



**CONSTITUTION OF McLAREN VALE GRAPE WINE & TOURISM INDUSTRY  
ASSOCIATION INCORPORATED**

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## CONSTITUTION OF

### McLAREN VALE GRAPE, WINE & TOURISM INDUSTRY ASSOCIATION INCORPORATED

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#### 1 NAME

The name of the Incorporated Association will be "**McLAREN VALE GRAPE, WINE & TOURISM INDUSTRY ASSOCIATION INCORPORATED**", referred to in this Constitution as the "**Association**".

#### 2 DEFINITIONS AND INTERPRETATION

##### 2.1 Definitions

- 2.1.1 "**Act**" means the Associations Incorporation Act 1985 (South Australia) and includes any modification or re-enactment of the Act or any provision substituted for, and all regulations and statutory instruments issued under, the Act or any such modification, re-enactment or provision.
- 2.1.2 "**Annual General Meeting**" means any meeting required to be held by the Association in each year in accordance with section 39 of the Act.
- 2.1.3 "**Area**" means the McLaren Vale Geographical Indication as determined by the Australian Wine and Brandy Corporation boundaries.
- 2.1.4 "**Board**" means the body of persons constituted pursuant to Rule 7.
- 2.1.5 "**Board Meeting**" means any properly constituted meeting of the Board.
- 2.1.6 "**Board Member**" means a member of the Board elected or appointed to such a position in accordance with this Constitution.
- 2.1.7 "**Body corporate**" means any company, partnership, joint venture, association, corporation or other body corporate and any governmental authority or agency.
- 2.1.8 "**Chairperson**" means the person holding the office of chairperson of the Board from time to time and, in respect of a particular meeting of the Board, the chairperson of that meeting determined in accordance with rule 6.6.2.
- 2.1.9 "**Commission**" means the Corporate Affairs Commission.
- 2.1.10 "**Financial Member**" means a person who is a member of the Association under rule 5.4.
- 2.1.11 "**Fund**" means the McLaren Vale Wine Industry Fund established under the Primary Industry Funding Schemes Act 1998 (South Australia) and the Primary Industry Funding Schemes (McLaren Vale Wine Industry Fund) Regulations 2017 (South Australia).
- 2.1.12 "**Fund Regulations**" means the Primary Industry Funding Schemes (McLaren Vale Wine Industry Fund) Regulations 2017 (South Australia).

- 2.1.13 "**General Meeting**" means any properly constituted meeting of the Association's Members.
- 2.1.14 "**Grape Grower**" means a person who is, under the Fund Regulations, required from time to time to contribute to the Fund as a grower of McLaren Vale grapes.
- 2.1.15 "**Independent Board Member**" means a Board Member who is not a Member (including a Board Member who has been previously employed in an executive capacity by the Association or, a Member, unless there has been a period of at least three years between ceasing such employment and serving as a Board Member) and is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Association as a whole rather than those of an individual Member or other party.
- 2.1.16 "**Levy Member**" means a person who is a member of the Association under rule 5.3.
- 2.1.17 "**Ordinary Resolution**" means a resolution passed by a majority of not less than half of the Members of the Association entitled to be present and voting at the relevant meeting dealing with the relevant resolution.
- 2.1.18 "**Other Industry**" means an industry other than the Tourism Industry, the grape growing industry (which, for the purposes of this Constitution, means the industry comprised of Grape Growers), or the wine making industry (which, for the purposes of this Constitution, means the industry comprised of Winemakers).
- 2.1.19 "**Member**" means a Levy Member or Financial Member of the Association and "Membership" means the status of such Members under this Constitution.
- 2.1.20 "**Special General Meeting**" means a meeting of the Association's Members other than an Annual General Meeting.
- 2.1.21 "**Special Resolution**" means a resolution passed by a majority of not less than 3/4 of the Members of the Association or Board Meeting (as the case may be) entitled to be present and voting at the relevant meeting dealing with the relevant resolution.
- 2.1.22 "**Strategic Plan**" means the Strategic Plan current from time to time referred to in rule 3.13.
- 2.1.23 "**Tourism Industry**" means the tourism industry which includes accommodation, tours and attractions, hospitality, cellar doors, restaurants and event organisers.
- 2.1.24 "**Winemaker**" means a person who is, under the Fund Regulations, required from time to time to contribute to the Fund as a "McLaren Vale grapes winemaker" (as that term is defined in the Fund Regulations).

## 2.2 Interpretation

- 2.2.1 Words importing the singular include the plural and vice versa.
- 2.2.2 Words importing a gender include any gender.
- 2.2.3 An expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and any governmental authority or agency.
- 2.2.4 A reference to a person includes that person's successors and permitted assigns.
- 2.2.5 A reference to any legislation includes any amendment to it, any consolidation or replacement of it, and any subordinate legislation made under it.
- 2.2.6 If any provisions of these rules is judged invalid, illegal or unenforceable, then the offending provision (in whole or in part) will be deemed to be severed from these rules and will not affect the validity, legality or enforceability of the remaining provisions.
- 2.2.7 Words defined in the Act shall have the same meanings when used in these rules.

### **3 OBJECTIVES AND PURPOSES**

The objectives and purposes of the Association (the “objectives and purposes” or “objectives”) are:

- 3.1 To promote the Area as a grape growing, wine and tourism area;
- 3.2 To develop and improve the Area’s grape growing, wine and tourism industries and to foster economic development appropriate to lifestyle, heritage, culture and natural environment;
- 3.3 To establish operational and marketing networks in order to develop and promote the grape growing, wine and tourism industry in the Area;
- 3.4 To generate funds from membership, events, donations and sponsorships and administer and manage any funding agreements and grants from Federal, State & Local Governments for the development and promotion of the Area;
- 3.5 To act as a representative for the grape, wine and tourism industry in the Area and to lobby Local, State and Federal Governments;
- 3.6 To help achieve the State’s overall goals of creating jobs for South Australians by sustaining profitable tourism industries – with a focus on growing visitor numbers, greater length of stay and yield;
- 3.7 To contribute to visitor hosting and/or hospitality in the Area;
- 3.8 To actively promote world’s best practice in viticulture, winemaking, food production, hospitality and tourism;
- 3.9 To raise community awareness of the value of viticulture, wine production and tourism to the Area’s economy and encourage the support and involvement of local businesses and residents;

- 3.10 To organise and conduct meetings, functions, events and activities which promote the objectives and purposes of the Association or the Association itself;
- 3.11 Communicate effectively with key stakeholders including the local community, industry, Federal, State and Local Governments, trade groups and the media;
- 3.12 To contribute to the maintenance of McLaren Vale's rural character and protection against encroaching urbanisation, for the benefit of future generations;
- 3.13 To produce a Strategic Plan which reflects the objectives, to review it from time to time and to strive to deliver results in accordance with the Strategic Plan current from time to time; and
- 3.14 To do all other lawful things incidental or conducive to the attainment of the objectives of the Association.

#### **4 POWERS**

The Association shall have all the powers conferred by Section 25 of the Act and the power to do all such other lawful things as may be incidental or conducive to the attainment of the objectives and purposes and as well shall have the following powers:

- 4.1 The power to negotiate and receive grants and/or other assistance from any appropriate government of commercial organisation, to be utilised in meeting the objectives of the Association;
- 4.2 The power to enter into contracts;
- 4.3 The power to invest monies not immediately required for the purposes of the Association in such a manner as the Board sees fit;
- 4.4 The power to do all things necessary or considered desirable by the Board for the purpose of achieving or carrying into effect any of the foregoing; and
- 4.5 The power to determine and administer the rules of the Association.

#### **5 MEMBERSHIP**

- 5.1 There shall be two (2) classes of Membership of the Association, which shall be Levy Members and Financial Members.
- 5.2 The Membership shall consist of any body corporate or person (over the age of eighteen (18) years) which or who applies for and is received into Membership in accordance with this Rule 5 and who agrees to subscribe to the objectives and purposes of the Association.
- 5.3 Levy Membership:
  - 5.3.1 A person who:
    - (a) is required under the Fund Regulations to pay contributions to the Fund from time to time;
    - (b) has paid such contributions to the Fund (or, in the case of a Grape Grower, has paid such contributions to the relevant Winemaker who, under the Fund Regulations, is required to make payment to the Fund

on behalf of that Grape Grower); and

(c) is not in default under Rule 3(2) of the Fund Regulations;

shall be a Levy Member of the Association.

5.3.2 As a Levy Member of the Association, the Levy Member shall continue to make contributions to the Fund as required under the Fund Regulations, and shall pay to the Association such other fees (if any) fixed by the Association from time to time.

#### 5.4 Financial Membership:

5.4.1 A person who is resident in, or associated with, the Area, and is not a Levy Member under rule 5.3.1, is eligible for Financial Membership of the Association.

5.4.2 The application for Financial Membership shall be made in writing, signed by or on behalf of the applicant, and shall be on such a form as the Board from time to time prescribes for the Board to consider (and shall include the details specified at rule 5.5.2).

5.4.3 Upon the acceptance of the Financial Membership application by the Board, and upon payment of the appropriate membership fee and/or joining fee, the applicant shall be a Financial Member of the Association, and the applicant may continue as a Financial Member of the Association for so long as the applicant continues to pay to the Association such membership fees, levies or other fees (if any) fixed by the Association from time to time.

#### 5.5 Sectors:

5.5.1 Levy Members shall be divided into the following two sectors, depending upon the capacity in which the Levy Member is required to contribute to the Fund:

(a) Winemaker (Wine Sector); or

(b) Grape Grower (Grape Sector);

5.5.2 The application for Financial Membership shall note which of the following two sectors the applicant for Financial Membership is primarily involved in:

(a) Tourism Industry (Tourism Sector); or

(b) Other Industry (Other Industry Sector).

#### 5.6 Membership and Other Fees

5.6.1 For Levy Membership, no joining fees or membership fees shall be payable to the Association, but other fees may be payable which shall be such sum as the Board from time to time determine.

5.6.2 For Financial Membership, the joining fees, membership fees, levies or other fees shall be such sum, and shall be payable at such time and in such manner, as the Board shall from time to time determines.

5.7 Any right, privilege, or obligation which a person has by reason of being a Member of the Association is not capable of being transferred or transmitted to another person and immediately terminates upon cessation or termination of the person's Membership.

#### 5.8 Resignation from Membership

5.8.1 Any Member may resign from their Membership of the Association by giving 14 days written notice thereof to the Secretary either personally or by regular post to the Association's postal address.

5.8.2 Any Member so resigning shall be liable for any outstanding membership fees, levies or other fees payable by them (calculated on a pro rata basis), which shall be recovered as a debt due to the Association. The Association is not liable to refund any fees for any expired term.

#### 5.9 Termination of Membership

5.9.1 In relation to a Levy Member who is:

(a) in default under rule 3(2)(a) of the Fund Regulations, the Levy Member shall be liable for termination of their Levy Membership upon the Secretary giving the Levy Member 14 days written notice:

(i) in the case of a Winemaker, to make payment of the outstanding contribution to the Fund; or

(ii) in the case of a Grape Grower, to make payment of the outstanding contribution to the relevant Winemaker who, under the Fund Regulations, is required to make payment to the Fund on behalf of that Grape Grower;

at the expiration of which (and unless the Levy Member has made full payment as required under rule 5.9.1(a)(i) or (ii), as the case may be, evidence of which must be provided to the Association) the Levy Member's Levy Membership will be terminated; or

(b) in default under rule 3(2)(b) of the Fund Regulations, the Levy Member's Levy Membership will be terminated immediately upon the Secretary giving written notice of termination to the Levy Member.

5.9.2 Any Financial Member who fails to pay joining fees, membership fees, levies or other fees as required under rules 5.4.3 and 5.6.2 shall be liable for termination of their Financial Membership, and the Secretary may give such Financial Member 14 days written notice to make payment of any outstanding fees, at the expiration of which (and unless the Financial Member has made full payment of outstanding fees) the Financial Member's Financial Membership will be terminated.

#### 5.10 Register of Members

5.10.1 The Board shall cause a register to be kept in which shall be entered the names and addresses of all persons, firms or organisations admitted to Membership of the Association and the dates of their admission.

5.10.2 Particulars shall also be entered into the register of resignations, terminations and reinstatements of Membership and any further particulars as the Board, or the Members at any General Meeting, may require from time to time.

5.10.3 The register of Members shall be open for inspection at all reasonable times by any Member of the Association.

#### 5.11 Expulsion of a Member

5.11.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the objectives of the Association. Particulars of the charge shall be communicated to the Member at least 14 days before the Board Meeting at which the matter will be determined.

5.11.2 The determination of the Board shall be communicated to the Member, and in the event of an adverse determination the Member shall, subject to sub-rule 5.11.3, cease to be a Member 14 days after the Board has communicated its determination to them.

5.11.3 It shall be open to a Member to appeal to the Association in General Meeting against the expulsion. The intention to appeal shall be communicated to the Secretary within 14 days after the determination of the Board has been communicated to the Member.

5.11.4 In the event of an appeal under sub-rule 5.11.3 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, and in such event the Member's Membership will be terminated at the date of the General Meeting at which the determination of the Board is upheld.

#### 5.12 GWT Associates

5.12.1 The Board may allow the registration of individuals or body corporates as associates of the Association, in the event that such individuals or body corporates do not wish to apply for Membership of the Association ("GWT Associates").

5.12.2 The joining fees, membership fees, levies or other fees payable by GWT Associates shall be such sum (and shall be payable at such times) as the Board from time to time determines.

5.12.3 GWT Associates do not have any right, privilege, or obligation which a person has by reason of being a Member of the Association. GWT Associates are not Members of the Association, and as such are not entitled to vote at any General Meeting, or for the election of Board Members.

5.12.4 Subject to rules 5.12.2 and 5.12.3, the Board may from time to time create any policy or rules in relation to GWT Associates as the Board may determine in its absolute discretion.



## **6 MANAGEMENT OF THE ASSOCIATION / BOARD MEETINGS**

- 6.1 The control, conduct and management of the affairs, funds and property of the Association shall be vested exclusively in the Board which in addition to any powers and authorities conferred by this Constitution may exercise all such powers of the Association and do all such things as are within the objectives of the Association, which are not by the Act or by this Constitution required to be done by the Association in General Meeting.
- 6.2 The Board may appoint, from Board Members or other Members of the Association or other people, such committees as it may deem necessary, and may determine the number of members to comprise any such committee and define its powers and duties (Committees).
- 6.3 Board Members shall have full and equal voting rights, with the exception of the Chairperson, who shall have a casting vote in the event of a tied vote.
- 6.4 The Board shall have the power to appoint, from time to time, such officers, advisors or consultants as are required to carry out the objectives and purposes of the Association (which persons may or may not be Members), and may discuss or delegate any of its powers to such persons, save and except this power of delegation. Such persons may, at the request of the Board, attend Board Meetings, but they shall not be entitled to vote at Board Meetings, nor will their attendance be included in the counting of attendees for the purposes of a quorum at Board Meetings (i.e. they are not to be considered Board Members for any purpose).
- 6.5 Committees shall not enter into agreements or financially binding arrangements unless prior written agreement has been sought and given by the Board. All such Committees shall at all times be and remain subject to the overriding authority of the Board.
- 6.6 Board Meetings
  - 6.6.1 The Board shall meet at least six (6) times per year, including at least once each three (3) calendar months, to exercise its functions.
  - 6.6.2 The Chairperson, or in his or her absence a nominee of the Board (who is also a Board Member), shall preside as chairperson at every Board Meeting.
  - 6.6.3 At every Board Meeting a majority of the Board Members presently elected and/or appointed to the Board shall constitute a quorum.
  - 6.6.4 Subject to that previously provided in this rule, the Board may meet together and regulate its proceedings as it thinks fit, provided that, questions arising at any Board Meeting shall be decided by a majority of votes of Board Members present and in the case of equity of votes, the Chairperson only shall have a casting vote.
  - 6.6.5 A Board Meeting may be held by telephone conference / link up of a number of the Board Members sufficient to constitute a quorum and all the provisions in these rules relating to Board Meetings apply. A Board Member participating in a Board Meeting by telephone or audio or audiovisual communication is to be taken to be present in person at the

Board Meeting. Notice of such a meeting must be given to all Board Members but may be given by means of telephone or such other method as the Board may prescribe.

6.6.6 In addition to Board Meetings held pursuant to rule 6.6.1, a Board Meeting shall be convened by the Secretary on the requisition in writing, signed by not less than one third of the Board Members. Such requisition shall clearly state the reasons why the meeting is being convened and the nature of the business to be transacted (a Special Board Meeting).

6.6.7 Not less than fourteen (14) days' notice shall be given by the Secretary to the Board Members of any Special Board Meeting. Such notice shall clearly state the nature of the business to be discussed at the Special Board Meeting.

#### 6.7 Transactions between the Association and Board Members

6.7.1 No Board Member is disqualified by reason of their office from contracting or entering into any arrangements with the Association.

6.7.2 A contract or arrangement entered into by or on behalf of the Association in which any Board Member is in any way interested is not to be avoided and shall not be voidable by reason of the interest of the Board Member.

6.7.3 A Board Member is not liable to account to the Association for any profit realised under any contract or arrangement by reason of the Board Member holding such office or of the fiduciary relationship between the Board Member and the Association.

#### 6.8 Disclosure of Interest of Board Members

6.8.1 A Board Member who has any direct or indirect pecuniary interest in a contract, or proposed contract with the Association must:

- (a) On appointment provide details of any relevant pecuniary interests in the prescribed manner; and/or
- (b) As soon as he or she becomes aware of his/her interest, disclose the nature and extent of his/her interest to the Board.

### **7 BOARD MEMBERS AND THEIR ELECTION TO THE BOARD**

#### 7.1 Number of Board Members:

The Association will have seven (7) Board Members.

#### 7.2 Composition of the Board:

7.2.1 A Board Member shall be a natural person;

7.2.2 The Board shall be comprised of:

- (a) four Independent Board Members; and
- (b) three Members.

7.3 Continuing Board Members may act:

Subject to rule 6.6.3, the continuing Board Members may act despite a vacancy in their number.

7.4 Term of Appointment

7.4.1 All Board Members are appointed for a term of three years.

7.4.2 Board Members may hold office for a maximum of two consecutive terms (six consecutive years).

7.5 Board Member Nominations, Elections and Appointment

7.5.1 When a Board Member's or Board Members' tenure on the Board is to expire, the Board shall appoint the Selection Committee in accordance with rule 8.4.

7.5.2 A person nominated by the Board for election as a Board Member shall be subject to election at the next Annual General Meeting to be determined by simple majority of Members entitled to vote.

7.6 Vacancies on the Board

7.6.1 The Board shall have the power to appoint any person to fill any casual vacancy on the Board until the expiration of the term of the relevant vacant position. Although the Board retains full discretion as to which person is chosen to fill any such vacancy, the Board may only appoint a person recommended by the Selection Committee.

7.6.2 Any Board Member who fails to attend three (3) consecutive Board Meetings (excluding Special Board Meetings) or five Board Meetings of the scheduled number of Board Meetings per year, without seeking prior leave of absence, will be deemed to have created a vacancy.

7.6.3 A person appointed to fill a casual vacancy and nominated by the Board for election as a Board Member shall be subject to election at the next Annual General Meeting to be determined by a simple majority of Members as entitled to vote.

7.7 Chairperson

7.7.1 On receiving an appointment recommendation from the Selection Committee under rule 8.2.3, the Board Members must appoint one of the Independent Board Members as Chairperson who will hold that office for a period of three years, or until such time as their tenure as a Board Member comes to an end, whichever occurs first.

7.8 Remuneration and Expenses of Board Members

7.8.1 The Board Members are to be remunerated for their services but the total amount of the remuneration of Board Members may not exceed the amount fixed by the Association in general meeting for that purpose.

7.8.2 A Board Member's remuneration may be a combination of:

- (a) a stated salary;
- (b) a share of the amount fixed under rule 7.8.1, divided among them as the Board Members decide and in default equally.

7.8.3 The Association must also pay travelling and other expenses that a Board Member properly incurs on the Association's business.

## 7.9 Resignation from the Board

Any Board Member may resign from membership of the Board at any time by giving notice in writing to the Secretary and such resignation shall take effect at the time such a notice is received by the Secretary unless a later date is specified in the notice.

## 7.10 Vacation of office of Board Member

7.10.1 The office of any Board Member or any member of any Committee shall become vacant if that Board Member is:

- (a) Disqualified by the Act;
- (b) Permanently incapacitated by ill health;
- (c) Absent without leave granted from three or more consecutive Board Meetings or Committee meetings, or five or more in any one calendar year;
- (d) No longer the duly appointed representative of a body corporate who is a Member; or
- (e) Not an Independent Board Member, and ceases to be a Member.

# 8 SELECTION COMMITTEE

## 8.1 Establishment

There to be a Committee called the selection committee ("Selection Committee").

## 8.2 Functions of the Selection Committee

The Selection Committee is to:

- 8.2.1 identify and recommend to the Board persons for appointment as Board Members arising from the tenure of a Board Member coming to an end or to fill a casual vacancy;
- 8.2.2 make recommendations to the Board with respect to the recruitment and/or advertisement for Board Members;
- 8.2.3 make a recommendation to the Board with respect to the appointment of one of the Independent Board Members as Chairperson;
- 8.2.4 undertake other related functions as directed by the Board;

## 8.3 Composition of the Selection Committee

The Selection Committee is to be composed of the following people:

8.3.1 an independent chairperson appointed by the Board.

8.3.2 three other persons drawn from Members appointed in consultation with the Board.

8.4 Term of appointment

8.4.1 The Selection Committee will be appointed:

- (a) on a standing basis for a term of up to six (6) months;
- (b) in advance of the expiry of the term of a Board Member.

8.5 Reporting

8.5.1 The Selection Committee must report on its activities in accordance with a reporting schedule as determined by the Board.

8.5.2 A Selection Committee report relating to the appointment of a Board Member must include:

- (a) Details of each nominee's qualifications and experience.
- (b) A recommendation as to whether appointment of the nominee as a Board Member will contribute to the Board achieving, as a whole, an appropriate balance of skills, knowledge and experience.

8.6 Meetings

The Selection Committee must meet for the despatch of business in the manner and at the date and time directed by the Board.

## **9 ASSOCIATION EMPLOYEES**

The Association may employ staff, consultants and contractors if and as required. Conditions of employment, payment and duties shall be set in writing by the Board having regard to all legal obligations of employment and accepted in writing by the intended employee.

## **10 PUBLIC OFFICER AND SECRETARY**

The Board shall appoint an individual to act as the Public Officer of the Association, in accordance with the Act. The Board shall also appoint an individual to act as "Secretary" of the Association.

## **11 ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS**

11.1 The Annual General Meeting of the Association shall be held each year on or before 30 November, at a location and on a date to be determined by the Board to transact the following business:

11.1.1 To confirm the minutes of the preceding Annual General Meeting;

- 11.1.2 To receive the Chairperson's report for the previous financial year;
  - 11.1.3 To receive, and if approved, adopt the audited Statement of Accounts of the Association for the financial year ending 30 June preceding;
  - 11.1.4 To declare continuing and/or appointed representatives of authorities/agencies, the Auditor and any such other persons as it may be necessary to elect or appoint;
  - 11.1.5 To consider alterations to the Constitution and if approved, amend accordingly, and
  - 11.1.6 To deal with any matters the Board or any Member wishes to bring before the meeting.
- 11.2 Voting at the Annual General Meeting and Special General Meetings
- 11.2.1 Only Members may vote.
  - 11.2.2 No business shall be transacted at any meeting unless a quorum of Members is present at the time when the meeting proceeds to business. For the purpose of this rule "Member" includes a person attending as a proxy or as representing a corporation or association, which is a Member.
  - 11.2.3 At any Annual General Meeting or Special General Meeting five (5) Members present and able to vote shall constitute a quorum for the purposes of rule 11.2.2 of this Constitution.
  - 11.2.4 If within half an hour from the time appointed for the commencement of a meeting, a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the appointed time for the meeting, the Members present shall constitute a quorum.
  - 11.2.5 The chairperson of the meeting (refer rule 11.2.7) may, with the consent of a majority of Members present at any meeting at which a quorum is present (and shall if so directed by a majority of Members present at any meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. It shall not be necessary to give notice of adjournment or of the business to be transacted at an adjourned meeting. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
  - 11.2.6 At the Annual General Meeting, general business that is not referred to in the notice provided to Member's pursuant to rule 12.1 may be considered and if thought fit, voted on. A Special Resolution must be passed by the Members present consenting to such a vote before the vote can occur.
  - 11.2.7 In the case of an equality of votes the chairperson of the meeting is entitled to a casting vote. The Chairperson will be the chairperson of any Annual General Meeting or Special General Meeting, and in the event that the

Chairperson cannot attend the relevant meeting a nominee of the Board (who is also a Board Member) as Chairperson.

## **12 NOTICE OF ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS**

- 12.1 At least twenty-one (21) days' notice of the time and place of every Annual General Meeting shall be given by the Secretary to all Members of the Association.
- 12.2 At least fourteen (14) days' notice of the time and place of every Special General Meeting shall be given by the Secretary to all Members of the Association.
- 12.3 The notice provided by the Secretary in accordance with rule 12.1 or 12.2 (as the case may be) shall state the business to be transacted at the meeting and in the case of a Special General Meeting only that business referred to in the notice shall be capable of being considered.
- 12.4 The Secretary shall convene a Special General Meeting:
  - 12.4.1 When directed to do so by the Board (such direction shall clearly state the reason why the Special General Meeting is being directed and the notice convening the meeting shall likewise state the reason why the meeting is being held and the nature of the business to be transacted); or
  - 12.4.2 On request in writing, signed by not less than one third of the Members presently elected or appointed to the Board, or not less than 33% of the Members of the Association (such requisition shall clearly state the reason why the Special General Meeting is being requested and the notice convening the meeting shall likewise state the reason why the meeting is being held and the nature of the business to be transacted).
- 12.5 A Board Member desiring to bring any business before any General Meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next General Meeting provided the Board Member's notice was provided to the Secretary at least two days before the Secretary gives notice to Members pursuant to rule 12.1 or 12.2.

## **13 MINUTES OF MEETINGS**

- 13.1 Proper minutes of all proceedings of meetings of the Association and the Board, and of meetings of Committees, shall be entered within two weeks after the relevant meeting in minute books kept for the purpose.
- 13.2 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place, and if this does not occur, by the chairperson of the next succeeding meeting provided the minutes are confirmed.
- 13.3 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.

## **14 PROXIES**

- 14.1 A Member entitled to vote at any General Meeting may appoint another Member as proxy, by lodging written notification (in such a form as the Board shall from

time to time require) appointing the proxy with the Secretary no later than two (2) business days before the time of the General Meeting at which the Member named in the proxy instrument proposes to vote.

- 14.2 Written notification appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution, and where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- 14.3 A Board Member may by written notice to the Association appoint a proxy to vote for that Board Member at a Board Meeting. The proxy must be a Board Member. The appointer may terminate the proxy's appointment at any time by written notice to the Association. A Board Member may act as proxy for more than one person; however, in determining whether a quorum is present, if an individual is attending both as a Board Member and as a proxy, the person must be counted only once.

## **15 VOTING RIGHTS**

- 15.1 Each Member entitled to be present in person or by proxy at any General Meeting or each Board Member entitled to be present in person at any Board Meeting shall be entitled to one vote with the chairperson of the meeting (refer rule 11.2.7) having a casting vote only in the event of equity in votes.
- 15.2 The Chairperson (if any) present in person at any General Meeting or Board Meeting shall not be entitled to a deliberative vote, but shall have a casting vote only in the event of equity in votes.
- 15.3 A Member being a body corporate entitled to be present in person or by proxy at any General Meeting shall be entitled to appoint one (1) person to represent it at such meetings. That person shall be appointed by the board of the relevant body corporate which appointment shall be authenticated in writing and provided to the Secretary and may be revoked by the board of the relevant body corporate in writing provided to the Secretary.
- 15.4 At any General Meeting.
  - 15.4.1 A resolution put to the vote must be decided on a show of hands unless a poll is demanded.
  - 15.4.2 A poll will be taken only upon the meeting resolving by general resolution to demand a poll.
  - 15.4.3 A poll must be taken when and in the manner the chairperson (refer rule 11.2.7) of the meeting directs.
  - 15.4.4 A declaration of the chairperson of the meeting (refer rule 11.2.7) as to the poll results is evidence of the result of that poll.

## **16 FINANCE**

### **16.1 Financial Year**

The financial year of the Association shall be the period commencing on 1 July and for a period of twelve (12) months ending on 30 June the following year.



## 16.2 Financial Accounts

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

## 16.3 Financial Reporting

16.3.1 The Association shall maintain a bank balance with a Trading Bank operating in South Australia into which all receipts shall be paid and from which all payments shall be made.

16.3.2 At the Annual General Meeting the Secretary shall present a full Financial Statement and Balance Sheet duly audited by a person appointed for that purpose at the previous Annual General Meeting.

## 16.4 Bank Accounts

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

## 16.5 Signing of Cheques

All cheques, drafts or other orders for payment of money, notes or other evidence of indebtedness in the name of the Association shall be signed by the persons approved from time to time by the Board for that purpose. The Board may grant a standing approval under this rule.

## 16.6 Deposit of Funds

All funds of the Association shall be deposited from time to time in its name and to its credit in such authorised banks, registered building societies, trust companies or other depositories as the Board may select.

## 16.7 Opening of Bank Accounts

The Board may from time to time authorise the opening and keeping of general and special bank accounts with such banks or other authorised deposit taking institutions as the Board may select.

## **17 AUDIT**

17.1 At the Annual General Meeting, Members shall appoint an auditor, being a member of the Institute of Chartered Accountants or a member of the Australian Society of Certified Practising Accountants (the Auditor).

17.2 The Auditor shall audit and certify the accounts of the Association as soon as possible after the end of each financial year and if specifically requested by the Chairperson to audit accounts at any other time.

## **18 DISSOLUTION**

### 18.1 Resolution of Members

The Association may be dissolved in the manner provided for in the Act.

## 18.2 Excess Funds Upon Winding Up

If on the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever shall not be paid or distributed among the Members of the Association but shall be transferred to an organisation having objects similar to the objects of the Association within the Area.

## 19 LIABILITY OF MEMBERS AND OFFICERS

A Member or Officer (as defined in the Act) of the Association shall not be liable to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except as otherwise provided for in the Act.

## 20 INDEMNITY

20.1 To the maximum extent permitted by section 39B of the Act, every person who is or has been a Board Member or other Officer (as defined in the Act) or servant of the Association shall be indemnified by the Association against any liability incurred by that person as such an Officer and against any costs and expenses incurred by that person in defending any proceeding, whether civil or criminal, in respect of such a liability, whether actual or alleged, or in respect of that person's conduct as an Officer, whether actual or alleged.

20.2 The Association will pay the premium for the insurance of any officer that the Association considers appropriate.

## 21 BY LAWS

Except as otherwise provided for by these rules and subject to any resolutions of the Members of the Association carried at a General Meeting, the Board shall have power and authority from time to time and subject to these Rules to make, alter and repeal by-laws or regulations not inconsistent with these Rules for the internal management of the Association and any by-laws shall be binding on all Members and shall be construed as part of the Rules of the Association until such time as it is rescinded by Special Resolution of the Members of the Association in a General Meeting.

## 22 ALTERATION TO THE CONSTITUTION

The Constitution can only be changed (including any alteration to the name of the Association) by Special Resolution of the Members at an Annual General Meeting or a Special General Meeting.