



Constitution

Carers Association of SA Incorporated ABN 15 598 799 607

Adopted by resolution of members
made on

Table of contents

1	Name	4
2	Definitions and interpretation	4
2.1	Definitions	4
2.2	Interpretation	4
3	Objects and powers	5
3.1	Objects.....	5
3.2	Powers.....	5
4	Income and property	5
5	Membership	6
5.1	Members	6
5.2	Eligibility for Membership.....	6
5.3	Membership Fees	7
5.4	Register of Members	7
5.5	Cessation of Membership.....	7
6	Disciplining Members.....	7
7	General Meetings.....	8
7.1	Annual General Meetings	8
7.2	General Meetings	9
7.3	Quorum	9
7.4	Proceedings at General Meetings	9
7.5	Appointment of proxy	10
7.6	Technology	10
8	Board of Directors	10
8.1	Management	10
8.2	Number of Directors	11
8.3	Skills and diversity of the Board	11
8.4	Term of office	11
8.5	Appointment of Directors	11
8.6	Vacancy of Directors	11
8.7	Casual Vacancies.....	12
8.8	Executive	12
8.9	Attendance of CEO	12
8.10	Payment of Directors.....	12
9	Nomination and Election of the Board.....	12
9.1	Appointment of returning officer	12
9.2	Election timetable	12
9.3	Nominations.....	12
10	Powers of the Board.....	13
10.1	Board Committees	13
10.2	Delegation.....	13
11	Proceedings of the Board	13
11.1	Board Meetings.....	13
11.2	Quorum	14
11.3	Chair for Board meetings.....	14
11.4	Calling Board meetings.....	14
11.5	Passing Board resolutions.....	14
11.6	Use of technology to hold Board meetings	14
11.7	Circular Board resolutions	14
12	Director's duties and interests	15
12.1	Duties of Directors	15



12.2	Pecuniary interests	15
13	Minutes of Meeting	15
14	Public Officer	15
15	Employees	15
16	By-Laws	15
17	Financial Year	15
18	Accounts and audit	16
18.1	Financial transactions	16
18.2	Audit	16
19	Disputes and mediation	16
20	Indemnity	17
20.1	Indemnity	17
20.2	Insurance	17
21	Gifts, contributions etc	17
22	Dissolution	18
22.1	Procedure	18
22.2	Contribution	18
22.3	Distribution of Property	18
23	Notices	18
23.1	Service of notices	18
23.2	Effect of receipt	18
24	Amendments to Constitution	19
25	Compliance	19
26	Transitional Provisions	19



CARERS ASSOCIATION OF SA INCORPORATED

CONSTITUTION



1 Name

The name of the Association is "Carers Association of SA Incorporated" (Asso 21 December 2025)

2 Definitions and interpretation

2.1 Definitions

The following definitions apply in this Constitution unless the context otherwise requires:

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

Annual General Meeting or **AGM** means the general meeting held each year as required by the Act and this Constitution;

Associate has the same meaning as in the Act;

Board means the board of Directors of the Association;

Business Day means:

- (a) for the purposes of receiving a Notice, a day which is not a Saturday, Sunday, public holiday or bank holiday in the city in which the Notice is to be received; and
- (b) for any other purposes, a day on which the banks are open for business in Adelaide, South Australia other than a Saturday, Sunday or public holiday in Adelaide, South Australia;

Carer has the same meaning as in the *Carers Recognition Act 2005* (SA);

CEO means the Chief Executive Officer of the Association, appointed by the Board;

Commission has the same meaning as in the Act;

Director means a director of the Association;

Friends of Carers means any person (other than a Carer or Past Carer) who supports the objects of the Association;

General Meeting means a duly constituted meeting of Members in accordance with the Act and this Constitution, and includes an Annual General Meeting;

Member means any person who is a member of the Association from time to time in accordance with this Constitution, and **Members** means all of them together;

Past Carer means a person who has been a Carer at some point in time, but no longer is;

Regulations means the *Associations Incorporation Regulations 2023* (SA);

Special Resolution has the same meaning as in the Act: and

Tax Act means the *Income Tax Assessment Act 1997* (Cth).

2.2 Interpretation

The following rules apply in interpreting this document:

- (a) words importing the singular include the plural and vice versa;

- (b) words importing a gender include any gender;
- (c) words or expressions defined in the Act have those meanings;
- (d) except so far as the contrary intention appears in this Constitution, an expression used in a provision of this Constitution that deals with a matter dealt with by a corresponding provision of the Act, the same meaning as in that provision of the Act;
- (e) headings are for convenience only, and do not affect interpretation; and
- (f) a reference to:
 - (i) a party includes its administrators, successors, substitutes by novation and assigns;
 - (ii) any legislation includes legislation varying consolidating or replacing that legislation and includes all regulations or other instruments issued under that legislation as amended or replaced from time to time;
 - (iii) a person includes a body incorporated or unincorporated, partnership or any legal entity; and
 - (iv) a document or agreement, or a provision of a document or agreement, is to that document, agreement or provision as amended, supplemented, replaced or novated.



3 Objects and powers

3.1 Objects

- (a) The Association has the following objects:
 - (i) to improve the health, wellbeing, resilience and financial security of Carers;
 - (ii) to ensure that caring is a shared responsibility of family, community and government;
 - (iii) to encourage Carers to identify themselves as Carers and to voice their needs;
 - (iv) to represent the interests of Carers; and
 - (v) to promote the contribution made by Carers in the community.
- (b) The Association may perform all acts, carry out all operations and carry on all activities ancillary to these objects or likely to facilitate the realisation of them.

3.2 Powers

For the purpose of carrying out its objects, the Association will have all the powers conferred by section 25 of the Act.

4 Income and property

- (a) The Association must apply its income and property solely towards promoting the objects of the Association as stated in clause 3. No part of the Association's income or property may be paid or transferred directly or indirectly to any of the Members.
- (b) Nothing in this document prevents the payment in good faith of remuneration to any officers or employees of the Association or to any Member in return for:
 - (i) any services actually rendered by the Association;

- (ii) goods supplied in the ordinary course and usual way of business;
 - (iii) interest on money lent to the Association at reasonable rates; or
 - (iv) reasonable rent for premises leased to the Association.
- (c) The Association must not make a payment from its income or capital, or dispose of any of its assets in specie, to any Associate of a Member except for:
- (i) payments or dispositions that are connected to activities carried on by the Association in accordance or consistently with its objects; or
 - (ii) payments or dispositions approved by the Commission.



5 Membership

5.1 Members

- (a) The membership of the Association will include:
- (i) Carers;
 - (ii) Past Carers;
 - (iii) Honorary Life Members;
 - (iv) Friends of Carers; and
 - (v) persons who fall into such other categories of membership as determined by the Board from time to time.
- (b) Subject to clause 5.2, Members shall be any person whose application for membership has been approved by the CEO pursuant to the membership policy set by the Board under clause 5.2. If the CEO has a concern regarding an application for membership, the CEO must consult the Board on whether or not to approve the application.
- (c) Members are entitled to vote at any General Meeting.
- (d) Members will be bound by this Constitution.

5.2 Eligibility for Membership

The qualifications for membership are as follows:

- (a) A member must:
- (i) ordinarily reside in South Australia;
 - (ii) have paid the prescribed membership fee (if any);
 - (iii) have applied for membership; and
 - (iv) be approved by the CEO pursuant to the membership policy set by the Board from time to time.
- (b) The Board may terminate the membership of any Member who, in the Board's reasonable opinion, has ceased to ordinarily reside in South Australia.
- (c) The CEO may, in their absolute discretion, refuse an application for membership by any person.
- (d) Notwithstanding clause 5.2(a), the Board may amend the qualifications for and categories of membership from time to time.

- (e) If the Board resolves to create additional classes of membership, it must set the qualifications for membership at that time and may amend them from time to time. In the absence of the Board determining otherwise, the additional membership classes will be treated in the same manner as the existing members.
- (f) Without limiting the generality of the foregoing, the Board may resolve to admit organisations as Members, on such terms as the Board determines.



5.3 Membership Fees

- (a) The membership fees and manner and timing of payment will be as determined by the Board from time to time.
- (b) The membership fees will be for the period commencing on the first day of July each year and ending on the last day of June of the following year.
- (c) The Board may, on the application of a Member, waive or reduce the membership fee.

5.4 Register of Members

The Board must establish and maintain a Register of Members setting out the name and address of each Member, the date each Member joined the Association and the date of the latest payment by each Member of the membership fee.

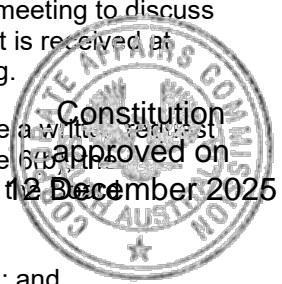
5.5 Cessation of Membership

- (a) Any person will automatically cease to be a Member if they:
 - (i) resign as a Member by notice in writing to the Association;
 - (ii) fail to pay the membership fee within two months of the fee having become due;
 - (iii) are expelled under clause 6; or
 - (iv) die or are wound up, liquidated or otherwise dissolved.
- (b) Any Member ceasing to be a Member whether by resignation, expulsion, neglecting to pay fees or otherwise shall forfeit all rights as a Member of the Association but shall remain liable for any monies owing by the Member to the Association at the time of cessation, or subsequently becoming payable to the Association by virtue of an obligation which arose before that time.

6 Disciplining Members

- (a) In accordance with this clause 6, the Board may resolve to warn, suspend or expel a Member from the Association if the Board considers that the Member:
 - (i) is not a fit and proper person to be a Member of the Association;
 - (ii) has breached this Constitution; or
 - (iii) has engaged in conduct prejudicial or injurious to the interests of the Association.
- (b) At least 21 days before the Board meeting at which a resolution under clause 6(a) will be considered, the CEO must notify the Member in writing:
 - (i) that the Board will consider a resolution to warn, suspend or expel the Member at a Board meeting and the date of that meeting;
 - (ii) what the Member is said to have done or not done;

- (iii) the nature of the resolution that has been proposed; and
 - (iv) that the Member may request in writing to attend the Board meeting to discuss the proposed resolution, and may do so if the written request is received at least 5 days before the scheduled time for the Board meeting.
- (c) Before the Board passes any resolution under clause 6(a) and where a written request from the Member has been received by the Association under clause 6(b), the Member must be given a chance to explain or defend themselves at the Board meeting by:
- (i) presenting any relevant documentation at the Board meeting; and
 - (ii) speaking at the Board meeting,
- provided that the Member:
- (iii) may only attend the Board meeting for that agenda item and no other item in the meeting;
 - (iv) presents and engages with the Board in a respectful manner and follows the directions of the chair of the meeting.
- (d) Any five Members have the right to require the Board to look into the conduct of any Member. This requisition must be made in writing to the CEO and be accompanied by such evidence as is required, in the opinion of the CEO to be sufficient to warrant an inquiry. The CEO must present the requisition to the Board for consideration at the Board meeting immediately following receipt of the requisition.



7 General Meetings

7.1 Annual General Meetings

- (a) An Annual General Meeting of the Association must be held not later than five months after the end of each Financial Year at a time and place prescribed by the Board.
- (b) The CEO must give at least 21 clear days' written notice of each Annual General Meeting to each Member entitled to attend such meeting.
- (c) The business of an Annual General Meeting is:
 - (i) to confirm the minutes of the previous Annual General Meeting;
 - (ii) to receive and consider the reports of the Board including the Treasurer's financial reports;
 - (iii) to receive the declaration of the election of Directors;
 - (iv) to appoint auditors for the following year;
 - (v) to deal with any other special matter which the Board may desire to bring before the Members; and
 - (vi) to deal with any special business which has been submitted to the CEO (by no later than the seventh day of the month prior to the month in which the AGM is intended to be held) by at least five Members eligible to vote at that meeting.

7.2 Other General Meetings

- (a) The CEO must call a General Meeting other than an Annual General Meeting upon receipt of:

- (i) a directive of the Board;
- (ii) a written request by two Directors; or
- (iii) a written request by 10 Members,

specifying the business to be conducted at the General Meeting.

- (b) The CEO must give at least 21 clear days' written notice of each General Meeting other than an Annual General Meeting to each Member entitled to attend such meeting, and the notice must include:

- (i) a time and place for the General Meeting as prescribed by the Board; and
- (ii) the business to be conducted at the General Meeting.

- (c) No business other than that specified in the notice convening the General Meeting is to be raised at that meeting.

- (d) The Board, or any Director, may be removed from office by a vote of not less than two thirds of Members eligible to vote and present at a General Meeting called for that purpose, and the vacancy must be filled at such meeting.

7.3 Quorum

- (a) Subject to 7.3(b), at a General Meeting, 5 Members who are present and entitled to vote will be a quorum.
- (b) If a quorum is not present within 30 minutes of the time fixed for a General Meeting, the General Meeting will be adjourned for a period not exceeding 14 days, at the same time and place.
- (c) If a quorum is not present at the adjourned meeting within 15 minutes of the time appointed for the meeting, then the Members present will be a quorum.

7.4 Proceedings at General Meetings

- (a) The Chair, if present, chairs all General Meetings. In the absence of the Chair, the Deputy Chair shall chair the meeting. In the absence of both the Chair and Deputy Chair, another Director elected by the Members must act as chairperson.
- (b) Subject to this Constitution, questions arising at a General Meeting will be decided on a show of hands unless a poll is demanded, and the decision will be deemed a decision of the General Meeting.
- (c) If there is an equality of votes, the chairperson will not have a second or casting vote.
- (d) At a General Meeting, unless a poll is demanded, a declaration by the chairperson that a resolution has been:
- (i) carried, or carried by a particular majority; or
 - (ii) lost, or not carried by a particular majority,

and any entry to that effect in the minutes of the Association shall be conclusive evidence of the fact without requiring proof of the number or proportion of votes recorded in favour of or against such resolution.



- (e) A poll may be demanded before the chairperson has declared the outcome of a resolution on a show of hands, by the chairperson, by a Director, or by at least two Members present and entitled to vote.
- (f) If a poll is demanded under this clause 7.4, it will be taken in such manner and at such time and place as the chairperson directs and either at once or after an interval or adjournment or otherwise and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. If there is a dispute as to the admission or rejection of a poll, the chairperson must determine the dispute and any determination made in good faith is final and conclusive.
- (g) The chairperson may, with the consent of the General Meeting, adjourn the General Meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.



7.5 Appointment of proxy

- (a) A Member may appoint a proxy to attend and vote at a General Meeting on their behalf.
- (b) A proxy does not need to be a Member.
- (c) An instrument appointing a proxy must be signed by the Member appointing the proxy and must contain:
 - (i) the Member's name and address;
 - (ii) the Association's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the meeting(s) at which the appointment may be used.
- (d) A proxy appointment may be standing (ongoing). A standing proxy appointment is valid until the appointment is terminated in writing by the Member who appointed the proxy.
- (e) Proxy forms must be deposited at the office of the Association at least 48 hours before a meeting.
- (f) A proxy appointment may specify the way the proxy must vote on a particular resolution.

7.6 Technology

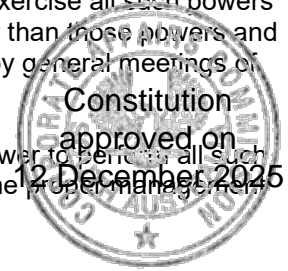
- (a) The Association may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.
- (b) Anyone using this technology is taken to be present in person at the General Meeting.

8 Board of Directors

8.1 Management

- (a) The affairs of the Association will be administered by the Board.
- (b) The Board:

- (i) must manage and control the funds and other property of the Association;
- (ii) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members; and
- (iii) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.



8.2 Number of Directors

- (a) The Association must have at least five and no more than nine Directors, at least three of which must be either Carers or Past Carers.
- (b) Only natural persons who are Members may be appointed as Directors.

8.3 Skills and diversity of the Board

The Board must, at any time, be comprised of Directors who bring the skills and diversity which match the strategic imperatives of the Association at that time.

8.4 Term of office

- (a) At each Annual General Meeting:
 - (i) any Director appointed by the Board to fill a casual vacancy or as an additional Director since the immediately previous AGM must retire; and
 - (ii) any Director who was elected at the AGM three years prior must retire.
- (b) Other than a Director appointed under clause 8.7, a Director's term of office starts at the end of the Annual General Meeting at which their election is announced and ends at the end of the Annual General Meeting at which they retire.
- (c) A Director who retires under clause 8.4(a) may nominate for election or re-election, subject to clause 8.4(d).
- (d) A Director who has held office for a continuous period of nine years or more may only nominate for re-appointment at the AGM by unanimous prior approval from the Board (excluding the vote of that Director).

8.5 Appointment of Directors

- (a) The Members will make appointments and re-appointments of Directors, in accordance with the procedure set out in clause 9.
- (b) To be eligible for appointment as a Director the person must be a Member and have paid the prescribed membership fee (if any) at the time of nomination under clause 9.

8.6 Vacancy of Directors

- (a) The office of a Director becomes vacant if the Director:
 - (i) gives written notice of resignation as a Director to the Association;
 - (ii) is suspended as or ceases to be a Member of the Association;
 - (iii) is absent from three consecutive Board meetings without approval from the Board;
 - (iv) is removed permanently or temporarily from office by the Board by a unanimous vote of all Directors (other than the Director that is the subject

of the vote) present at a duly constituted Board meeting; or

- (v) is removed from office by the Members at a General Meeting under clause 7.2(e).

- (b) The Board may function validly notwithstanding any vacancies so long as its number is not reduced below two Directors.

8.7 **Casual Vacancies**

Wherever a casual vacancy occurs on the Board, the Board may appoint a person to fill the vacancy (and any person so appointed will, subject to this Constitution, serve as a Director until the conclusion of the Annual General Meeting next following the date of their appointment, but is then eligible for election).

8.8 **Executive**

The office bearers of the Association will be the:

- (a) Chair;
- (b) Deputy Chair; and
- (c) Treasurer,

who shall be nominated from the Directors by the Board at the first Board meeting immediately following the AGM and shall hold office until the close of the next AGM.

8.9 **Attendance of CEO**

The CEO may attend Board meetings but has no vote.

8.10 **Payment of Directors**

- (a) Subject to clause 8.10(b), no employee of the Association may be a Director, and no Director may hold any paid office of the Association.
- (b) The Chair may be paid such honorarium determined by the Board from time to time.

9 **Nomination and Election of the Board**

9.1 **Appointment of returning officer**

For the purposes of conducting elections of Directors, the Board must appoint a Returning Officer who has no interest in the outcome of the election.

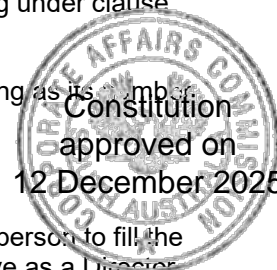
9.2 **Election timetable**

The timetable for the nomination as Director is as follows:

- (a) the Association will call for nominations to the Board by no later than the first day of the month prior to the month in which the AGM is intended to be held;
- (b) nominations close on the date specified in the call for nominations (which date must be prior to the date that the notice of the AGM is provided to the Members in accordance with this Constitution).

9.3 **Nominations**

- (a) Nominations received by the Returning Officer after the date and time set for the close of nominations are invalid.
- (b) Nominations may be withdrawn, and the person nominated must consent to act as a Director.



- (c) If the number of nominations received is less than or equal to the number of vacant positions (subject to clause 8.2), an election is not required and those candidates are duly elected to the Board.
- (d) If the number of nominations received is greater than the number of vacant positions, voting will be held as follows:
- (i) the notice issued to Members calling the AGM must include the descriptions and qualifications of the nominated parties (to the extent provided for or on behalf of the nominees to the Association) and a return voting slip;
 - (ii) the voting period will open when the notice calling the AGM is issued to Members;
 - (iii) the voting period closes at 5:00pm at the office of the Association on the day that is fixed in the notice of AGM and must be at least two days (but no more than 9 days) before the date of the AGM;
 - (iv) Members will vote by postal ballot, and votes must be received by the Association by the time specified in the notice of AGM;
 - (v) the candidate(s) receiving the greatest number of votes will be elected and, in the event of equality of votes, the Returning Officer must determine the issue by lot;
 - (vi) the Returning Officer must report the result of the election to the Chair and to the candidates prior to the AGM. The chair will announce the successful candidates at the AGM.



10 Powers of the Board

10.1 Board Committees

- (a) The Board may appoint any committees from its number as may from time to time be deemed necessary to meet the objects of the Association.
- (b) The Board determines the terms of reference for any such committee.
- (c) Any committees appointed under clause 10.3(a) must conduct their business in accordance with the directions of the Board.
- (d) The chairperson of each committee must be a member of the Board or a nominee of the Board.

10.2 Delegation

The Board may delegate any of its powers under the Constitution from time to time as it sees fit, to:

- (a) any committee established by the Board; or
- (b) the CEO,

and may revoke any such powers.

11 Proceedings of the Board

11.1 Board Meetings

The Board may regulate its meetings in the manner it sees fit.

11.2 Quorum

The quorum for a Board meeting is 50% of then-appointed Directors.

11.3 Chairperson for Board meetings

The Chair, if present, chairs all Board meetings. In the absence of the Chair the Deputy Chair shall chair the Board meeting. In the absence of both the Chair and Deputy Chair, another Director elected by the Board shall act as chairperson.

**11.4 Calling Board meetings**

The Chair or two other Directors may call a Board meeting, by giving:

- (a) notice at the previous Board meeting;
- (b) at least seven days' written notice distributed to all Directors; or
- (c) such other notice as ratified by the Board.

11.5 Passing Board resolutions

A Board resolution must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution. If there is an equality of votes, the chair of the meeting will not have a second or casting vote.

11.6 Use of technology to hold Board meetings

Subject to the Act:

- (a) a Board meeting may be held by the Directors communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion;
- (b) the Directors need not all be physically present in the same place for a Board meeting to be held; and
- (c) a Director who participates in a meeting held in accordance with this clause is taken to be present and entitled to vote at the meeting.

11.7 Circular Board resolutions

- (a) The Board may pass a circular resolution without a Board meeting being held.
- (b) A circular resolution is passed if all the Directors entitled to vote on the resolution:
 - (i) sign a single document setting out the resolution and containing a statement that they agree to the resolution;
 - (ii) sign separate copies of that document, provided the wording of the resolution is the same in each copy; or
 - (iii) agree to the resolution as set out in an email sent to all Directors, by each sending a reply email to that effect.
- (c) A circular resolution is passed when the last Director signs or otherwise agrees to the resolution as described in clause 11.7.
- (d) Any document referred to in this clause may be in the form of an electronic transmission.

12 Director's duties and interests

12.1 Duties of Directors

The Directors must comply with their duties as Directors under legislation and approved on 12 December 2025



12.2 Pecuniary interests

- (a) Notwithstanding any other provision of these Rules, a Director who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the Association:
 - (i) must, as soon as they become aware of their interest, disclose the nature and extent of their interest to the Board (if so required by the Act);
 - (ii) must disclose the nature and extent of their interest at the next Annual General Meeting (if so required by the Act); and
 - (iii) may (subject to complying with the Act) take part in any deliberations with respect to that contract, but must not (if so prohibited by the Act) take part in any decision of the Board with respect to that contract.
- (b) Clause 12.2(a) is not intended to in any way limit a Director's duty to avoid conflicts of interest under clause 12.1.

13 Minutes of Meeting

The Board must cause minutes to be kept in books, which may be retained electronically, provided for the purposes of recording:

- (a) business conducted at any General Meetings; and
- (b) all resolutions and proceedings at all meetings of the Board.

14 Public Officer

The CEO is the Public Officer of the Association, unless the Board determines otherwise, and is responsible for carrying out all duties of a Public Officer as set out in the Act.

15 Employees

- (a) The CEO has the power to appoint, and determine the duties, salary and remuneration of any employee, officer or servant of the Association.
- (b) Employees of the Association are not eligible to be Members.
- (c) Employees of the Association are not eligible to nominate for the role of, or act as Directors, and cannot attend Board meetings as participants or observers unless invited by the Board.

16 By-Laws

The Board has power to make, vary and repeal by-laws from time to time for the proper conduct and management of the Association. Members and Directors must comply with by-laws as if they were part of this Constitution.

17 Financial Year

The financial year of the Association shall commence on the first day of July each year and end on the last day of June of the following year.

18 Accounts and audit



18.1 Financial transactions

- (a) The Treasurer must ensure that:
 - (i) monies received by the Association are paid into an account authorised by the Board;
 - (ii) payments from the Association's funds are properly authorised in accordance with the procedures set out by the Board; and
 - (iii) true and fair accounts and records of all the Association's financial transactions and affairs are properly maintained at the office of the Association or such other place as the Board may decide; and
 - (iv) a summary of financial performance and position is presented to the Board at each Board meeting.
- (b) All payments from the Association's funds must be authorised by the signatures of any two of the persons that the Board may from time to time appoint, and in accordance with such conditions as the Board may determine.

18.2 Audit

- (a) The Members must appoint an independent auditor at each Annual General Meeting for the financial year ending 30 June following the Annual General Meeting.
- (b) The Treasurer must ensure that the annual financial statements for each financial year are audited before presentation to the Annual General Meeting by the auditor appointed in clause 18.2(a) in accordance with section 35 of the Act.

19 Disputes and mediation

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between:
 - (i) a Member and another Member; or
 - (ii) a Member and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) 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 Committee of the Association; or

- (B) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Chair of the Resolution Institute (South Australian Branch).
- (e) A Member of the Association can be a mediator.
- (f) The mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) 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.
- (i) The mediator must not determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (k) Notwithstanding the foregoing provisions, this rule 19 shall not apply to a dispute relating to any decision or action of the Board under rule 6.



20 Indemnity

20.1 Indemnity

- (a) The Association indemnifies each Director of the Association out of the assets of the Association against all losses and liabilities (including costs, expenses and charges) incurred by that person as a Director of the Association, except where the liability has resulted from any negligence, default, breach of duty or breach of trust.
- (b) The indemnity under clause 20.1(a) is a continuing obligation and is enforceable by a Director even though that person is no longer a Director of the Association.

20.2 Insurance

To the extent permitted by law, the Association may enter into and pay premiums on a contract of insurance in respect of any person, to the fullest extent permitted by the Act.

21 Gifts, contributions etc

If the Association is endorsed (or taken to be endorsed) as a deductible gift recipient under section 30-120(a) of the Tax Act, but is not required to meet the requirements of section 30-130 of the Tax Act:

- (a) the Association must comply with section 382-15 of Schedule 1 of the *Taxation Administration Act 1953* (Cth); and
- (b) at the first occurrence of one of the following events:
- (i) the winding up of the Association; and
 - (ii) the revocation of the Association's endorsement under Subdivision 30-BA of the Tax Act,

the Association must transfer any surplus referred to in section 30-125(6)(b) of the Tax Act to one or more charitable funds, authorities or institutions:

- (iii) with similar purposes;
 - (iv) which are not carried on for the profit or gain of their members; and
 - (v) gifts to which can be deducted under Division 30 of the Tax Act
- as selected by the Committee at or prior to the relevant event, or in default by the Supreme Court of South Australia.



22 Dissolution

22.1 Procedure

The Association may resolve that it be deregistered or wound up by Special Resolution.

22.2 Contribution

Members will not be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of a winding up or deregistration of the Association.

22.3 Distribution of Property

If upon the winding up or deregistration of the Association there remains 'surplus assets' as defined in the Act (apart from any assets dealt with under rule 21), such surplus assets:

- (a) must not be distributed amongst the Members, except in accordance with paragraph (b); and
- (b) will be distributed to one or more charitable funds, authorities or institutions:
 - (i) with similar purposes; and
 - (ii) which are not carried on for the profit or gain of their members,
 as selected by the Committee at or prior to winding up or deregistration (or in default by the Supreme Court of South Australia).

23 Notices

23.1 Service of notices

A notice or other communication under this Constitution must be:

- (a) in writing and signed by the sender or its duly authorised representative, addressed to the recipient and sent to the recipient's address appearing in any Register of the Association or the alternative address (if any) nominated by the recipient; and
- (b) delivered by personal service, sent by pre-paid mail or transmitted by email, or any other lawful means.

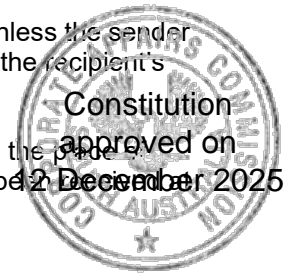
23.2 Effect of receipt

- (a) A Notice given in accordance with this clause 23 is treated as having been given and received:
 - (i) if personally delivered, on delivery;
 - (ii) if sent by pre-paid mail, on the fifth clear Business Day after the date of

posting (or the seventh Business Day after the date of posting if sent to or from an address outside Australia); and

- (iii) if sent by email, at the time of transmission by the sender, unless the sender receives an automated notice generated by the sender's or the recipient's email server that the email was not delivered,

except that, if the delivery, receipt or transmission is after 5.00pm in the day of receipt or on a day which is not a Business Day, it is taken to have been received at 9.00am on the next Business Day.



24 Amendments to Constitution

- (a) This Constitution may only be varied or amended at a General Meeting. The majority required for passing of a resolution relating to such variations or amendments to this Constitution shall be no less than three-quarters of the Members eligible to vote and present at the meeting in person or by proxy.
- (b) The notice convening a meeting in clause 24(a) must include a copy of the proposed variations or amendments to the Constitution.

25 Compliance

The Association must:

- (a) maintain such books and records; and
- (b) lodge such returns, statements or other documentation as the Act (or any other legislation, State or Federal) requires from time to time.

26 Transitional Provisions

These Rules will be read and construed in such manner that:

- (a) any register maintained by the Association immediately before the adoption of these Rules will be deemed to be a register maintained pursuant to these Rules;
- (b) any seal adopted by the Association before the adoption of these Rules will be deemed to be the seal which the Association has under a relevant authority conferred by these Rules; and
- (c) unless a contrary intention appears in these Rules, all persons, things and circumstances appointed or created by or under the Rules of the Association in force before the adoption of these Rules will continue to have the same status, operation and effect after the adoption of these Rules.