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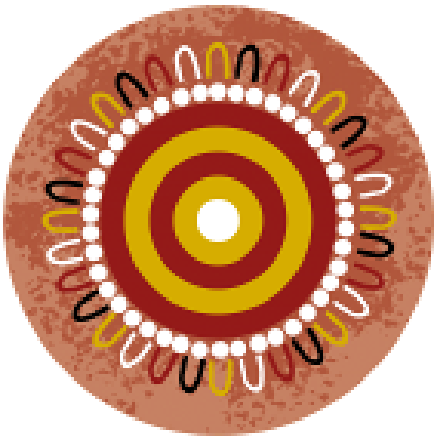

Nunkuwarrin Yunti

of South Australia Inc

CONSTITUTION

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NUNKUWARRIN YUNTI OF SOUTH AUSTRALIA INC CONSTITUTION

1. Name

The name of the Incorporated Association is Nunkuwarrin Yunti of South Australia Inc referred to herein as "the Association".

2. Definitions

"Board" means the group of members appointed to and endorsed by the General Membership to govern the Association who are entitled to vote at Board meetings and general meetings.

"Member" is used as an inclusive term and means a general member of the Association inclusive of the Board members and full members.

"Full member" means a member of the Association who is entitled to vote.

"Life Member" means a person to whom the status of life member has been granted by the Board in acknowledgement of their contribution to the Association or to Aboriginal health in general and who therefore no longer is required to pay any association fee or renew their membership and who is entitled to vote.

"Voting member" is an inclusive term meaning full members and life members.

"The Act" means the Associations Incorporation Act 1985.

"Aboriginal" means a person of Aboriginal descent, who is recognised by the Aboriginal community as Aboriginal and who identifies as an Aboriginal person.

"Torres Strait Islander" means a person of Torres Strait Islander descent, who is recognised by the Torres Strait Islander community as Torres Strait Islander and who identifies as a Torres Strait Islander person.

"Aboriginal Community Controlled Health Service" means an incorporated Aboriginal organisation, initiated by a local Aboriginal community, based in a local Aboriginal community, governed by an Aboriginal body which is elected by the local Aboriginal community and delivering a holistic and culturally appropriate health service to the Community which controls it. (Definition drawn from the National Aboriginal Community Controlled Health Organisation NACCHO Constitution 2010).

"Aboriginal health" (or related expression) encapsulates physical, emotional, spiritual and cultural wellbeing.

"General meeting" means a general meeting of the members of the Association convened in accordance with these rules inclusive of Annual General Meetings and Special General Meetings.

"Special resolution" means a majority of not less than three quarters of such Members of the Association.

"Senior Officer" means the most senior employee of the Association regardless of the title currently being used for that position.

"Catchment Area" includes the area shown in the map that is attached to this Constitution and marked A.

"Month" means a calendar month.

"Year" means a financial year from July 1 to June 30.

"Calendar year" means a year from January 1 to December 31.

3. Objects of the Association, our guiding principles and values

The objects of the Association are:

1. To provide a diverse range of services and programs within the Catchment Area dedicated to improving the physical, social & emotional wellbeing, spiritual, cultural and mental health and of traditional, rural and urban Aboriginal and Torres Strait Islander people.

2. To work cooperatively with other health service providers to respond to and assist with delivering services to traditional, rural and urban Aboriginal and Torres Strait Islander people as their circumstances warrant.

3. To promote healthy lifestyle choices amongst Aboriginal and Torres Strait Islander people who utilize the service and to the broader Aboriginal community.

4. To reduce the incidence of premature death and chronic disease amongst the Aboriginal and Torres Strait Islander community of South Australia.

5. To contribute to the development of a skilled workforce in Aboriginal health.

6. To assist Aboriginal and Torres Strait Islander people separated from their families under past laws, practices and policies of Australian governments, to undertake family tracing and reunion activities.

7. To promote dedicated and culturally appropriate service responses to the Aboriginal and Torres Strait Islander community from mainstream services.

Underpinning our objects is a set of guiding principles that reflect our values:

1. We support the principle of Aboriginal Community Control in health.

2. We are committed to achieving standards of excellence in the governance, management and administration of our Association and in the delivery of services and engagement with the community.

3. We acknowledge and respect those who fought for the establishment of the Association and we continue to build upon their work and dedication.

4. We will wherever possible, respond first and foremost, to the needs of our clients regardless of their circumstances and without judgment.

5. We will deliver services to our clients that not only meet quality clinical standards but are also respectful of traditional cultural laws and practices and honour the kinship relationships that exist.

6. Our services and programs will be planned and delivered in ways that promote the strength and capacity of Aboriginal and Torres Strait Islander individuals and communities to achieve better health outcomes.

4. Powers of the Association

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

5. Membership

5.1 Types

5.1.1 Full membership of the Association is open to individuals who:

- 5.1.1.1 Subscribe to the objects of the Association, and
- 5.1.1.2 Are aged 18 years and over at the time of lodging a membership application, and
- 5.1.1.3 Are of Aboriginal or Torres Strait Islander descent
- 5.1.1.4 Have a current registered address within the Catchment Area and
- 5.1.1.5 Have been resident within the Catchment Area for at least 6 months prior to the date of their membership application being entered onto the register of members.

5.1.2 Life membership may be awarded by the Board to an individual who has distinguished themselves through their commitment to the Association or their work within the Aboriginal health sector.

5.1.3 Membership is not open to individuals who are currently employed by the Association.

5.1.4 Membership is not open to individuals whose employment with the Association ended due to disciplinary action within the preceding 5 years.

5.1.5 When appointed, a Board member who was not already a member of the Association is automatically granted status as a member and holds all the same rights and responsibilities as any other member.

5.1.6 All registered members of the Association will remain registered members of the Association after the adoption of this constitution regardless of their eligibility for membership under these rules.

5.1.7 Members subject to 5.1.6 will be required to renew their membership according to these rules but will be exempt from fulfilling the membership criteria that they did not meet at the time the new rules were adopted.

5.1.8 When renewing membership, members subject to 5.1.6 and pursuant to 5.1.7 who fail to meet membership criteria different from that which existed at the time these rules were adopted will not have their membership renewed until and unless they become eligible for membership under these rules.

5.2 Application for membership

5.2.1 Individuals applying for full membership of the Association must do so in writing on the prescribed form except for a life member who is nominated by the Board.

5.2.2 Membership is for a period of 24 months and must be renewed in writing on the prescribed form except in the case of a life member.

5.2.3 All members must agree with and subscribe to the objects of the Association.

5.2.4 Applications for membership must be considered and endorsed by the Board and recorded in the minutes of the meeting.

5.2.5 Membership application renewals where the member remains eligible for membership will be collated and tabled at a Board meeting for the Board’s consideration and endorsement.

5.2.6 Membership application renewals where the member is no longer eligible for membership will be referred to the Board for consideration and determination.

5.2.7 Applications for new membership can only be considered and endorsed up to three months before an Annual General Meeting. Applications for membership received during the three months prior to an Annual General Meeting shall be processed after the Annual General Meeting.

5.2.8 Membership application renewals will be processed as they fall due and are not subject to the *three month before an Annual General Meeting* rule.

5.2.9 Applications for membership will not be considered from the floor during a general meeting.

5.2.10 Applications for new membership received after a notice for a Special General Meeting has been sent will not be considered, processed or endorsed by the Board until after the Special General Meeting has been held.

5.2.11 The Board retains the discretionary right to not accept or endorse any application for membership or renewal for membership.

5.2.12 All individuals applying for full membership will receive written advice on the outcome of their application.

5.2.13 The Board retains the right to cap membership numbers at any time.

5.2.14 The Board retains the right to apply a membership fee at any time.

5.3 Resignation of membership

5.3.1 A member may resign from membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association.

5.3.2 Any resignation received prior to a general meeting will be processed before the general meeting.

5.3.3 Full members must resign their membership when they commence a contract of employment with the Association. Full membership status can be reassigned at the conclusion of the contract of employment subject to their continuing eligibility for membership and other relevant rules. This rule applies even if the member is also a Board member.

5.4 Suspension and Expulsion of a member

5.4.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to suspend and/or expel a member upon:

5.4.1.1 A charge of misconduct detrimental to the interests of the Association or

5.4.1.2 Was found not to have been eligible for membership at the time the membership application was endorsed by the Board

5.4.2 Particulars of the grounds for suspension or expulsion shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.

5.4.3 During the period of time between serving the notice under 5.4.2 and the Board meeting at which the matter will be heard, the member status is suspended and all rights afforded by that status are also suspended until the outcome of the Board meeting is known.

5.4.4 If the suspended member is also an office bearer, a non-office bearing Board member or the Public Officer the member must stand down from that office until the matter is determined by the Board, or if an appeal is lodged, until the appeal is heard and decided. The Board has the power to fill the vacated position or role temporarily or for the unexpired term of office. The Board shall move to appoint a new Public Officer in the case of the suspended member also being the Public Officer.

5.4.5 The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, subject to 5.4.6, cease to be a member 14 days after the Board has communicated its determination to the member.

5.4.6 It shall be open to a member to appeal to the Association at a general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Board has been communicated to the member.

5.4.7 In the event of an appeal under 5.4.6, the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association at a general meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

5.4.8 During the period of time between the notice to expel a member being served upon the member and the general meeting at which an appeal (if one is lodged) is heard, the member status of that member is suspended and all rights pertaining them are also suspended until the outcome of the appeal is determined.

5.4.9 Where the original grounds for expulsion are not substantiated or in the case of a successful appeal, the member's status as a full member is to be reinstated.

5.4.10 Where a suspended member was also an office bearer, a non-office bearing Board member or the Public Officer and the original grounds for expulsion were not substantiated or in the case of a successful appeal, the member does not automatically resume their previous role(s) and positions but he or she is eligible to be re-considered for that role or position when the role or position is again vacated.

5.5 Register of members

5.5.1 A register of members must be kept and contain:

(a) The name and address of each member.
(b) The type of membership either full or life.
(c) The date on which each member was admitted to the Association and the date of renewal(s) of membership.
(d) If applicable, the date of and reason(s) for termination of membership.
(e) Any exempt criteria relevant to a member who was a member prior to the adoption of these rules.

5.5.2 Membership renewal forms will be forwarded to all registered members on a 24 month rotation from the date of the original membership with the exception of life members.

5.5.3 All members named in the register of members will be informed of any and all general meetings and from time to time receive other correspondence from the Association.

6. The Board

6.1 Powers and Duties

6.1.1 The affairs of the Association shall be governed and controlled by a Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the rules of the Association, which are not required by the Act or by these rules to be done by the Association in a general meeting.

6.1.2 The Board is accountable for the governance and control of the funds and other property of the Association.

6.1.3 The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent as long as the interpretation is not contrary to the meaning or spirit of the Act.

6.1.4 The Board shall appoint a Public Officer as required by the Act.

6.2 Board Composition and Appointment

6.2.1 The Board shall be comprised of a Chairperson, Deputy Chairperson, Treasurer, Secretary and 3 other non-office bearing Board members.

6.2.2 One of the Board members shall be appointed out of respect for their status as a recognized Elder of the community.

6.2.3 One of the Board members shall be appointed to represent the interests and needs of our youth.

6.2.4 All Board members are appointed via a recruitment and committee selection process.

6.2.5 A board member recruitment and selection committee comprising up to three (3) existing Board members and up to three (3) non-board registered members will be appointed by the Board whenever it is determined that Board vacancies are to be filled.

6.2.6 At each and every AGM, the names of the Board members are to be read out for endorsement by the voting members of the Association present in person or by proxy.

6.2.7 Board members are appointed via a recruitment and committee selection process from amongst individuals who:

6.2.7.1 Are of Aboriginal or Torres Strait Islander descent and

6.2.7.2 Demonstrate practical and/or theoretical knowledge in the area of Aboriginal health and/or

6.2.7.3 Demonstrate knowledge of culturally appropriate service planning and delivery and/or

6.2.7.4 Posses other relevant skills, knowledge or experience that will enhance the operations and function of the Association and the Board and

6.2.7.5 Meet all of the requirements for board membership under Section 30 of the Act and

6.2.7.6 Are aged 18 years and over

6.2.8 Individuals recruited and appointed to the Board are not required to also be full members of the Association at the time of their appointment and if they are not, they are afforded membership status only for the duration of their appointment to the Board unless and until they apply for and are endorsed as membership under these rules.

6.2.9 The board member recruitment and selection committee may appoint a person who is not eligible for full membership but must not appoint to the Board a person who is:

6.2.9.1 Not of Aboriginal or Torres Strait Islander decent or

6.2.9.2 An employee of the Association or

6.2.9.3 A former employee of the Association whose employment was ended as a result of disciplinary action in the previous 5 years or

6.2.9.4 A person with whom the Association has a current contract to provide consultancy services or deliver a project.

6.2.10 The office bearers are elected by the Board.

6.2.11 An office bearer can nominate and be appointed to another officer bearer's position at the conclusion of their maximum number of terms of office or at any time during that term of appointment when office bearer elections fall due or need to be held for other reasons.

6.2.12 An individual may not hold more than one office bearer's position at a time.

6.2.13 All Board members (including office bearers) are appointed for terms of three years, and may stand for re-election as a Board member at the end of that term.

6.2.14 A Board member shall be a natural person.

6.2.15 An individual who is appointed to a position on the Board due to his or her position within another organisation is appointed as a natural person and not as a representative of their organisation.

6.2.16 In the event that an individual who is appointed to the Board due to his or her position within another organisation ceases to be employed by that organisation during a term of office, he or she may finish their current term of appointment and re-nominate for a further term on the Board if so decided by the board member recruitment and selection committee.

6.2.17 Notwithstanding the provisions of clause 6.2.13, at the first Annual General Meeting held following the adoption of this clause:

(a) All Board Members in office or elected at the conclusion of that Annual General Meeting will agree, or if they can't agree draw lots to determine, the term of their position on the Board so that:

(i) two Board members will have their term of office expire at the conclusion of the Annual General Meeting of the Association held in 2022;

(ii) two Board members will have their term of office expire at the Annual General Meeting of the Association held in 2023; and

(iii) the remaining Board members will have their term of office expire at the Annual General Meeting of the Association held in 2024; and

(b) each Board member referred to in this clause may stand for re-election at the conclusion of their term.

6.2.18 The Board may determine to declare any or all of the office bearer positions vacant and hold elections to fill those vacancies at the time this new constitution is adopted.

6.2.19 The Board may establish the Board member recruitment and selection committee at any time to manage the process to fill a vacancy that has arisen for whatever reason. Once a new Board member is appointed, they will continue in that position for the remainder of the term of the vacant position they have filled.

6.2.20 The Board shall not carry more than 2 vacancies at any one time.

6.2.21 If at any time during the period of appointment to the Board a Board member is engaged as an employee of the Association or to conduct work in a consultant or project capacity he or she will stand down from the board for the period of that engagement and their status as a full member of the Association will be suspended until the period of engagement has concluded.

6.3 Proceedings of the Board

6.3.1 The Board shall convene (personally, electronically or via telecommunication) for the dispatch of business at least 4 times each calendar year (including the AGM).

6.3.2 Questions or motions arising at any meeting of the Board shall be decided by a majority of votes.

6.3.3 A quorum for a meeting of the Board shall be a natural majority of the total current number of members appointed to the Board. In the event that the Board does not achieve quorum at an individual Board Meeting the senior officer may be included in the count so that the meeting can proceed even though the senior officer is not entitled to vote at Board meetings. This provision may not be used on more than three (3) separate occasions during the course of one year.

6.3.4 A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract, with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. This shall be reflected in the minutes of that meeting.

6.3.5 In the event of there being a conflict of interest for a Board member in the discharge of their duties and obligations as a Board member, this shall be declared and recorded in the minutes. The other Board members will discuss and determine if the conflict of interest is sufficient for the Board member to be asked to not participate in the

discussion, not vote and/or to not be present during the discussion and decision making process.

6.3.6 The Board meetings shall be chaired by the Chairperson. In the absence of the Chairperson, the meeting shall be chaired by the Deputy Chairperson. In the absence of both, the Board members present may elect a Board member to chair the meeting.

6.3.7 In the event that a matter under consideration, discussion or for decision before the Board concerns the Chairperson, the Deputy Chairperson will chair the meeting.

6.3.8 Pursuant to 6.3.7, in the event that the Deputy Chairperson declines or at the request of at least 1 other Board member that the Deputy Chairperson not chair the meeting, the remaining Board members will elect a chairperson for that meeting.

6.3.9 In the event that a matter under consideration, discussion or for decision before the Board concerns a Board member and that Board member is present they are to leave the meeting for the duration of the agenda item but be available to the Board to respond to questions or receive instruction or advice.

6.3.10 The Secretary will ensure that proper minutes are recorded for each and every Board meeting and that they are presented to the next meeting for endorsement.

6.3.11 The Board shall observe proper meeting procedures.

6.4 Disqualification of Board Members

6.4.1 The office of a Board member shall become vacant if a Board member is:

(a) Disqualified from being a Board member under the Act;
(b) Expelled as a member under these rules;
(c) No longer eligible for membership or board membership under these rules;
(d) Found to have conducted themselves in a manner that is detrimental to the reputation of the Association;
(e) Found to have conducted themselves in a manner contrary to the objects of the Association;
(f) Found to have misrepresented themselves or the Association for their own benefit;
(g) Found to have conducted themselves in a manner that disrespects their position, the position of other Board members, the standing of the Board or the policies and procedures of the Board;
(h) Subject to a no confidence vote that is supported by a natural majority of the other Board members;

(i) Absent without apology acceptable to the other members of the Board for three consecutive meetings;
(j) Deceased or otherwise unable to responsibly discharge their functions and duties as a board member.

6.4.2 Other than as a result of voluntary retirement or having reached the maximum term of office, an office bearer may be removed from office if:

6.4.2.1 They have been disqualified as a Board member;

6.4.2.2 By a majority vote, the other Board members have determined that the office bearer has not adequately fulfilled or will not be able to adequately fulfill the duties, roles and responsibilities of the office;

6.4.2.3 By a majority vote, the other Board members have determined that another Board member has the requisite skills, knowledge, experience and standing to meet all the requirements of the office;

6.4.2.4 By majority vote, the other Board members have upheld a no confidence vote in the office bearer.

6.4.3 A delegation of at least 25% of the full membership may lodge a request for a no confidence vote in the Board or an individual Board member to take place at a special general meeting or an annual general meeting.

6.4.4 Pursuant to 6.4.2 the Board or an individual Board member has a right of reply and must be afforded natural justice in the proceedings.

6.4.5 Pursuant to 6.4.2 and 6.4.3 any formal motion must be in the form a special resolution.

6.4.6 In the event that 25% of the full membership has lodged a request for a no confidence vote in the entire Board to be tabled at a general meeting, the Board will remain in office in a caretaker capacity until the outcome of the vote is determined.

6.4.7 In the event that a no confidence vote in the entire Board is upheld at a general meeting the Board will immediately stand down and an election held to appoint an interim Board of five (5) persons drawn from the full membership for a period of no more than six (6) months during which time the board recruitment and selection committee will be convened to appoint the Board.

6.4.8 Any consideration and determination regarding disqualification of a Board member and removal from office must also address the matter of expulsion as a general member as well.

6.4.9 A disqualified Board member who remains a member of the Association after disqualification may be re-considered for a position on the Board after one (1) year subject to their continued eligibility to

be on the Board of an Association under these Rules and under the Act.

6.4.10 A disqualified Board member who is also an expelled member of the Association may not reapply for membership nor have their membership application considered or endorsed by the Board for two (2) years even if they are eligible for membership under these Rules.

7. The Seal

7.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.

7.2 The seal shall not be used without the express authorisation of the board and every use of the seal shall be recorded in the minutes or such other book of the Association.

8. General Meetings

8.1 Annual General Meetings

8.1.1 The Board shall call an Annual General Meeting in accordance with the Act and these rules.

8.1.2 The order of business at the Annual General Meeting will be:

(a) The confirmation of the minutes of the previous Annual General Meeting and of a Special General Meeting held since that meeting.
(b) The consideration of the accounts and reports of the Board and the auditor's report.
(c) The endorsement of Board members.
(d) The appointment of auditors.
(e) Any other business requiring consideration by the Association at a general meeting.

8.2 Special General Meetings

8.2.1 The Board may call a Special General Meeting of the Association at any time.

8.2.2 Upon a requisition in writing of not less than 25% of the total number of full members of the Association, the Board shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.

8.2.3 Every requisition for a Special General Meeting shall state the purpose of the meeting.

8.2.4 If a Special General Meeting is not convened within one month, as required by 8.2.2 above, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practicable as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

8.3 Notice of General Meetings

8.3.1 Subject to 8.3.2, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.

8.3.2 Notice of a meeting at which a special resolution is to be proposed, shall be given at least 21 days prior to the date of the meeting.

8.3.3 A notice may be given by the Association to any member by serving the member with the notice personally, electronically or by sending it by post to the address appearing in the register of members.

8.3.4 Where a notice is sent by post:
(a) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
(b) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at General Meetings

8.4.1 Seven members, present personally or by proxy, shall constitute a quorum for the transaction of business at any general meeting except as otherwise provided for in these rules.

8.4.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned for 30 minutes after which time, the members present shall form a quorum.

8.4.3 Subject to 8.4.4, the Chairperson shall preside as chairperson at a general meeting of the Association.

8.4.4 If the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the Chair, the Deputy Chairperson will chair the meeting unless they too are absent, decline to or retire from the

chairing role, in which event the members present may choose a Board member or other full member present personally at the meeting to be the chairperson of that meeting.

8.5 Voting at General Meetings

8.5.1 Subject to these rules, every member of the Association has only one vote at a meeting of the Association.

8.5.2 Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, by proxy, at that meeting.

8.5.3 Unless a poll or secret ballot is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

8.5.4 If a poll or secret ballot is demanded by at least 5 members, it must be conducted in a manner specified by the person presiding and the result of the secret ballot is the resolution of the meeting on that question.

8.5.5 A poll or secret ballot demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other secret ballot may be conducted at any time before the close of the meeting.

8.6 Special and Ordinary Resolutions

8.6.1 A general meeting where a special resolution is to be proposed requires 21 days written notice to be given to members specifying the intention to propose the resolution as a special resolution.

8.6.2 In respect of a general meeting referred to in 8.6.1, a special resolution is passed only by a majority of not less than three-quarters (75%) of members of the Association, voting in person or by proxy.

8.6.3 An ordinary resolution is passed by a simple majority at a general meeting.

8.7 Proxies

8.7.1 A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy and attend and vote at any general meeting of the Association.

8.7.2 A voting member may appoint the person chairing the meeting to be their proxy to vote at any general meeting of the Association.

8.7.3 A voting member may instruct their proxy to cast their vote in a certain way or permit the proxy to cast their vote as they see fit.

8.7.4 A voting member who is not the chairperson of the meeting may hold a maximum of three proxy votes.

8.7.5 There is no maximum number of proxy votes that the chairperson of the meeting may hold.

8.7.6 In the event that a member who has appointed a proxy attends the meeting they must withdraw their proxy appointment and personally cast their own vote.

9. Minutes

9.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board shall be entered within one month after the relevant meeting in minute books, folders or electronic files kept for that purpose.

9.2 The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Board (as relevant) at a subsequent meeting.

9.3 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

9.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held and that all appointments made at a meeting shall be deemed to be valid.

10. Financial Reporting

10.1 The first financial year of the Association shall be the period ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

10.2 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

10.3 The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before members at the Annual General meeting.

10.4 The Annual (periodic) Return shall be lodged with the Consumer and Business Services within six months after the end of each financial

year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement and the Board's report.

11. Appointment of an Auditor

11.1 At each Annual General Meeting, the members shall appoint a person to be auditor of the Association.

11.2 The auditor shall not be an officer; a partner, employer or employee of an officer; an employee; or a partner or employee of an employee of the Association.

11.3 The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

11.4 If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.

12. Prohibition against Securing Profits for Members

12.1 The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

12.2 In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

13. Winding up and Amalgamation

13.1 The Association may be wound up or pursue amalgamation in accordance with the Act.

13.2 A special resolution proposed at a general meeting is required for the members to consider and determine the question of winding up or amalgamating the Association.

13.3 If after winding up of the Association there remains surplus assets as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

13.4 Such organisation(s) or charity(ies) shall be identified and determined by a resolution of members in a general meeting.

13.6 If the Association is to amalgamate, the assets and liabilities of the Association become the assets and liabilities of the new association.

13.7 Surplus assets at the completion of a winding up shall not be distributed to members or former members, or associates of those persons.

14. The Rules of the Association

14.1 These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescinding or replacement by substitute rules and amendments that change the meaning or intention of the section of clauses therein.

14.2 Alterations that do not change the meaning or intention of the section or clauses therein only require an ordinary resolution at a Board meeting or general meeting.

14.3 The alteration shall be registered with Consumer and Business Services, as required by the Act.

14.4 The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provision thereof.

14.5 An alteration to the rules (except change of name) becomes effective from the time the alteration is passed.

14.6 An alteration to the name of the Association becomes effective only once it is registered by Consumer and Business Services.

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Whyalla
A1
Port Pirie
A32
Wallaroo
Renmark
A20
A20
Adelaide
Mount Barker
M1