

Constitution 2023

Landscape Association of South Australia
Incorporated

ABN 30 758 413 107

An incorporated association under the
Associations Incorporation Act 1985 (SA)

D M A W
L A W Y E R S

— DMAW Lawyers Pty Ltd
Level 10, 81 Flinders Street
Adelaide South Australia 5000
P +61 8 8210 2222
ABN 26 169 621 194
dmawlawyers.com.au

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Constitution 2023 – Landscape Association of South Australian Incorporated

Part 1 – Preliminary

1. Name of Association

The name of the Association is the Landscape Association of South Australia Incorporated (**LASA**), trading as Master Landscapers of South Australia (**MLSA**).

2. Corporate status

The Association is an incorporated association under the Act.

3. Definitions

In this Constitution:

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

Association means the Landscape Association of South Australia Incorporated (ABN 30 758 413 107), trading as Master Landscapers of South Australia;

Board means the board of Board Members of the Association, which is also referred to in the Act as the committee of the Association;

Board Member means an officer of the Association appointed pursuant to this Constitution;

Budget means the annual budget adopted by the Association;

Code of Conduct means a code of conduct established by the Board under clause 18;

Constitution means this constitution of the Association, as varied from time to time;

Executive Officer means the person appointed by the Board to perform the duties of the executive officer of the Association in accordance with this Constitution;

Financial Year has the meaning given in clause 46;

Member means a member of the Association;

President means the person appointed as president of the Board from time to time in accordance with this Constitution;

Virtual Meeting Technology means any technology that allows a person to participate in a meeting without being physically present at the meeting.

4. Interpretation

In this Constitution, unless the context otherwise requires:

4.1 singular includes the plural and vice versa and words importing a gender include other genders;

4.2 reference to a person includes a corporation;

4.3 reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it;

4.4 reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure;

4.5 headings are for ease of reference only and do not affect the construction of this Constitution;

4.6 if a thing is to be done on a day which is not a business day in South Australia, it must be done on the next business day in South Australia;

4.7 another grammatical form of a defined expression has a corresponding meaning;

- 4.8 reference to 'signature' in this Constitution includes an electronic signature, digital signature or other visual representation of a person's handwritten signature or mark placed or typed on a document by electronic or mechanical means, and a reference to 'signing', 'sign' or similar has a corresponding meaning;
- 4.9 an expression defined in the Act has the meaning given by the Act.

5. **About this Constitution**

- 5.1 This Constitution is the constitution of the Association.
- 5.2 Despite any other provision in this Constitution:
- (a) if the Act prohibits a thing being done, the thing may not be done; and
 - (b) if the Act requires a thing to be done, authority is given for that thing to be done; and
 - (c) if a provision of this Constitution is, or becomes, inconsistent with the Act, that provision must be read down or, failing that, severed from this Constitution to the extent of the inconsistency.

6. **Objects and purposes**

The objects and purposes of the Association are:

- 6.1 to promote, encourage and facilitate the interests and reputation of the landscape industry in the State of South Australia;
- 6.2 to liaise with any government or government organisations or any other body in relation to any proposal or matter that may affect the landscaping industry;
- 6.3 to encourage the education of Members and the general public in all matters affecting the landscaping industry by way of accreditation, industry education, trade displays, seminars, symposiums, exhibitions, lectures, publications or in any other manner whatsoever;
- 6.4 to keep all Members informed of any matter that may be of interest or relevance to the landscaping industry;
- 6.5 to provide an authoritative and representative voice for landscape designers, contractors, builders, gardeners, horticulturalist, project managers, subcontractors, suppliers and any other persons engaged in the industry on matters of common interest; and
- 6.6 any purpose ancillary to the above objects.

7. **Powers, functions and duties**

- 7.1 The powers, functions and duties of the Association are to be exercised in the performance of the Association's objects and purposes.
- 7.2 The Association shall have the powers conferred by section 25 of the Act.
- 7.3 In addition to those specified in section 25 of the Act, the Association shall have the following powers, functions and duties:
- (a) to manage risks associated with carrying out the Association's objects and purposes;
 - (b) to co-operate and, where appropriate, associate with other landscaping associations in Australia and overseas and to foster the development of an Australian organisation of landscape industries;
 - (c) to assist with the training and education of persons in the landscaping industry and to liaise with post-secondary institutions to affect the same;
 - (d) to encourage cooperation, negotiation, and collegiality and shared resources between organisations and individuals in all aspects of the landscape industry supply chain;
 - (e) to establish and maintain policies that protect the integrity and reputation of the landscape industry;

- (f) to compromise, compound, abandon or settle a debt or claim owed to the Association;
 - (g) to make submissions for and accept grants, subsidies and contributions to further the Association's objects and purposes;
 - (h) to perform any other such things that further the Association's objects and purposes;
 - (i) to do all things incidental to the exercise of any other power of the Association; and
 - (j) to ensure that the Association operates in accordance with the terms of this Constitution and law.
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Part 2 – Membership

8. Admission of Members

The Members are (subject to cessation of membership in accordance with this Constitution) such persons as the Board may admit as Members from time to time upon receipt of an application for membership and payment of the application fee payable in accordance with this Constitution.

9. Eligibility for membership

- 9.1 Any person who supports the objects and purposes of the Association is eligible to apply to become a Member.
- 9.2 An individual who has not reached the age of 18 years is not eligible to apply for a category of membership that confers full voting rights.
- 9.3 On admission, a Member is deemed to agree to adhere to the following requirements:
 - (a) Members must:
 - (i) if applicable, hold (and provide evidence of) appropriate licences and insurance relative to the Member's scope of works as required by applicable legislation; or
 - (ii) if applicable, commence (and provide evidence of) an application for appropriate licences and insurance relative to the Member's scope of works as required by applicable legislation within three months of joining the Association; or
 - (iii) if a Member is not required to hold a licence under applicable legislation, ensure the Member's work is carried out in a professional manner in line with industry practice and codes.
 - (b) Members must adhere to all applicable industry codes and legislation; and
 - (c) Members must comply with the Association's Code of Conduct.

10. Applying for membership

- 10.1 A person who wishes to become a Member of the Association must apply in writing or by electronic means to the Association in such form and including such information as the Board prescribes from time to time.
- 10.2 The applicant must specify in the application the membership category under rule 13.1 to which the application relates. The Board may, in its absolute discretion, determine to admit particular persons from time to time who do not or may not satisfy the membership category requirements under rule 13.1.
- 10.3 The Board may determine an application fee that must be paid prior to an applicant's application for membership being considered. The application fee shall be such sum or sums

as the Board determines from time to time. The Board may in its absolute discretion determine different fees apply to different categories of membership.

- 10.4 Applications must be directed to the Association at such physical or electronic address as the Board prescribes from time to time.

11. Application management

- 11.1 Applications for membership of the Association will be considered and determined in accordance with such process and procedures as prescribed by the Board from time to time. Such process and procedures may include the delegation of authority to any person or persons appointed by the Board to consider and determine applications.
- 11.2 The Board and/or its delegate(s) must not accept an application unless the applicant:
- (a) is eligible under rule 9; and
 - (b) has applied under rule 10: and
 - (c) paid the applicable application fee under rule 10.3 (if any).
- 11.3 The Board and/or its delegate(s) may reject an application in their absolute discretion.
- 11.4 The Association must notify the applicant of the Board's and/or its delegate(s)' decision to accept or reject the application as soon as practicable after the decision has been made.
- 11.5 If an application is rejected, the Association is not required to give the applicant any reasons for doing so.

12. Becoming a Member

An applicant for membership of the Association becomes a Member when:

- 12.1 the Board and/or its delegate(s) has accepted the applicant's application for membership; and
- 12.2 the applicant has paid the applicable application fee payable to the Association under rule 10.3 (if any).

13. Membership of the Association – types, qualifications & voting rights

- 13.1 The Association will have the following types of Members:
- (a) **Full Member** – a company, partnership or sole proprietor operating a business involved in the landscaping and garden maintenance industry in South Australia and who is involved in one or more of the following sub-categories:
 - (i) design; or
 - (ii) construction / installation; or
 - (iii) project management; or
 - (iv) garden maintenance;and who holds or is in the process of obtaining appropriate licenses and insurance;
 - (b) **Associate Member** – a local government, company, partnership or sole proprietor:
 - (i) involved in education and training within the landscaping and garden maintenance industry; and/or
 - (ii) in the business of supplying products or trade services to the landscaping and garden maintenance industry; and/or
 - (iii) in the business of supplying products and ancillary services to the landscaping and garden maintenance industry;
 - (c) **Student Member** – a student, apprentice or trainee in the landscaping and garden maintenance industry;

- (d) **Provisional Member** – a person with an interest in the landscaping and garden maintenance industry in South Australia;
 - (e) **Affiliate Member** – other associations, whether incorporated or unincorporated, having objects similar to those of the Association and/or being able to provide benefit or service to the Association and its Members;
 - (f) **Life Member** – a person upon whom the Board has determined to confer membership of the Association for life based on criteria for life membership determined by the Board from time to time in its absolute discretion. The Board will determine a process for the nomination of any proposed appointment under this rule 13.1(f). A person will cease to be a Life Member if the person ceases to be a Member under clause 14; or
 - (g) **Honorary Member** – a person upon whom the Board has determined to confer honorary membership of the Association on the basis of having given or rendered valuable service to or on behalf of the Association or the landscaping and garden maintenance industry in general. The Board will determine a process for the nomination of any proposed appointment under this rule 13.1(g). Honorary Membership is granted until the next annual general meeting of the Association, where Honorary Membership status can be either confirmed or revoked by the Association for the following year. A person will cease to be an Honorary Member if the Association revokes the Board's conferral of honorary membership at an annual general meeting or if the person ceases to be a Member under clause 14.
- 13.2 Any applications for membership that do not fall under the categories outlined above can be classified by the Board into such other categories or sub-categories as the Board may, in its absolute discretion, determine. The Board may set fees for a category or sub-category of membership independent of the fees for other membership categories or sub-categories.
- 13.3 Voting rights are conferred upon Full Members, Associate Members and Life Members only.

14. **When membership ceases**

- 14.1 A person ceases to be a Member if any of the following occurs:
- (a) for a Member who is a natural person, the person dies;
 - (b) for a Member who is a body corporate, the body corporate becomes insolvent or is wound up;
 - (c) the person resigns as a Member under rule 15;
 - (d) the person ceases to be a Member under rule 17.4;
 - (e) the person is expelled from the Association under rule 20;
 - (f) the person ceases to be a Member under rule 21; or
 - (g) the person is an Honorary Member and ceases to be an Honorary Member under rule 13.1(g) by resolution of the Association at an annual general meeting.
- 14.2 The Association must keep a record, for at least one year after a person ceases to be a Member, of:
- (a) the date on which the person ceased to be a Member; and
 - (b) the reason why the person ceased to be a Member.

15. **Resignation**

- 15.1 A Member may, at any time, resign from membership of the Association by giving written notice (including by electronic means) of the resignation to the Association.
- 15.2 The resignation takes effect:
- (a) when the Association receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.

15.3 A person who has resigned from membership of the Association remains liable for any amount owed to the Association (**the owed amount**) at the time of resignation. The owed amount will remain due and payable and may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

16. Rights not transferable

The rights of a Member are not transferable and end when membership ceases.

17. Membership fees

17.1 The Board must determine an annual membership fee (if any) to be paid for membership of the Association. The annual membership fee will be such sum or sums as the Board determines from time to time (and may, if the Board determines, be a nil amount).

17.2 The Board may, in its absolute discretion, determine a different annual membership fee under rule 17.1 to apply to different categories or sub-categories of Members.

17.3 The annual membership fee will be payable to the Association at such time and in such manner as determined by the Board from time to time.

17.4 If a Member's annual membership fee has become due and has not been paid within the period of three months from the due date, the Member ceases to be a Member on the expiry of that period.

17.5 If a Member's annual membership fee has become due and is unpaid, the Member's voting and other rights are suspended until the amount owing is paid.

17.6 If a person who has ceased to be a Member under rule 17.4 offers to pay the annual membership fee after the period referred to in that rule has expired, the Board may, in its discretion, accept that payment and reinstate the person's membership of the Association from the date the payment is accepted.

18. Code of Conduct

18.1 The Board may establish one or more Codes of Conduct which sets out the values of the Association and the standards to which Members and/or Board Members are required to adhere.

18.2 The Board may amend a Code of Conduct from time to time.

19. Register of Members

19.1 The Association must keep and maintain a register of Members and record in that register any change in the membership of the Association.

19.2 The register of Members must include:

- (a) each Member's name and contact details (being the Member's address or email address or other information by means of which contact can be made with the Member); and
- (b) the category of membership to which each Member belongs; and
- (c) the date on which each Member was admitted to membership of the Association; and
- (d) if applicable, the date of and reason(s) for cessation of membership.

19.3 A Member who wishes to inspect the register of Members must contact the Association to make the necessary arrangements.

19.4 If:

- (a) a Member inspecting the register of Members wishes to make a copy of, or take an extract from, the register; or
- (b) a Member makes a written request to be provided with a copy of the register of Members,

the Board may require the Member to first provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

20. **Suspension or expulsion of a Member**

- 20.1 The Board may suspend a Member's membership or expel a Member from the Association if:
- (a) the Member fails to comply with any of the provisions of this Constitution; or
 - (b) in the reasonable opinion of the Board, the Member has failed to adhere to the Code of Conduct; or
 - (c) the Member conducts itself in a manner that the Board reasonably considers to be prejudicial or otherwise detrimental to the Association, including without limitation to the character or reputation of the Association.
- 20.2 If the Board intends to consider any proposal to suspend or expel a Member from the Association, the Board must give the Member written notice of the proposed suspension or expulsion at least 7 days before the Board meeting at which the proposal is to be considered by the Board.
- 20.3 The notice given to the Member must state:
- (a) when and where the Board meeting is to be held;
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the Member, or the Member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- 20.4 The Board must give due consideration to any oral or written submissions made by the Member or the Member's representative at or prior to the Board's meeting.
- 20.5 A decision of the Board to suspend a Member's membership or expel the Member from the Association takes immediate effect.
- 20.6 The Board must give the Member written notice of the Board's decision within 7 days after the Board Meeting at which the decision is made.

21. **Consequences of suspension**

During the period a Member's membership is suspended, the Member:

- 21.1 loses any rights (including voting rights) arising as a result of membership; and
- 21.2 is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

Part 3 – Board of the Association

22. **Role of Board**

- 22.1 The Board is responsible for managing and administering the affairs of the Association in accordance with section 29 of the Act and this Constitution.
- 22.2 The Board may, in addition to any powers or authorities conferred by this Constitution, exercise all such powers and do all such things as are within the objects of the Association and are not by the Act or by this Constitution required to be done by the Association in a general meeting.
- 22.3 The Board may appoint such officers and employees as are required to carry out the affairs of the Association, including the Executive Officer, and may delegate any of its powers to such officers and employees.

- 22.4 The Board has the management and control of the funds and other property of the Association.
- 22.5 The Board must appoint a public officer who is a natural person of or above the age of 18 years who is resident in South Australia, as required by the Act. The Association must notify the relevant authority of any change in the identity or address of its public officer within one month after the change, and include in the notice the prescribed particulars of the change.

23. **Board composition**

- 23.1 Subject to clause 23.2, the Board will comprise a minimum of three (3) and up to a maximum of ten (10) Board Members.
- 23.2 No person may hold office as a Board Member unless that person is:
- (a) a natural person who is a Full, Associate or Affiliate Member of the Association; or
 - (b) the owner of a business, or the owner's appointed representative of a business, that is a Full, Associate or Affiliate Member of the Association.
- 23.3 The Board must appoint one or more of themselves to the following roles:
- (a) President;
 - (b) Vice President; and
 - (c) Treasurer / Secretary,
- on such terms as the Board sees fit, subject to the terms of this Constitution.
- 23.4 A person ceases to be President, Vice President or Treasurer/Secretary if they cease to be a Board Member. The Board may revoke or vary the appointment of a President, Vice President or Treasurer/Secretary at any time.

24. **Appointment of Board Members**

- 24.1 Board Members will be appointed for:
- (a) a term of two years; or
 - (b) such other term as the Board may determine, with the objective of ensuring that:
 - (i) the term of office of the President, Vice President and Treasurer/Secretary expires at the end of the Board Member's term of office as President, Vice President or Treasurer/Secretary (as the case may be); and
 - (ii) the terms of office of all other Board Members are appropriately staggered so that half retire annually.
- 24.2 Board Members must be appointed by ordinary resolution of the Members at the appropriate annual general meeting of the Association.
- 24.3 A retiring Board Member will be eligible to stand for re-election without nomination.
- 24.4 Nomination for a Board position must be lodged with the Association at least twenty eight (28) days prior to the annual general meeting of the Association. The Association must call for nominations at least thirty five (35) days prior to the annual general meeting.
- 24.5 Notice of all persons seeking election to the Board must be given to all Members.
- 24.6 The appointment of a Board Member to the role of President, Vice President or Treasurer/Secretary by the Board will be for a maximum of four terms. Each term will be for a period of twelve (12) months.
- 24.7 The Board Members must at all times act in accordance with the Code of Conduct for the Board.
- 24.8 The Board has the power to co-opt special expertise to assist the Board and to sit on working groups and/or sub-committees of the Board on such terms as the Board thinks fit.

25. **Vacation of office**

The office of a Board Member shall become vacant if a Board Member:

- 25.1 is disqualified from being a Board Member by the Act;
- 25.2 is expelled or ceases to be a Member under this Constitution or is no longer the duly appointed representative of a Member;
- 25.3 becomes permanently incapacitated by ill health;
- 25.4 is absent from more than three Board meetings in a financial year;
- 25.5 resigns from office by written notice to the Association;
- 25.6 is removed by resolution of the Association in general meeting.

26. **Acts and proceedings not invalid**

No act or proceeding of the Association is invalid by reason of:

- 26.1 a vacancy or vacancies in the membership of the Board; or
- 26.2 a defect in the appointment of a Board Member.

27. **Appointment to fill casual vacancy**

The Board may appoint a person to fill a casual vacancy among the Board Members, and such a Board Member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the Board without nomination.

28. **Remuneration and expenses of Board Members**

- 28.1 A Board Member may not be remunerated for his or her services as a Board Member. Board Members volunteer their services to the Association.
- 28.2 A Board Member may be reimbursed out of the funds of the Association for all reasonable expenses incurred in performing his or her role as a Board Member as determined by the Board from time to time.
- 28.3 Any payment to a Board Member must be approved by the Board.

29. **Interests of Board Members**

A Board Member 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. The Board Member must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

30. **Indemnity and insurance**

- 30.1 To the extent permitted by the Act, the Association may indemnify each person who is or has been an officer of the Association against any liability or loss incurred by the person as an officer of the Association, including any reasonable costs and expenses incurred by such person in defending any proceedings, whether civil or criminal, in which judgment is given in the person's favour or in which the person is acquitted.
- 30.2 The Association may enter into any insurance policy on such terms and conditions as the Board approves for the purpose of providing indemnity for its Board Members and any other person to whom this clause 30 applies against a liability or loss referred to in clause 30.1.

Part 4 – Proceedings of the Board

31. Meetings of the Board

- 31.1 Subject to any relevant section of the Act and this Constitution, the Board may determine its own procedures for meetings as it thinks fit.
- 31.2 A Board meeting must take place at such times and places as may be fixed by the Board from time to time and in any event not less than six times per calendar year.
- 31.3 Board meetings will be used for the despatch of business of the Association. The Board may appoint such sub-committees as it thinks fit for the efficient administration of the Association.
- 31.4 A Board meeting must be held at a reasonable time and, if the meeting is to be held in person, at a reasonable place.

32. Telecommunications Meeting

- 32.1 For the purposes of this Part, the contemporary linking together by telephone, audio-visual or other instantaneous means of a number of the Board Members, provided that at least a quorum is present, is deemed to constitute a meeting of the Board (**Telecommunications Meeting**).
- 32.2 Each Board Member taking part in a Telecommunications Meeting must at all times during the meeting be able to hear and be heard by each other Board Member present.
- 32.3 At the commencement of a Telecommunications Meeting each Board Member must announce his or her presence to all other Board Members taking part in the meeting.
- 32.4 A Board Member must not leave a Telecommunications Meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that Board Member has notified the President.

33. Written resolution without meeting

- 33.1 A proposed resolution in writing and given to all Board Members in accordance with proceedings determined by the Board will be a valid decision of the Board where all Board Members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 33.2 or 33.3.
- 33.2 Each Board Member may sign:
 - (a) a single document setting out the resolution and containing a statement that they are in favour of the resolution set out in the document; or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 33.3 The Association may send a proposed resolution by email to the Board Members and the Board Members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 33.4 The resolution is passed when the last Board Member signs or otherwise agrees to the resolution in the manner set out in clause 33.2 or 33.3. The resolution shall thereupon be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

34. Notice of Board meetings

- 34.1 Notice of Board meetings must be given to each Board Member not less than three (3) clear business days prior to the holding of the meeting.
- 34.2 Notice of any Board meeting must be given to each Board Member. The notice must:
 - (a) be in writing; and

- (b) specify the date, time and place of the meeting (and if the meeting is to be held as a Telecommunications Meeting, the technology that will be used to facilitate this); and
 - (c) contain or be accompanied by the agenda for the meeting; and
 - (d) be accompanied by a copy of any documents or reports that are to be considered at the meeting (so far as this is practicable).
- 34.3 The Executive Officer, or other delegate appointed by the Board, must maintain a record of all notices of meetings given to Board Members.

35. Calling a Board meeting

- 35.1 The President may at any time convene a meeting of the Board at the President's discretion.
- 35.2 The President must, on the request of any Board Member, call a Board meeting.
- 35.3 The President must convene such other meetings of the Board as a general meeting of the Association may direct.

36. Quorum at Board meetings

The quorum for any meeting of the Board shall be more than half the appointed Board Members and no business may be transacted at a meeting of the Board unless a quorum is present.

37. Voting at Board meetings

- 37.1 A resolution of the Board must be passed by a majority of the votes cast by Board Members present at the meeting and entitled to vote on the resolution.
- 37.2 Each Board Member present at a Board meeting has one vote on a question arising for decision at that meeting and, if the votes are equal, the President or other person presiding at the meeting may exercise a casting vote.

Part 5 – Meetings of the Association

38. Annual General Meeting

- 38.1 An annual general meeting of the Association must be held in accordance with the Act and this Constitution.
- 38.2 The annual general meeting shall be held within five months after the end of the Financial Year.
- 38.3 The order of business at the meeting shall include:
- (a) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - (b) the election of committee members;
 - (c) the appointment of auditors (if applicable);
 - (d) the consideration of the accounts and reports of the Board and the auditor's report (if applicable); and
 - (e) any other business requiring consideration by the Association in a general meeting.

39. Special General Meeting

- 39.1 The Board may call a special general meeting of the Association at any time.
- 39.2 Upon a requisition in writing of not less than 5% of the total number of 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.

- 39.3 Every requisition for a special general meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- 39.4 If a special general meeting is not convened within one month, as required by clause 39.2, 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 practical 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 meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

40. **Notice of General Meeting**

- 40.1 Subject to clause 40.2, 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.
- 40.2 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.
- 40.3 A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by email or post to the address appearing in the register of members.
- 40.4 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.

41. **Proceedings at General Meetings**

- 41.1 Ten Members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting of the Association.
- 41.2 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 to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- 41.3 Subject to clause 41.4, the President shall preside as chairperson at a general meeting of the Association.
- 41.4 If the President is not present within five 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 Members may choose a Board Member or one of their own number to be the chairperson of that meeting.
- 41.5 A general meeting and special general meeting may be held:
- (a) at one or more physical venues; or
 - (b) at one or more physical venues and using Virtual Meeting Technology; or
 - (c) using Virtual Meeting Technology only,
- and a member who attends such a meeting (whether at a physical venue or by using Virtual Meeting Technology) is taken for all purposes to be present in person at the meeting while so attending.
- 41.6 If, before or during a meeting of members using Virtual Meeting Technology, any technical difficulty occurs, such that the members as a whole do not have a reasonable opportunity to participate, the person presiding may:
- (a) adjourn the meeting until the difficulty is remedied; or

- (b) where a quorum remains present (whether at a physical venue or by virtual meeting technology) and members are able to participate, subject to the law, continue the meeting.

42. **Voting at General Meetings**

- 42.1 Subject to this Constitution, every Member of the Association with full voting rights has only one vote at a meeting of the Association.
- 42.2 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.
- 42.3 Where a Member is a company or partnership, the Member shall be entitled to:
 - (a) appoint a natural person to be its proxy, and attend and vote at any general meeting of the Association; or
 - (b) lodge a vote with the Executive Officer or other delegate of the Board with instructions on how to vote prior to the meeting. Such proxy votes shall be emailed or made in writing and shall be declared at the beginning of meetings.
- 42.4 Subject to this Constitution, votes on a question for decision at a general meeting, other than a special resolution, can be captured by the Association in any way seen fit, as long as vote collection is documented and defensible.

43. **Poll at General Meetings**

- 43.1 If a poll is demanded by at least five Members, it must be conducted in a manner specified by the person presiding the general meeting and the result of the poll is the resolution of the meeting on that question.
- 43.2 A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

44. **Special and Ordinary Resolutions**

- 44.1 A special resolution is a resolution passed at a duly convened meeting of the Members of the Association if:
 - (a) at least 21 days' written notice specifying the intention to propose the resolution as a special resolution has been given to all Members of the Association; and
 - (b) it is passed at a meeting referred to in this clause 44.1 by a majority of not less than three-quarters of such Members of the Association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.
- 44.2 An ordinary resolution is a resolution passed by a simple majority of those Members present at a duly convened general meeting, either in person or by proxy, and entitled to vote on the resolution.

45. **Minutes**

- 45.1 Proper minutes of all proceedings of general meetings of the Association and all Board Meetings shall be recorded within one month of the relevant meeting in minute books kept for such purpose. Such minutes shall be available for inspection by all Members.
- 45.2 The minutes kept pursuant to this clause 45 must be confirmed by a majority vote of the members of the Association or the Board Members (as relevant) at a subsequent meeting.
- 45.3 The minutes kept pursuant to this clause 45 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.
- 45.4 Where minutes are recorded and signed they shall be regarded as evidence of the meeting having been convened and duly held, of all proceedings at the meeting having been duly held,

and that all appointments and decisions made at the meeting were valid, unless the contrary can be proven.

Part 6 – Financial Management

46. Financial Year

The financial year of the Association shall be for the period of twelve (12) months to the end of the 30 June in any year unless otherwise determined by the Board (**Financial Year**).

47. Accounts

47.1 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.

47.2 These accounts shall be audited annually if required under the Act.

47.3 The accounts, together with the auditor's report (if applicable), and any other reports required under the Act, shall be laid before Members at the annual general meeting of the Association.

48. Appointment of an auditor

If required under the Act:

48.1 at each annual general meeting, the Members shall appoint a person to be auditor of the Association;

48.2 the auditor shall hold office until the next annual general meeting and is eligible for reappointment; and

48.3 if an appointment is not made at an annual general meeting, the Board shall appoint an auditor for the current Financial Year.

49. Borrowing and security

49.1 The Association may borrow money from its Bankers or other reputable lending institution upon such terms and conditions as the Board thinks fit. Any such borrowing shall be disclosed to Members at the annual general meeting of the Association.

49.2 The Board may give such security for the discharge of liabilities incurred by the Association as the Board thinks fit. Any such security shall be disclosed to Members at the annual general meeting of the Association.

Part 7 – Miscellaneous

50. Amendment of Constitution

50.1 These rules may be altered (including an alteration of the Association's name) by special resolution of the Members of the Association. This includes repeal or replacement by a substitute constitution.

50.2 Alterations shall be registered with the relevant authority as required by the Act.

50.3 The registered Constitution shall bind the Association and every Member to the same extent as if they had respectively signed and sealed a copy of the Constitution, and agreed to be bound by all of the provisions thereof.

51. Spokesperson for the Association

- 51.1 Through a majority vote, the Board may as it sees fit, appoint an official spokesperson or spokespersons for the Association who may speak on behalf of the Association in respect of any or all industry matters as they may arise.
- 51.2 Public statements and/or correspondence on behalf of the Association may only be made by the President or such persons that the Board appoints or authorises. A person who incorrectly holds him or herself out as being authorised to speak publicly on behalf of the Association will be in breach of this Constitution and such breach may result in expulsion.

52. Association logo

- 52.1 The Board shall make available the Association's logo for use by its Members.
- 52.2 It is the Member's responsibility to remove the Association's logo from all printed materials within 3 months of ceasing to be a Member.

53. Prohibition against securing profits for Members

The income and capital of the Association shall be applied exclusively to the promotion of objects of the Association 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 or expenses incurred on behalf of the Association as required by the Act.

54. Winding up

- 54.1 The Association may be wound up in a manner provided for in the Act.
- 54.2 If after the winding up of the Association there remains "surplus assets" as defined in the Act, such assets shall be distributed to any organisation which has similar objects and has rules that prohibit the distribution of its assets and income to its Members.
- 54.3 Such organisation or organisations shall be identified and determined by a special resolution of Members in a general meeting of the Association.

55. Common Seal

- 55.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 55.2 The common seal shall not be used without the express authorisation of a resolution of the Board and every use of the common seal shall be recorded in the minutes of the Association.
- 55.3 The affixing of the common seal shall be witnessed by:
- (a) the President and the Vice President; or
 - (b) one of each of the following:
 - (i) the President or the Vice President; and
 - (ii) one other Board Member or the Executive Officer or such other person as the Board may authorise for such purpose.
- 55.4 The common seal shall be kept in the custody of the Executive Officer or such other person as the Association may from time to time decide.

56. Execution of documents

- 56.1 The Association may execute a document without a common seal if the document is signed by:
- (a) the President and the Vice President; or
 - (b) one of each of the following:
 - (i) the President or the Vice President; and

(ii) one other Board Member or the Executive Officer or such other person as the Board may authorise for such purpose.

56.2 For the avoidance of doubt, the Board may delegate the execution of documents on behalf of the Association in accordance with the Act and law.

56.3 This clause 56 does not limit the way in which the Association may execute a document (including a deed).

Confirmed as the Constitution of the Association
by the President:

.....

Signature

.....

Name (please print)

Date: / /2023