
- (c) the power to open and operate such accounts as the Committee sees fit, and to invest the money of the Association not immediately required for any of its objectives or for the purposes incidental to those objectives:
 - (i) as deposits with any bank, credit union or building society which is lawfully carrying on business in South Australia; or
 - (ii) in securities authorised by the laws of South Australia for investment of trust funds; and
 - (iii) by other means as agreed to by a Special Resolution passed by the Committee; and
- (d) the power to do all such other acts and things as are reasonably necessary for, or in connection with or incidental to, the performance, exercise, or discharge of its functions or objects.

5.2 Actions Authorised Under the Law

Where the law authorises or permits an association to do any matter or thing if so authorised or permitted by its constitution, the Association is and shall be taken by this clause to be authorised or permitted to do that matter or thing.

6. Membership

6.1 Register of Members

- (a) The President shall keep the Register, which shall contain the full names, addresses and e-mail addresses of the Members, the class the Member is a part of, the date on which the Member becomes a Member of the Association and other such particulars as the Committee may prescribe from time to time.
- (b) Every Member is required to communicate any change in his or her address to the Association in writing no later than 28 days after the date of the change, and any such change of address shall be entered in the Register. The latest address in the Register is deemed to be the Member's registered address.
- (c) The President must record the date on which a person ceases to be a Member of the Association in the Register, within 14 days of the cessation of the membership.
- (d) Information about a person who is no longer a Member, other than the name of the person and the date on which that person ceased to be a Member, must be removed from the Register, within 14 days of the cessation of the membership.
- (e) Where a person ceases to be a Member, the President may, with the consent of the former Member, maintain a separate register which contains their full name, address and e-mail address. This separate register may be used to further the Objects, in such manner as the Committee considers appropriate.

6.2 Eligibility for Membership

- (a) Membership of the Association shall be open to persons, normally resident in South Australia, who support the Vision of the Association and are prepared to further the Vision.
- (b) Membership of the Association is on the basis of one of the following:
 - (i) payment of Membership Fee;
 - (ii) Honorary Life Membership; or
 - (iii) Honorary Membership.

6.3 Application for Membership

An application for membership must be:

- (a) in writing;
- (b) made in a form determined by the Committee from time to time;
- (c) signed by the applicant;
- (d) accompanied by a lodgement fee (if any) and the Membership Fee determined by the Committee from time to time; and
- (e) received by the Committee.

6.4 Admission of Members by Committee

- (a) The Committee will hold Committee Meetings to determine applications for membership at such times as the Committee Members see fit. Alternatively, the Committee may appoint one or more Committee Members to make such determinations.
- (b) All Committee Members must be provided with notice of a person's application for membership, prior to the Committee determining that person's application for membership.
- (c) The Committee must within 2 months of receiving an application for membership:
 - (i) decide by a majority to accept or reject an application; and
 - (ii) advise the applicant of its decision made under clause 6.4(c)(i).
- (d) An applicant for membership of the Association is to be admitted as a Member on the approval of the Committee and upon payment by the applicant of the Entrance Fee (if any) and Membership Fee.
- (e) The Committee is not required to give any reason for rejecting or accepting an application for membership.
- (f) When an applicant has been accepted for membership, the President (or other person whom the Committee may appoint) shall notify the applicant of the acceptance and request payment of the Entrance Fee (if any).
- (g) If the applicant does not pay the Entrance Fee (if any) within the time prescribed by the Committee, the acceptance of the applicant's application for membership is cancelled, unless the Committee decides otherwise.
- (h) An applicant whose application is rejected by a majority of the Committee is entitled to make a personal representation to the Committee in support of her or his nomination. Having heard that representation the Committee may in its absolute

discretion confirm or reverse its original decision to reject the nomination and is not obliged to give reasons for such decision.

6.5 Patron

- (a) A Patron may be appointed by the Committee and will be granted Honorary Membership during the period for which they serve as a Patron of the Association
- (b) In the first instance, the appointee as a Patron must be the Governor of South Australia as appointed from time to time.
- (c) In the circumstances that the Governor of South Australia declines the appointment, then a Patron is to be appointed by a Special Resolution by the Association.

6.6 Classes of Members

- (a) Subject to this Constitution, the Committee may determine and admit different classes of Members and the qualification, rights, Entrance Fee and Membership Fee payable, terms and conditions, privileges and obligations of the respective classes of Members shall be as determined by the Committee from time to time.
- (b) Notwithstanding clause 6.6(a), the Association shall have the following categories of Members:
 - (i) Individual Members;
 - (ii) Concession Members;
 - (iii) Corporate Members;
 - (iv) Charities and Other Non-for-profit Organisation Members;
 - (v) Honorary Life Members; and
 - (vi) Honorary Members.

6.7 Honorary Life Members

Honorary Life Membership may be conferred on any person considered worthy of that honour by a General Meeting of Members, on the recommendation of the Committee.

6.8 Honorary Members

The Committee may decide to award Honorary Membership on any person for a given time period in recognition of their service to the Association.

6.9 No Liability

Except as otherwise provided by law, a Member is not liable to contribute to the payment of the debts and liabilities of the Association or the costs, charges and expenses in winding up of the Association.

6.10 Rights of Membership are Personal

The rights and privileges of every Member are not transferable by any manner to another person.

7. Membership Fees

7.1 Entrance Fee

- (a) The Committee may determine that an Entrance Fee is payable by an applicant for membership of the Association.
- (b) The Committee may determine the amount of the Entrance Fee from time to time.
- (c) The Committee may prescribe different amounts for, or defer or waive the requirement to pay, the Entrance Fee in respect of any person or category of person applying to become a Member.

7.2 Annual Membership Fee

- (a) The Committee may determine that a Membership Fee is payable annually by Members.
- (b) The Committee may determine the amount of the Membership Fee from time to time and prescribe a different amount of Membership Fee payable for each of the classes of Members.
- (c) Any proposed changes to the Membership Fee must be ratified at the Annual General Meeting before the changes are to come into effect.
- (d) The Committee may prescribe different amounts for, or defer or waive the requirement to pay, the Membership Fee in respect of any Member or applicant for membership of the Association without the need for it to be ratified at an Annual General Meeting.

7.3 Non-payment of Annual Membership Fee

- (a) If a Member's Membership Fee remains unpaid after it becomes due, the Committee may direct any person to give notice to the Member of that fact.
- (b) If the Membership Fee remains unpaid six months after it becomes due, the Committee may suspend or expel the Member from membership of the Association and, if applicable, direct the President to remove the Member's name from the Register.
- (c) A Member is not entitled to exercise any rights of membership until that Member has paid his or her Membership Fee in full, and a Member whose membership of the Association has been suspended is not entitled to exercise any rights of membership until that suspension has ended.

8. Cessation of Membership

8.1 Resignation of a Member

- (a) A Member may at any time, by giving notice in writing to the Secretary, resign as a Member. The resignation shall be effective from the date of receipt of the notice by the Secretary.
- (b) In the absence of the Secretary, written notice of a Member's resignation is to be delivered to the President.

8.2 Misconduct of a Member

Without limiting clause 8.3, if any Member:

- (a) is in breach of the provisions of this Constitution or any By-Laws (or the subject of any condition in either document, not being a breach, that gives the Committee the power to suspend or expel a Member); or
- (b) is guilty of any act or omission which, in the opinion of at least seventy-five per cent (75%) of the Committee, is unbecoming of a Member or prejudicial to the interests of the Association,

the Committee may suspend or expel the Member from membership of the Association.

8.3 Suspension or Expulsion

- (a) A Member who was suspended or expelled under clause 8.2 shall be given the opportunity to contest the decision of the Committee at the next Annual General Meeting. In such cases, the Member will be given the opportunity to address the General Meeting in respect of the decision before it is put to a vote.
- (b) If seventy-five per cent (75%) or more of the Members vote in favour of suspending or expelling the Member, the decision of the Committee will be confirmed.
- (c) If less than seventy-five per cent of the Members voted in favour of suspending or expelling the Member, the Member's membership to the Association will be reinstated.

8.4 Other Grounds for Cessation of Membership

- (a) A Member shall automatically cease to be a Member if that Member:
 - (i) dies;
 - (ii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to mental health;
 - (iii) is convicted of an indictable offence; or
 - (iv) becomes bankrupt or insolvent.
- (b) Notwithstanding anything else in this clause 8.4, any vote or other thing done by that Member under this Constitution or by the By-Laws occurring prior to the removal of the Member from the Register will be deemed valid.

8.5 Readmission

A person who ceases to be a Member under clauses 8.4(a)(ii), 8.4(a)(iii) or 8.4(a)(iv) is entitled to reapply for membership of the Association once the relevant incapacity, imprisonment, bankruptcy or insolvency ends or is overturned by a competent authority or court, and may be readmitted as a Member at the discretion of the Committee.

8.6 Forfeiture of Membership Fee

A person who ceases to be a Member under this clause 8 forfeits their Membership Fee and would not be entitled to have their Membership Fee be reimbursed.

9. Meetings of Members

9.1 Annual General Meetings

- (a) The Annual General Meeting of the Members of the Association is to be held in accordance with the time period stated in the Act each year.
- (b) The ordinary business of an Annual General Meeting is:
 - (i) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
 - (ii) to consider the financial statements and relating reports from the preceding year;
 - (iii) to consider the financial statements and related reports for the proceeding year;
 - (iv) to elect the Executive in accordance with this Constitution;
 - (v) to elect other Committee Members in accordance with this Constitution;
 - (vi) to discuss the general business of the Association; and
 - (vii) to transact any other business which under this Constitution or the Act ought to be transacted at an Annual General Meeting.
- (c) The Annual General Meeting may transact special business of which notice is given.

9.2 Special General Meetings

- (a) The President may, when he or she thinks fit, call a Special General Meeting of the Association at any time.
- (b) The President must, on the written requisition of not less than six (6) Members, call a Special General Meeting.
- (c) A requisition for a Special General Meeting under clause 9.2(b):
 - (i) must state the purpose of the meeting;
 - (ii) must be signed by the Members making the requisition with the full name of each Member printed adjacent to each signature;
 - (iii) must be delivered to the President;
 - (iv) may consist of several documents in like form, each signed by one or more of the Members making the requisition.
- (d) If the Committee does not call a Special General Meeting to be held within 28 days after the delivery of the requisition to the President (**Expiry Date**), the Members making the requisition may call a Special General Meeting to be held not later than 2 months after the Expiry Date.
- (e) A Special General Meeting called by Members must be called in the same way as nearly as possible as one which is called by the President.
- (f) All reasonable expenses which are validly incurred in calling a Special General Meeting must be borne by the Association, where persons or Members personally incurring those expenses are refunded by the Association.

9.3 Notices of General Meetings

- (a) A notice of General Meeting shall:
 - (i) specify the place, the day, the hour and the format of the meeting and shall state the general nature of the business to be transacted at the meeting;
 - (ii) shall be given 21 days before the General Meeting; and
 - (iii) contain any other information required by the Act.

- (b) Notice of adjourned General Meetings need not be given.
- (c) A notice may be given by the Association to any Member:
 - (i) by serving the Member with the notice personally;
 - (ii)
 - (A) by sending the notice electronically or by any other instantaneous communication to the address or location appearing in the Register for that Member; and
 - (B) for any Member who has not provided an electronic or other instantaneous address or location, by sending the notice by post to the address appearing in the Register for that Member;
 - (iii) by making a copy of the notice accessible on a website designated by the Association;
 - (iv) by advertisement appearing in a major newspaper circulating in South Australia,

or by the Association doing any combination of the above.
- (d) Notices will be taken to be duly given:
 - (i) in the case of delivery in person, when delivered;
 - (ii) in the case of delivery by post, 2 Business Days after the date of posting (if posted to an address in the same country) or 7 Business Days after the date of posting (if posted to an address in another country); and
 - (iii) in the case of electronically or other instantaneous communication, 30 minutes after dispatch, if the sender has not received any notice at any time indicating that the transmission failed.
- (e) The non-receipt of a notice convening a General Meeting by, or the accidental omission to give notice to, any person entitled to receive notice shall not invalidate the proceedings at, or any resolution passed at, that meeting.

9.4 Business of General Meetings

- (a) The only business that can be transacted at a General Meeting is the business set out in the notice convening the meeting.
- (b) Any Member may put forward a proposition or motion for consideration at a General Meeting by giving written notice to the Committee at least 60 days before the relevant General Meeting.
- (c) A proposition or motion under clause 9.4(b) must be included in the relevant notice of General Meeting unless the Committee has resolved, acting reasonably, that the proposition or motion is either frivolous, unlawful, defamatory, or otherwise inappropriate.

9.5 Quorum

- (a) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- (b) Except as otherwise provided for in this Constitution, six (6) Members present shall constitute a quorum.

9.6 If Quorum Not Present

- (a) If a quorum is not present within 30 minutes after the time appointed for the General Meeting, the meeting may proceed as planned. Any decisions taken at that meeting will not come into effect until confirmed by a further Special General Meeting called as soon as practicable at least a month later. Notice of this meeting will be given to all members in accordance with clause 9.3.

- (b) If quorum is not present at the due time of the meeting called under clause 9.6(a), the meeting will be adjourned for 30 minutes. After this time, those present will be considered to constitute quorum and the meeting may continue as planned and any decisions taken at this meeting will be valid and enforceable.

9.7 Chair of Meetings

- (a) The President is to be appointed as the Chairperson for the purposes of General Meetings.
- (b) Subject to clause 9.7(c), the President shall preside as chair at every General Meeting.
- (c) Where a General Meeting is held and:
 - (i) there is no Chairperson; or
 - (ii) the Chairperson is not present within 15 minutes after the time appointed for the meeting,
 the Committee Members present shall choose one of the Committee Members present to chair the meeting.
- (d) In the absence of all Committee Members, a Member elected by the General Meeting shall chair the meeting.

9.8 Adjournments

- (a) The Chairperson may, with the consent of the meeting at which a quorum is present, and shall if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (b) No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting shall be given as in the case of an original General Meeting.
- (d) Except as provided by clause 9.8(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

9.9 Conduct at a General Meeting

- (a) Subject to any By-Laws, the Act, and this Constitution, the Chairperson may give necessary directions for the conduct of any General Meeting and the ruling of the chair of the meeting shall be final unless overruled by a resolution of the General Meeting.
- (b) The Chairperson must allow Members a reasonable opportunity to ask questions at the meeting.
- (c) The Chairperson may disallow debate on business that is not within the notice of meeting or required by the Act.
- (d) Any question requiring a decision shall be in the form of a motion which shall be submitted in writing prior to the meeting and be proposed and seconded before being discussed.

9.10 General Meetings by Technology

- (a) General Meetings may be held by using the following technology:
 - (i) video conference;
 - (ii) teleconference;

- (iii) any other technology which permits each Member to communicate with every other Member in real time; or
- (iv) any combination of the technologies described in clauses 9.10(a)(i), 9.10(a)(ii), and 9.10(a)(iii).
- (b) Notwithstanding the above clause 9.10(a), nothing in this clause 9.10 shall prevent General Meetings from being held in-person or a hybrid of in-person and technology.
- (c) Where the Members are not all in attendance at one place and are holding a General Meeting using technology or a hybrid of in-person and technology and each Member can communicate with the other Members:
 - (i) the participating Members shall, for the purposes of every provision of this Constitution concerning General Meetings, be taken to be assembled together at a meeting and to be present at that meeting; and
 - (ii) all proceedings of those Members conducted in that manner shall be as valid and effective as if conducted at a Meeting at which all of them are present.

9.11 Voting at General Meetings

- (a) Any resolution to be put to a vote at a General Meeting is to be determined by a show of hands unless a poll is demanded.
- (b) A declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting shall be taken as conclusive evidence of the fact without the need to show the number or proportion of the votes recorded in favour of or against the resolution.
- (c) A poll for a resolution may be demanded by:
 - (i) the Chairperson; or
 - (ii) as otherwise provided for by the Act.
- (d) A demand for a poll may be withdrawn.
- (e) Subject to this Constitution and the Act, Members entitled to attend and vote at General Meetings are entitled to one (1) vote and may vote:
 - (i) personally;
 - (ii) by direct vote; or
 - (iii) by any other way prescribed by the Committee.

9.12 Voting Rights of Members

The voting rights of Members are as follows:

- (a) Individual Members are to have one vote each;
- (b) Concession Members are to have one vote each;
- (c) Corporate Members are to have one vote each which can be exercised by the Corporate Member's representative;
- (d) Charities and Other Non-for-profit Organisation Members are to have one vote each which can be exercised by the Charities and Other Non-for-profit Organisation Members' representatives; and
- (e) Honorary Life Members and Honorary Members are to have one vote each if they are not already entitled to a vote.

No person is to be entitled to more than one (1) vote each.

9.13 Procedure for Poll

- (a) Subject to any By-Laws, a poll shall be taken in the manner and at the time the Chairperson of the General Meeting directs.
- (b) The result of the poll shall be a resolution of the General Meeting at which the poll was demanded.
- (c) The demand for a poll shall not prevent a General Meeting from continuing for the transaction of any business other than that on which a poll has been demanded.

9.14 Chairperson’s Casting Vote

In the case of an equality of votes on a show of hands or on a poll, the Chairperson has a casting vote in addition to any deliberative vote to which the Chairperson may be entitled to as a Member.

9.15 Restriction on Voting Rights - Unpaid Amounts

A Member is not entitled to vote at a General Meeting unless all sums due and payable by the Member in respect of membership of the Association have been paid.

9.16 Objections to Qualification to Vote

- (a) An objection to a person's qualification to vote may be raised only at the General Meeting or adjourned General Meeting at which the vote objected to is tendered.
- (b) Any objection shall be referred to the Chairperson, whose decision shall be final.
- (c) A vote allowed after an objection shall be valid for all purposes.

9.17 Direct Voting

- (a) The Committee may determine that at any General Meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to a direct vote in respect of that resolution.
- (b) In this clause 9, a “**direct vote**” includes a vote delivered to the Association by post or electronic means approved by the Committee, and “**direct voting**” means the process associated with the making of a direct vote.
- (c) The Committee may prescribe By-Laws to govern direct voting including specifications as to the form, method and timing of giving the direct vote in order for the vote to be valid, and the treatment of direct votes, including for the purposes of determining a quorum.

9.18 Treatment of Direct Votes

A direct vote on a resolution at a General Meeting in accordance with clause 9.17 is of no effect and will be disregarded, if:

- (a) at the time of the resolution, the person who cast the direct vote:
 - (i) is not entitled to vote on the resolution; or
 - (ii) would not be entitled to vote on the resolution if the person were present at the meeting at which the resolution is considered;
- (b) had the vote been cast in person at the meeting at which the resolution is considered:
 - (i) the vote would not be valid; or

- (ii) the Association would be obliged to disregard the vote;
- (c) subject to any By-Laws prescribed by the Committee, the person who cast the direct vote is present in person at the meeting at the time the resolution is considered; or
- (d) if the direct vote was cast otherwise than in accordance with any By-Laws prescribed by the Committee under clause 9.17(c).

10. Committee

10.1 Powers

- (a) The affairs of the Association shall be managed and controlled by a Committee which in addition to any powers and authorities conferred by this Constitution may exercise all such powers and do all such things as are within the Objects.
- (b) The Committee constitutes the 'committee' for the purposes of the Act.
- (c) The Committee has the management and control of the funds and other property of the Association.
- (d) Without limiting clause 10.1(a), the Committee may exercise all the powers of the Association which are not, by the Act or this Constitution, required to be exercised by the Association in General Meeting. This includes, to borrow money, to mortgage or charge any property or business of the Association and to issue debentures or give any other security whether outright or for a debt, liability or obligation of the Association or of any other person.
- (e) The Committee may appoint such employees, agents or contractors as are required to carry out the objects of the Association and may discuss or delegate any of its powers to such officers, employees and contractors.
- (f) The Committee may, by power of attorney, appoint any person to be the attorney of the Association for any purpose, with any powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Committee), for any period and subject to any conditions which the Committee thinks fit.
- (g) Any power of attorney granted under clause 10.1(f) may contain provisions for the protection and convenience of persons dealing with the attorney as the Committee thinks fit.
- (h) All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two (2) persons, one of which must be the Treasurer, and the other may be a Committee Member.
- (i) The Committee may remove a Committee Member from office and appoint not more than three additional Committee Members.

10.2 Composition of Committee

The Committee shall be comprised of:

- (a) the Executive; and
- (b) up to six other Committee Members.

10.3 Composition of Executive

The Executive shall be comprised of:

- (a) the President;
- (b) two Vice-Presidents;
- (c) the Treasurer; and
- (d) the Secretary.

10.4 Cessation of Committee Member Holding Office

(a) *Retirement of a Committee Member*

A Committee Member holds office only until the conclusion of the next Annual General Meeting following their appointment.

(b) *Resignation of a Committee Member*

(i) A Committee Member may at any time, by giving notice in writing to the Secretary, resign as a Committee Member. The resignation shall be effective from the date of receipt of the notice by the Secretary.

(ii) In the absence of the Secretary, written notice of a Committee Member's resignation is to be delivered to the President.

(c) *Misconduct of a Committee Member*

Without limiting clause 10.4(d), if any Committee Member:

- (i) is in breach of the provisions of this Constitution or any By-Laws (or the subject of any condition in either document, not being a breach, that gives the Committee the power to suspend or expel a Member); or
- (ii) is guilty of any act or omission which, in the opinion of the Committee, is unbecoming of a Committee Member or prejudicial to the interests of the Association,

the Committee may decide to terminate the Committee Member from holding office in the Committee.

(d) *Continual Absence from Meetings*

Any Committee Member absent from three (3) consecutive Committee Meetings or four (4) Committee Meetings within 12 months following an Annual General Meeting without an approved leave of absence in accordance with clause 10.5, shall, at the option of the Committee, cease to be a Committee member.

(e) *Other Grounds for Terminating the Office of a Committee Member*

A Committee Member shall automatically cease to be a Committee Member if that Committee Member:

- (i) dies;
- (ii) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the laws relating to mental health;
- (iii) is convicted of any offence leading to imprisonment;
- (iv) commits an act or does anything which prohibits them from being a member of a committee pursuant to section 30 of the Act;
- (v) becomes bankrupt; or
- (vi) ceases to meet the suitability requirements for responsible persons set out in Standard 4 of the ACNC Governance Standards; and

any vote or other thing done by that Committee Member under this Constitution or the By-Laws occurring prior to removal of the Committee Member from their office will be deemed valid.

10.5 Appeal of Decision

- (a) A Committee Member who was terminated from holding office under clause 10.4(c) may contest the decision of the Committee at the next Committee Meeting. In such cases, the Committee Member will be given the opportunity to address the Committee in respect of the decision before it is put to a vote.
- (b) If seventy-five per cent (75%) or more of the Committee Members vote in favour of terminating the Committee Member from holding office, the decision of the Committee will be confirmed.
- (c) If less than seventy-five per cent of the Committee Members vote in favour of terminating the Committee Member from holding office, the Committee Member's office will be reinstated.

10.6 Approved Leave of Absence

- (a) In the event of extenuating circumstances such as illness, study, work commitments or travel, a Committee Member may apply in writing to the Executive for an approved leave of absence.
- (b) In this clause 10.6, an “**approved leave of absence**” means the right to be absent from Committee Meetings for a period of time that is approved by the Executive. An accepted apology does not constitute an approved leave of absence.
- (c) Upon receiving an application for approved leave of absence, the Executive must consider the application at the next Committee Meeting and vote on whether to approve the same. If a majority of the Executive votes in favour of providing the approved leave of absence, then such approval must be given.
- (d) In the circumstances that an application for approved leave of absence is not granted:
 - (i) the Committee Member cannot appeal the decision;
 - (ii) the Committee Member must continue to attend Committee Meetings for that period and if the Committee Member is absent from said Committee Meetings, will be subject to clause 10.4(d).

10.7 Re-election

- (a) Subject to clauses 10.7(b) and 10.7(c), a person who ceases to be a Committee Member under clause 10.4, with the exception of clause 10.4(e)(i), is entitled to nominate their candidacy to be re-elected as a Committee Member at the following Annual General Meeting.
- (b) A person who ceases to be a Committee Member on the basis that they would be prohibited from being a member of a committee pursuant to section 30 of the Act, cannot apply to be re-elected as a Committee Member within a period of 5 years after their conviction or, if they were sentenced to imprisonment, after their release from prison, without leave of the Corporate Affairs Commission.
- (c) A person who ceases to be a Committee Member under clauses 10.4(e)(ii), 10.4(e)(iii), 10.4(e)(v) and 10.4(e)(vi), who is not also otherwise prevented from being a member of the Committee pursuant to section 30 of the Act, is entitled to nominate their candidacy to be re-elected as a Committee Member once the relevant incapacity, imprisonment, bankruptcy or failure to meet the suitability requirements for responsible persons set out in Standard 4 of the ACNC Governance Standards or ends or is overturned by a competent authority or court.

10.8 Vacancy of Committee Members

- (a) When there is a vacancy within the composition of the Committee, the Committee may decide to fill the position with a person nominated by the remaining Committee Members.
- (b) A Committee Member appointed pursuant to clause 10.8(a) will only hold the position until the next Annual General Meeting. If the Committee Member wishes to continue in that position, they must nominate their candidacy to be re-elected into that position at the following Annual General Meeting and be elected into the position.

10.9 Proceedings

Subject to this Constitution and the law, the Committee may decide its own procedure.

10.10 Committee Meetings

- (a) The Committee shall meet at least six (6) times a year but may meet as often as they deem necessary.
- (b) The President may at any time, and must, on the request of any Committee Member, convene a Committee Meeting.
- (c) Reasonable notice must be given to every Committee Member of the place, date and time of every Committee Meeting.

10.11 Committee Meetings by Technology

- (a) For the purposes of the Act and this Constitution, each Committee Member, on becoming a Committee Member (and on the adoption of this Constitution or any update or replacement of it), consents to the use of the following technology for calling or holding a Committee Meeting:
 - (i) video conference;
 - (ii) teleconference;
 - (iii) any other technology which permits each Committee Member to communicate with every other Committee Member in real time; or
 - (iv) any combination of the technologies described in clauses 10.11(a)(i), 10.11(a)(ii), and 10.11(a)(iii).
- (b) Notwithstanding the above clause 10.11(a), nothing in this clause 10.11 shall prevent Committee Meetings to be held in-person or a hybrid of in-person and technology.
- (c) Where the Committee Members are not all in attendance at one place and are holding a Committee Meeting using technology or a hybrid of in-person and technology and each Committee Member can communicate with the other Committee Members:
 - (i) the participating Committee Members shall, for the purpose of every provision of this Constitution concerning Committee Meetings, be taken to be assembled together at a meeting and to be present at that meeting; and
 - (ii) all proceedings of those Committee Members conducted in that manner shall be as valid and effective as if conducted at a Committee Meeting at which all of them were present at one place.

10.12 Quorum at Committee Meetings

At a Committee Meeting:

- (a) the number of Committee Members whose presence is necessary to constitute a quorum is at five (5) of the Committee Members; and
- (b) no business may be conducted unless a quorum is present.

10.13 Chairperson

- (a) The President will also hold office as Chairperson, but can delegate at their discretion the role of Chairperson to another Committee Member prior to the relevant Committee Meeting.
- (b) Subject to clause 10.13(c), the Chairperson shall preside as chair at every Committee Meeting.
- (c) Where a Committee Meeting is held and:
 - (i) there is no Chairperson; or
 - (ii) the Chairperson is not present within 15 minutes after the time appointed for the meeting,

the Committee Members present shall by a majority choose one of the Committee Members present to chair the Committee Meeting.

10.14 Decisions at Meetings

- (a) Questions arising at a Committee Meeting shall be decided by a majority of votes of Committee Members present and voting and any such decision shall for all purposes be taken to be a decision of the Committee.
- (b) Each Committee Member is entitled to one vote on a matter arising for a decision by the Committee.
- (c) In the case of an equality of votes, the Chairperson of the Committee Meeting shall have a casting vote in addition to any deliberative vote to which the President is entitled to as a Committee Member.

10.15 Circulating Resolutions

- (a) If a document:
 - (i) is sent to all those entitled to receive notice of a Committee Meeting at which a resolution could be put;
 - (ii) contains the terms of a resolution and a statement that the signatories to it are in favour of that resolution; and
 - (iii) has been signed by a majority of the Committee Members entitled to vote on that resolution,

a resolution in those terms is passed on the day on which and at the time at which the document was signed by a majority of Committee Members and the document has effect as a minute of the resolution.
- (b) For the purposes of paragraph 10.15(a):
 - (i) two or more separate documents containing statements in identical terms each of which is signed by one or more Committee Members shall together be taken to constitute one document containing a statement in those terms

- signed by those Committee Members at the time at which the last of those documents to be signed was signed by a Committee Member; and
- (ii) a document which is received by the Association or an agent of the Association by email or other electronic means and is sent for or on behalf of a Committee Member shall be taken to be a document signed by that Committee Member not later than the time of receipt of the document (according to the relevant time displayed on the email, or other document, in the absence of manifest tampering or malfunction) by the Association or its agent in legible form.

10.16 Conflict of Interest

- (a) The Committee Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Committee Member has an interest.
- (b) A Committee Member shall declare his or her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Committee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee Member casts a vote, the vote shall not be counted.
- (c) 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. If this is not possible, the matter shall be adjourned or deferred.

10.17 Disclosure of Interests

- (a) The nature of the interest of a Committee Member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting of the Committee. If a Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member becomes interested.
- (b) All disclosed interests must also be disclosed at each Annual General Meeting in accordance with the Act.

10.18 General Disclosure

A general notice stating that a Committee Member is a member of, or associated with, any entity and that he or she is 'interested' in all transactions with that entity is sufficient declaration under clause 10.17. After the distribution of the general notice, it is not necessary for the Committee Member to give a special notice regarding any particular transaction with that firm or company.

10.19 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Committee Member in accordance with clauses 10.16, 10.17, and/or 10.18 must be recorded in the minutes of the relevant Committee Meeting.

11. Sub-Committees

11.1 Establishment of Sub-Committees

- (a) The Committee may establish sub-committees to advise the Association on any matter relating to the Association (**Sub-Committees**).
- (b) The Committee may delegate any of its powers to Sub-Committees consisting of such member or members of the Committee and other individuals as the Committee thinks fit. Any Sub-Committee shall exercise its delegate powers pursuant to any restrictions imposed on it by the Committee. Sub-Committee proceedings are regulated by the By-Laws relating to the proceedings of the Committee (if applicable) or otherwise as determined by the President.
- (c) A Sub-Committee to which the Committee has delegated any powers shall exercise the powers delegated in accordance with any directions of the Committee. Any such delegated power exercised by a Sub-Committee shall be taken to have been exercised by the Committee.

11.2 Composition and Role of Sub-Committee

- (a) Unless inconsistent with this Constitution, the President, having absolute discretion to make the final decision, may:
 - (i) appoint and remove Sub-Committee members, or make provision for the appointment and removal of Sub-Committee members;
 - (ii) specify that the Sub-Committee consists of a single individual or a number of individuals; and determine the remuneration (if any) of any Sub-Committee members.
- (b) Unless inconsistent with this Constitution, the Committee may determine the functions of any Sub-Committee.
- (c) The membership of Sub-Committees is not restricted to Committee Members or Members.

11.3 Sub-Committee Decisions

- (a) If the Committee establishes a Sub-Committee for a particular matter, then the Committee must obtain the opinion of that Sub-Committee before the Committee makes any decision on that matter.
- (b) The opinion or decisions of a Sub-Committee are recommendations only and do not bind the Committee in any way.

11.4 Sub-Committee Rules

The Committee may make and amend rules for each Sub-Committee.

12. Defects in Appointments

All acts done by any Committee Meeting, a Sub-Committee, or a person acting as a Committee Member are valid even if it is afterwards discovered that there was some defect in the appointment of a person to be a Committee Member or a member of a Sub-Committee or to act as a Committee Member or that a person so appointed was disqualified.

13. Appointment of Officers and Delegations

13.1 Nomination of Candidates for Committee Members

- (a) The Association is to appoint the Executive and Committee Members at the Annual General Meeting every year.
- (b) Nominations of candidates for election as the Executive and Committee Members will be called for at least 30 days prior to the Annual General Meeting at which elections will be held. The notice calling for nominations must list:
 - (i) the members of the Executive and Committee that are ceasing to be Executive and Committee Members at the Annual General Meeting and whether they are standing for re-election; and
 - (ii) the date the nominations must be received by the Returning Officer.
- (c) All Members who have been Members of the Association for a minimum of 21 days are entitled to nominate their candidacy to be an Executive or Committee Member of the Association provided they meet the suitability requirements for responsible persons set out in Standard 4 of the ACNC Governance Standards.
- (d) An application for nomination must be:
 - (i) in writing;
 - (ii) made in a form determined by the Committee from time to time;
 - (iii) signed by the applicant;
 - (iv) be endorsed by at least two other current Committee members; and
 - (v) received by the Returning Officer.
- (e) If no nomination has been received for any of the positions in the Executive or Committee, nominations for that position will be permitted at the Annual General Meeting.

13.2 Delegation of Powers to President

- (a) The Committee Members may delegate to the President the power (subject to such limitations, if any, as the Committee Members may decide) to conduct the day-to-day management and control of the business and affairs of the Association. The delegation will include the power and responsibility to:
 - (i) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Committee and to implement them to the extent approved by the Committee;
 - (ii) manage reporting mechanisms of the Association;
 - (iii) approve and incur expenditure subject to specified expenditure limits;
 - (iv) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Association;
 - (v) prepare agendas for Committee and General Meetings;
 - (vi) attend all Committee and General Meetings;
 - (vii) report regularly on the activities of, and issues relating to, the Association;
 - (viii) in consultation with the Committee, employ such personnel as are deemed necessary or appropriate from time to time;

- (ix) any other powers and responsibilities which is necessary for the Association to comply with their responsibilities outlined in the UNAA's constitution; and
 - (x) have any other powers and responsibilities which the Committee considers appropriate to delegate to the President.
- (b) The President is entitled, subject to a determination otherwise by the Committee, to attend all meetings of the Association, all meetings of the Committee and any Sub-Committees and may speak on any matter, but does not have a vote by virtue of that office.

13.3 Delegation of Powers to Secretary

- (a) The Committee Members may delegate to the Secretary the power (subject to such limitations, if any, as the Committee Members may decide) to manage the administration functions of the Association. The delegation will include any powers and responsibilities which the Committee considers appropriate to delegate to the Secretary in furtherance of this administrative function.
- (b) The Secretary of the Association must keep minutes of:
- (i) all elections and appointments of the Executive and Committee Members;
 - (ii) the names of the Members present at a General Meeting;
 - (iii) the names of Committee Members present at a Committee Meeting;
 - (iv) the names of Sub-Committee members present at a Sub-Committee meeting; and
 - (v) all proceedings at General Meetings, Committee Meetings and Sub-Committee meetings.
- (c) Minutes of proceedings at a Committee Meeting or a General Meeting must be approved by the Committee at the next succeeding Committee Meeting or General Meeting.
- (d) The Secretary may sub-delegate his or her powers and responsibilities to employees or internal management committees of the Association.

13.4 Delegation of Powers to Treasurer

The Committee Members may delegate to the Treasurer the power (subject to such limitations, if any, as the Committee Members may decide) to manage the funds of the Association. The delegation will include the power and responsibility to:

- (a) collect and receive all amounts owing to the Association and make all payments authorised by the Association;
- (b) manage the financial reporting mechanisms of the Association;
- (c) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;
- (d) prepare a statement showing the amounts received and paid to the Association and present it at every Committee Meeting;
- (e) present an audited statement showing a balanced account of the finances of the Association at the Annual General Meeting;
- (f) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Association; and
- (g) any other powers and responsibilities which the Committee considers appropriate to delegate to the Treasurer.

13.5 Spokesperson

The President, Secretary or other persons appointed by the Committee, may speak publicly in the name of the Association, the details of which shall be reported to the Committee at the next Committee Meeting.

13.6 Public Officer

- (a) The Public Officer is to be appointed by the Committee within ten (10) days of the position's vacancy.
- (b) The Public Officer shall be a person who is a resident of South Australia and is otherwise eligible to be a Public Officer in accordance with the Act.
- (c) In addition to being responsible for the duties of a Public Officer that is prescribed in the Act, the Public Officer must also ensure an official copy of this Constitution and the Bylaws are kept at the Office of the Association, or such other location as resolved by the Committee.

13.7 Returning Officer

- (a) The Committee may appoint a Returning Officer prior to the Annual General Meeting.
- (b) The Returning Officer has the following responsibilities:
 - (i) ensure Members are notified of forthcoming General Meetings;
 - (ii) distribute and receive nomination forms for the election of the Executive and Committee;
 - (iii) conduct the election of the Executive and Committee; and
 - (iv) any other responsibilities which the Committee considers appropriate to delegate to the Returning Officer.

13.8 Other Officers

- (a) The Committee may from time to time:
 - (i) create any other position or positions in the Association with the powers and responsibilities as the Committee may from time to time confer; and
 - (ii) appoint any person, whether or not a Committee Member, to any position or positions created under clause 13.8(a)(i).
- (b) The Committee may at any time terminate the appointment of a person holding a position created under clause 13.8(a)(i) and/or may abolish the position.

13.9 Delegations

- (a) Where the context permits and subject to any provision to the contrary under the Act or any other law, any function or power ascribed to the Committee, President or Secretary under this Constitution may be delegated in writing:
 - (i) in the Committee's case, by direct resolution; and
 - (ii) otherwise, in accordance with and subject to resolutions of the Committee and delegation and authority policies determined by the Committee from time to time.

13.10 Pre-Existing Appointment of Officers and Committee Members Remain Valid

For the avoidance of doubt, the pre-existing appointment of officers and Committee Members made at the last Annual General Meeting on 20 November 2023 prior to the adoption of this replacement Constitution remains valid, subject to clause 10.4 of this Constitution.

14. Common Seal and Executing Documents

- (a) The Association may have a common seal. If the Association has a common seal, it may also have a duplicate common seal.
- (b) A seal shall be used only by the authority of the Committee, or of a Sub-Committee authorised by the Committee to use the seal. Every document to which the seal is affixed shall be signed by:
 - (i) two (2) Committee Members; or
 - (ii) a Committee Member and the President (or another person appointed by the President to countersign that document or a class of documents in which that document is included).
- (c) This clause 14 does not limit the ways in which the Association may execute a document.

15. Financial Reporting

15.1 Accounts and Auditor

- (a) The Association must cause proper accounts to be kept of its financial affairs and must for each Financial Year, prepare a statement of accounts that present fairly the results of the activities of the Association.
- (b) A properly qualified auditor or auditors may be appointed by the Committee at any time. The duties of such auditor or auditors are to be regulated in accordance with the Act.
- (c) Any appointed auditor or auditors must audit the accounts and statements of accounts of the Association as prepared by the Association for each Financial Year they are so appointed..
- (d) The following people may not be appointed as an auditor:
 - (i) an officer of the Association, including a Committee Member (and any partners, employers or employees of officers); or
 - (ii) an employee of the Association, if any, (and any partners, employers or employees of employees).
- (e) The auditor may be removed by the Committee at any time.
- (f) The auditor has a right of access at all reasonable times to the accounting records and other records of the Association and is entitled to require from any officer of the Association such information and explanations as he or she desires for the purpose of an audit.
- (g) The auditor must provide the Committee with reports that comply with the Act with sufficient time for the Committee to lay such material before the Members as and when required (including for the Annual General Meeting).
- (h) The reasonable fees and expenses of the auditor are payable by the Association.

15.2 Inspection of Records

- (a) Subject to the Act, the Committee may authorise a Member to inspect books of the Association (to the extent, at the time and places and under the conditions the Committee considers appropriate).
- (b) A Member (other than a Committee Member) does not have the right to inspect any document of the Association except as provided by the Act or authorised by the Committee.

16. Winding Up

- (a) The Association may be wound up in a manner provided for in the Act.
- (b) The Association may be wound up by passing a resolution at a General Meeting called for that purpose. The quorum at such meeting must be at least twenty per cent (20%) of the Members of the Association with voting rights. For the resolution to pass, at least seventy-five per cent (75%) of the Members present at the Meeting must vote in favour of winding up the Association.
- (c) If the Association is wound up, the assets remaining after paying all liabilities must not be paid or distributed among the Members, former Members or the partners, parents, children and relatives of current and former Members but must be transferred to an institution or institutions:
 - (i) having similar purposes to those of the Association;
 - (ii) which prohibits or prohibit the distributions of its or their income and assets; among members to an extent at least as great as is imposed on the Association by this Constitution.

17. Dispute Resolution

- (a) The dispute resolution procedure set out in this clause 17 applies to disputes arising under or in relation to this Constitution between:
 - (i) a Member and another Member; and
 - (ii) a Member and the Committee.
- (b) In this clause 17, 'Member' includes any former Member who was a Member not more than six months before the dispute occurred and who is involved in the dispute.
- (c) The parties to a 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.
- (d) If the parties are unable to resolve the dispute at the meeting referred to in clause 17(c), or if a party fails to attend that meeting, then the parties must, within 10 days, attend a meeting with the President to try and resolve the dispute.
- (e) If the parties are unable to resolve the dispute at the meeting with the President pursuant to clause 17(d), or if a party fails to attend that meeting, then the parties must, within 10 days, arrange to hold a meeting in the presence of a registered mediator ("**Mediator**").
- (f) The Mediator must be:
 - (i) a person chosen by agreement between the parties; or

- (ii) in the absence of agreement:
 - (A) in the case of a dispute between a Member and another Member, a person appointed by the President; or
 - (B) in the case of a dispute between a Member and the Committee, a person who is a mediator appointed by the President of the Law Society of South Australia.
- (g) Subject to clause 17(h), a Member of the Association can be a Mediator.
- (h) The Mediator must not be a person who:
 - (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.
- (i) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (j) The Mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (k) The Mediator must not determine the dispute.
- (l) The mediation must be confidential and without prejudice.
- (m) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute by other means, including instituting legal proceedings.
- (n) Nothing in this clause 17 prevents a party to the dispute instituting proceedings to seek injunctive or other urgent declaratory relief in respect of the dispute.

18. Notices

18.1 Notices Generally

- (a) Any Member who has not provided to the Association a place of address or an electronic mail address (for registration in the Register) at or to which all notices and documents of the Association may be served or sent shall not be entitled to receive any notice.
- (b) A notice may be given by the Association to any Member by:
 - (i) serving it on the Member personally;
 - (ii) sending it by post to the Member or leaving it at the Member's address as shown in the Register or the address supplied by the Member to the Association for the giving of notices; or
 - (iii) transmitting it electronically to the electronic mail address given by the Member to the Association for giving notices.
- (c) Notice to a Member whose address for notices is outside Australia shall be sent by airmail or electronic mail.

- (d) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected six (6) Business Days after the date of posting.
- (e) Where a notice is sent by email or other electronic transmission, service of the notice shall be taken to be effected by properly addressing and sending or transmitting the notice and to have been effected on the day it is sent.
- (f) If the result under this clause 18.1 is that a notice would be taken to have been effected on a day that is not a Business Day, then it will be taken to have been effected on the next Business Day.

18.2 Notices of General Meeting

- (a) Notice of every General Meeting shall be given:
 - (i) in the manner authorised by clause 9.3;
 - (A) to every Member;
 - (B) to each Committee Member; and
 - (C) to the auditor of the Association (if any).
- (b) No other person is entitled to receive notice of a General Meeting.

19. Indemnity and Insurance

- (a) The Association is to indemnify each Committee Member of the Association out of the assets of the Association to the relevant extent against any liability incurred by the Committee Member in or arising out of the conduct of the business of the Association or in or arising out of the discharge of the duties of the Committee Member.
- (b) Where the Committee considers it appropriate, the Association may execute a documentary indemnity in any form in favour of any Committee Member of the Association;
- (c) The Association must make payments by way of premium in respect of any contract effecting insurance on behalf of or in respect of the Committee Members of the Association against any liability incurred by any one or more of the Committee Members in or arising out of the conduct of the business of the Association or in or arising out of the discharge of the duties of the Committee Members.
- (d) Where the Committee considers it appropriate, the Association may give a former Committee Member access to certain papers, including documents provided or available to the Committee and other papers referred to in those documents; and
- (e) In this clause 19:
 - (i) a **Committee Member** includes present and former Committee Members, as the context requires.
 - (ii) **duties of the Committee Member** includes, in any particular case where the Committee considers it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of a Committee Member by the Association.
 - (iii) **to the relevant extent** means:
 - (A) to the extent the Association is not precluded by law from doing so;
 - (B) to the extent and for the amount that the Committee Member is not otherwise entitled to be indemnified and is not actually indemnified by

another person (including, but without limitation, an insurer under any insurance policy); and

- (C) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the Committee Member in relation to another corporation, to the extent and for the amount that the Committee Member is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.
- (iv) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

20. Not for Profit Status

- (a) The income and property of the Association shall be applied solely towards the promotion of the 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, goods provided, or expenses incurred on behalf of the Association.
- (b) Nothing in this clause 20 shall prevent payment to any Member for:
 - (i) any services actually rendered to the Association whether as an employee, Committee Member or otherwise; or
 - (ii) goods supplied to the Association in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Association; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Association,

provided that any such payments shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction and there is no conflict of interest in making the payment.

21. Compliance with ACNC Governance Standards

- (a) The Association will, at all times, comply with the ACNC Governance Standards.
- (b) To the extent of any inconsistency between the terms of this Constitution and the ACNC Governance Standards, the terms of the ACNC Governance Standards will prevail to the extent of that inconsistency.

22. Amending this Constitution

No amendment of or addition to this Constitution must be made except by Special Resolution at a General Meeting of the Members. Any alteration must be registered with the Corporate Affairs Commission or other relevant authority, as required by the Act or by any other law.

23. By-Laws, Rules, Regulations, Policies and Codes

The Committee may from time to time make, alter and repeal By-Laws, Rules, Regulations, Policies and Codes in relation to:

- (a) the management of the Association and the carrying out of this Constitution;
- (b) defining the duties and powers of the Committees and any Sub-Committees;
- (c) the conduct of the proceedings of its own meetings.

All such By-Laws, Rules, Regulations, Policies and Codes, unless inconsistent with this Constitution, are binding upon all Members of the Association.

24. Record of Constitution

Date	Clauses amended	Description of change	General Meeting Date
03/12/2024	Entire Constitution	Constitution replaced in its entirety	03/12/2024