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# **CONSTITUTION**

**Of**

# **LICENSED CLUBS' ASSOCIATION OF SOUTH AUSTRALIA INC.**

*(as amended Wednesday 20<sup>th</sup> November 2018)*

# **LICENSED CLUBS' ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED**

## **CONSTITUTION**

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# LICENSED CLUBS' ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED

## CONSTITUTION

### 1. NAME

The name of the Association is the 'Licensed Clubs' Association of South Australia' (hereinafter referred to as 'the Association'), trading as Clubs SA.

### 2. DEFINITIONS and INTERPRETATIONS

In this constitution unless the contrary intention appears:

**'Act'** means the *Associations Incorporation Act 1985*, as amended.

**'affiliated club'** means a club which attains affiliation with the Association through membership of a representative association.

**'Annual General Meeting'** (AGM) means the annual meeting of members as required by clause 10.1.

**'annual report'** means the annual report of the Association.

**'annual subscription'** means the annual fee to be paid by each category of member as determined by the board.

**'appointed director'** means a director appointed in accordance with clause 6.1.

**'association'** means an association incorporated pursuant to the *Act*, whether or not holding a licence pursuant to s 36 of the *Liquor Licensing Act 1997*, as amended.

**'ballot'** means a secret vote taken on any matter.

**'board'** means the body consisting of the directors and constituting the 'committee' for the purposes of s29(1) of the *Act*.

**'Chief Executive Officer'** (CEO) means the person appointed in accordance with clause 8.3.

**'Chair'** means the director elected by the board as chair of the Association.

**'constitution'** means this constitution of the Association.

**'delegate'** means a person appointed to represent a member and entitled to vote at a meeting of the association.

**'Deputy Chair'** means the person elected by the board as deputy chair of the Association.

**'director'** means a member of the board and includes both elected and appointed directors and any person acting in that capacity from time to time having been appointed in accordance with this constitution.

**'elected director'** means a director elected in accordance with this constitution.

**'executive' or 'executive committee'** means the board committee of defined in clause 6.2.12.

**'financial year'** means from 1 July until 30 June.

**'general meeting'** means a general meeting of members and includes the annual general meeting or any special general meeting.

**'intellectual property'** means all rights subsisting in copyright, curricula, training materials, computer software and images relating to the Association or any activity of or conducted, promoted or administered by the Association.

**'licence'** means a licence issued pursuant to s36 of the *Liquor Licensing Act 1997*, as amended.

**'life member'** means a person who is elected to life membership of the Association in accordance with clause 5.1.2.

**'Member'** means a member for the time being of the Association.

**'member club'** means any club entitled to membership of the Association in accordance with clause 5.1.1 which becomes a financial member of the Association or a representative association.

**'notice'** means a notice as defined in clause 17.

**'objects'** means the objects of the Association described in clause 3.

**‘office’** means the registered office of the Association.

**‘officer’** means as defined in the *Act*.

**‘ordinary resolution’** means:

- (a) at a meeting of Members, a resolution passed at a general meeting by a simple majority of delegates present, entitled to vote and voting together with proxy votes held by the chair in accordance with this constitution;
- (b) at a meeting of the board or a sub-committee of the board, a resolution passed by a simple majority of those present, entitled to vote and voting.

**‘proxy’** means a formal declaration provided by a Member to the chair of a meeting where a delegate is unable to attend the meeting in person.

**‘policy’** means a policy or procedure duly established by the board pursuant the application of this constitution.

**‘representative association’** means an association constituted to serve the interests of its member clubs.

**‘seal’** means the common seal of the association.

**‘special general meeting’** means a general meeting of members convened in accordance with clause 10.2.

**‘special resolution’** of the Association means a resolution adopted by the members or the board in accordance with the provisions of the *Act*.

**‘website’** means the official website of the Association.

**General:**

- (a) a reference to a function includes a reference to a power, authority or duty;
- (b) a reference to the exercise of a function includes the exercise of a power, authority or a duty;
- (c) words importing the singular include the plural and vice versa;
- (d) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, printed, photographic or other means by which it can readily be read and reproduced;
- (e) where this constitution requires or permits a decision to be made or a resolution to be passed by a general meeting, the board or a sub-committee of the board, the decision may be made or the resolution may be passed by ordinary resolution unless either this constitution or the *Act* requires otherwise;
- (f) words and phrases which are defined in the *Act* and which are not specifically defined above take the same meanings in this constitution as in the *Act*;
- (g) references to clause, unless otherwise indicated, means a clause of this constitution; and
- (h) words and phrases which are not specifically defined above take the accepted meaning in speech.

### **3. OBJECTS of the ASSOCIATION**

The objects of the Association are to:

- .1 Preserve, promote and advance the interests of Members and of the Association;
- .2 Provide a forum for the discussion of matters affecting Members and their interests;
- .3 Protect or further the interests of employers as defined in the Commonwealth *Fair Work Act 2009*, as amended;
- .4 Represent the interests of Members before any industrial body or tribunal;
- .5 Provide services and advice that assists Members to operate sustainable and viable not-for-profit businesses;
- .6 Secure representation on any board, trust, commission or other body established to administer, regulate or conduct investigations into matters which may affect the interests of Members or the Association;
- .7 Affiliate with such other organisation or groups of organisations or bodies which will further the objectives of the Association;
- .8 Preserve and protect the intellectual property of the Association; and
- .9 Do such other acts, matters and things as may be incidental to or necessary for the purpose of attaining any one or more or all of the above objects.

### **4. POWERS of the ASSOCIATION**

The Association may exercise all of the powers conferred by s25 of the *Act* and in addition may:

- .1 Employ any person upon appropriate terms and conditions.
- .2 Provide advice and assistance to any Member.
- .3 Establish any subsidiary entity in furtherance of the Association's objectives.
- .4 Establish policies consistent with this constitution to ensure the sound management of the affairs of the Association.
- .5 Do all such other lawful things or acts as may be incidental to or be deemed to be conducive to the attainment or execution of any or all the foregoing powers and to generally manage the property and affairs of the Association.

### **5. MEMBERSHIP**

#### **1. Eligibility**

- .1 Membership of the Association shall be open to a club or association which holds a licence pursuant to s36 of the *Liquor Licensing Act 1997* or which is an employer for the purposes of the *Fair Work Act 2009*, an unlicensed association or club, or a representative association of licensed and/or unlicensed clubs.
- .2 Members at the AGM may elect any person to life membership of the Association in recognition of outstanding service to the Association, upon recommendation of the board and by acclamation.

#### **2. Categories**

- .1 Members shall be categorised in accordance with criteria established by the board.
- .2 Member clubs and member representative associations shall be classified separately.

#### **3. Application and granting of membership**

- .1 An applicant for membership of the Association shall apply on the form specified.
- .2 Each membership approval shall be reported to the board at the next meeting of the board.
- .3 Payment of the relevant Annual Subscription shall be due and payable within one (1) month of an applicant being advised of approval of its application provided that the board may in its discretion grant an extension.

#### **4. Subscriptions and fees**

- .1 The annual subscription to apply to each category of Member shall be determined by the board and shall be due and payable on or before 31 January in each year unless an extension is granted by the board.
- .2 An annual subscription outstanding as of 1 February shall be a debt due to the Association.
- .3 The board shall have the power to impose a levy on all Members provided that such levy shall not exceed twenty-five (25) per centum of the annual subscription and shall be payable by each Member on or before the expiration of thirty (30) days from the levy being imposed.

#### **5. Participation rights of members**

Shall be entitled to receive Association services and to receive the annual report, to be represented at and participate in general meetings and to vote at such meetings and in elections in accordance with its entitlements prescribed herein.

#### **6. Obligations of members**

A Member shall:

- .1 be bound by this constitution and such policies established by the board for the effective conduct of the affairs of the Association;
- .2 nominate delegates and ensure attendance of delegates at general meetings or provide a proxy response for the business of the meeting where a delegate is unable to attend;
- .3 provide to the Association, in a timely manner, information deemed by the board to be necessary to the proper management of the Association;
- .4 not jeopardise the interests of the Association;
- .5 maintain and enhance the standards, quality and reputation of the Association;
- .6 not act in a manner unbecoming of a Member or prejudicial to the objects or the interests or reputation of the Association; and
- .7 take all reasonable steps to prevent any of its members from acting in a way that is likely to bring the Association into disrepute and take reasonable steps to discipline appropriately any member who acts in such a way.

#### **7. Suspension and cessation of membership**

##### **.1 Suspension**

- .1 The board may by special resolution suspend the membership of a Member who fails to remit its membership subscription within 30 days of it falling due or who, in the view of the board, is not conducting its affairs in accord with the expectations and requirements of the Association as described in clause 5.6.
- .2 The period of suspension may extend until the Member's subscription is paid or until the board is satisfied that the Member has rectified the circumstances which formed the basis of the suspension.

##### **.2 Cessation**

- .1 A Member may at any time, by providing notice in writing to the office, resign from the Association but shall continue to be liable for any annual subscription and all arrears due and not paid at the date of submission of such resignation, and shall not be entitled to a refund in relation to any subscription or levy already paid.
- .2 The board shall have the power to remove, at any time, the name of any Member from the list of Members if that Member's continuing membership of the Association is considered to be detrimental to the interests of the Association.

- .3 No determination shall be made, nor any penalty imposed, on a Member unless:
  - .1 the Member has been advised of the nature of the complaint and the courses of action open to the board at least seven (7) days prior to the board meeting at which the Member's conduct is to be considered; and
  - .2 the Member is given the right to appear before the board, or at the Member's option to submit a written statement, to show cause why an adverse determination should not be made or a penalty should not be imposed.
- .4 A resolution for the imposition of any penalty pursuant to this clause shall be by a special resolution of the board.
- .5 A Member which ceases to be a Member must not thereafter use any property of the Association (including intellectual property) and must immediately return to the Association all of the Association's documents, records or other property in its possession, custody or control.

## 6. BOARD

The affairs of the Association shall be managed by a board of directors ('the board')

### 1. Membership

- .1 The board shall comprise up to eight (8) directors: five (5) elected by Members and up to three (3) appointed by the board as and when deemed appropriate.

At its first meeting following the Annual General Meeting the board will elect from among the elected directors the Chair and Deputy Chair of the Association, each of whose term shall be one (1) year.

- .2 An elected director shall be elected for a term of three (3) years by delegates and life members.

However at the first AGM following adoption of this constitution, all board positions will be vacant and five (5) directors will be elected as follows based upon the number of votes received:

- two (2) for three (3) year term;
- two for two (2) year term; and
- one (1) for a one (1) year term.

- .3 An appointed director, who need not be a member of any club or representative association, shall be appointed for a period of up to one (1) year but shall be eligible for re-appointment.
- .4 A director whose prescribed term has been completed shall retire immediately prior to the Annual General Meeting at which that position falls vacant but shall be deemed to hold office until a successor is elected or appointed.  
An elected director retiring from the board upon completion of a term of office shall be eligible for re-election.
- .5 A director appointed to fill a casual vacancy shall retire immediately prior to the next Annual General Meeting.
- .6 For the purposes of determining which of the directors is required to retire, in addition to those filling casual vacancies, each director shall be deemed to have been elected to the position held at the time that that position was last filled in consequence of an ordinary vacancy.

- .7 In addition to the provisions of s30 of the *Act*, a director shall cease to be a member of the board upon:
  - .1 permanent incapacity due to ill-health;
  - .2 resignation from the board in writing addressed to the CEO and delivered to the office;
  - .3 ceasing to be qualified in accordance with clause 7.3.2;
  - .4 absence from three successive meetings of the board without explanation acceptable to the board; or
  - .5 upon adoption of a special resolution by fellow directors suspending or removing that person on the grounds of breaching this constitution or its attendant policies, and in accord with the process specified in clause 5.7.2.3.

## **2. Powers and responsibilities**

The following shall be in addition to particular responsibilities and powers of the board described elsewhere within this constitution.

- .1 The board shall manage and control the affairs of the Association other than those matters required to be discharged by the Association in a general meeting.
- .2 The board may exercise all such powers and do all such things as are within the objects and powers of the Association.
- .3 The board shall appoint a Chief Executive Officer and such other staff under such terms and conditions as the board may determine from time-to-time as is necessary for the effective and efficient management of the Association.
- .4 The board shall meet on at least six (6) occasions each year, at a time and place to be determined by the board. If the directors are unable to agree upon a time and place at which to meet then the Chair, or in the Chair's absence, the Deputy Chair, shall determine the time and place at which such meeting will be held.
- .5 Should circumstances dictate a special meeting of the board may be called by the Chair.
- .6 Two (2) or more directors may by notice in writing signed by each of them require the CEO to convene a special meeting of the board. In such a case, a special board meeting shall be held within seven (7) days of the receipt of such a requisition, provided that the CEO may disregard any such requisition which is received less than seven (7) days prior to the day for which the next board meeting is scheduled.
- .7 The quorum for meetings of the board shall be four (4) members, which shall include at least three (3) elected directors.
- .8 Except where otherwise specified, resolutions of the board shall be determined by a simple majority of those present, and voting. The chair of the meeting shall be entitled to exercise a deliberative vote and, in the case of a tied vote, shall exercise a casting vote.
- .9 A director having a pecuniary interest in a contract with the Association or any other conflict of interest in regard to a matter before the board must disclose that interest and shall not participate in proceedings of the board in relation to that matter.
- .10 The Board shall appoint such directors of The Licensed Club Industry Training Foundation of SA, as required by the constitution of that association.
- .11 The board may function validly notwithstanding any vacancy in its membership, provided that the number of directors does not fall below the quorum (4) of the board and includes at least three (3) elected directors.



Where the number of directors falls below that sufficient to form a quorum the CEO shall immediately inform the Chair who, in consultation with the CEO, shall take prompt action to fill the vacant position with a casual appointment in accordance with clause 7.1.2.

**.12 Committees and sub-committees**

- .1 The executive shall be a committee of the board and shall comprise the Chair, Deputy Chair and one elected director, to be elected by the board.

The executive shall address matters requiring urgent attention and perform such other functions as delegated by the board.

- .2 The board may establish sub-committees which shall meet as the board determines, conduct business in accord with any instructions the board may issue from time-to-time, and report on the business of any such meeting to the next meeting of the board.
- .3 The board may delegate to any sub-committee any of its powers, functions or responsibilities.
- .4 A determination of a sub-committee shall be taken as a recommendation to the board, unless the board has delegated to the sub-committee power to give effect to its determination.

**7. ELECTION of DIRECTORS and CASUAL VACANCIES**

**1. Ordinary and extraordinary vacancies**

- .1 An ordinary vacancy occurs where an elected director retires at the completion of the relevant term of office in accord with this constitution.
- .2 An extraordinary vacancy occurs where an elected director retires at the completion of a term in filling a casual vacancy in accord with this constitution or where a casual vacancy exists at the date on which nominations for election are called.
- .3 If at any election there are both ordinary and extraordinary vacancies to be filled in respect to directors, nominations may be called for each type of vacancy separately and filled in order by the candidates receiving the greatest number of votes.
- .4 If there are no nominations for an extraordinary vacancy but an excess of nominations for ordinary vacancies then the extraordinary vacancy shall be filled in order of votes received by those candidates who nominated for the ordinary vacancy and are prepared to accept election to an extraordinary vacancy.

**2. Casual vacancies**

Where a director resigns from a position, or otherwise ceases to hold that position, during a term of office, or where an office or position remains vacant following an election, there shall be a casual vacancy and the board may appoint an eligible person to fill the vacancy until the next Annual General Meeting, at which time the position shall be declared to be an extraordinary vacancy and shall be filled by election for the balance of the term of that position.

In the case where the resigning director is either the Chair or Deputy Chair, the board shall fill the position at the first opportunity after the replacement director joins the board.

**3. Elections**

- .1 Members shall be notified in writing at least sixty (60) days prior to the date of the Annual General Meeting a list of board vacancies to be filled at that meeting which shall include a call for nominations for election to those positions.

Information provided to Members shall be displayed on the Website no later than two days after such information has been dispatched to Members.

.2 A candidate for election as a director must be a member of:

- .1 a member club; or
- .2 a representative association, or
- .3 a club affiliated with a representative association.

.3 A candidate for election as a director must be nominated by:

- .1 a member club; or
- .2 a representative association.

Such nomination shall be endorsed with the consent of the candidate and must be delivered to the office at least twenty-eight (28) days prior to the date of the Annual General Meeting.

.4 If no more than the required number of nominations is received to fill an available vacancy that candidate shall be declared elected at the Annual General Meeting.

.5 If there are more than the required number of candidates for any vacancy, an election shall be conducted by ballot as follows:

- .1 Notice shall be given to Members entitled to vote at the Annual General Meeting and such Members shall be provided with a separate ballot paper for each position containing the names of the candidates whose position on the ballot paper shall have been determined by lot.

Each Member shall be provided with one ballot paper for each position for each of its delegates.

- .2 Completed ballot papers must either reach the office at least twenty-four (24) hours prior to the time of the meeting or may be deposited in a ballot box to be provided at the Annual General Meeting.

- .3 The Returning Officer shall be responsible for the security and counting of votes cast, and shall determine whether or not any vote is to be admitted to the count.

- .4 When all votes cast have been counted the Returning Officer shall advise the chair of the results. Such results shall be displayed prominently on the website for a period of at least fourteen (14) days from the day following their declaration.

- .5 In the case of a tied vote for any position the election will be determined by lot which shall be conducted by the Returning Officer.

.6 Where following an election any position remains unfilled there shall be a casual vacancy which shall be filled by the board at the earliest possible opportunity following the AGM.

## **8. ROLE of OFFICERS and OTHERS**

### **1. Chair** - the Chair shall:

- .1 chair meetings of the board and general meetings except that:

- .1 in the absence of the Chair, the Deputy Chair will assume the chair; or
- .2 at the request of the Chair, another director may be elected to chair the meeting;

- .2 be spokesperson for the Association unless, in respect to a particular matter, an alternative spokesperson is appointed by the board; and

- .3 be responsible for maintaining relations with other organisations which have a community of interest with the Association.

### **2. Deputy Chair** - the Deputy Chair shall deputise for the Chair as required.

### **3. Chief Executive Officer** – in addition to those responsibilities specified in this constitution, the CEO shall be responsible to the board for the effective and efficient management of the business of the Association in accordance with the decisions and directions of the board.

#### **4. Returning Officer**

- .1 The board shall appoint a person who is a member of a Member or affiliated club to discharge the designated functions of returning officer in respect to any ballot or referendum.
- .2 The board may appoint any number of delegates to assist the returning officer in carrying out the appointed functions.

#### **9. REGISTER of MEMBERS and OFFICERS**

A register of the names and addresses of Members and officers of the Association shall be maintained at the office. Any Member or officer changing address shall notify the Association in writing of such change within fourteen (14) days. The list of Members and officers shall be open for inspection by a financial Member of the Association at the office during ordinary business hours.

#### **10. GENERAL MEETINGS**

##### **1. Annual General Meeting**

- .1 The Annual General Meeting of the Association shall be held in the month of November at such time and place and on such date as the board may determine.
- .2 The meeting shall comprise Member delegates and life members. However, the meeting will be open to any person with a connection to or interest in the Association provided that such person shall not have the right to speak or vote on any issue.
- .3 The business of the Annual General Meeting shall be to:
  - .1 approve minutes for the last Annual General Meeting and minutes of any subsequent general or special general meeting;
  - .2 receive the Chair's report for the previous year;
  - .3 receive and approve the audited accounts for the financial year;
  - .4 declare the election of directors;
  - .6 appoint an auditor for the ensuing year;
  - .7 conduct such other business as may be required by this constitution; and
  - .8 conduct any other special business for which appropriate notice has been given.
- .4 At least twenty-one (21) days' notice of the AGM shall be provided to all Members.

Such notice shall state:

- .1 the time, place, and date of the meeting;
- .2 where a ballot is required for the election of a director, the name of the nominee;
- .3 the name of any person whom the board proposes for life membership;
- .4 particulars of any general business to be considered by the meeting; and
- .5 particulars of any special business which has been requisitioned or which the board has determined to place before the meeting.

and shall be accompanied by a copy an Annual Report of the board containing the audited statement of accounts for the previous financial year and, where required, an appropriate election ballot paper for each delegate.

A copy of this notice shall be posted on the website at least twenty-one (21) days prior to the date of the meeting.

## **2. Special general meetings**

- .1 The board may at any time convene a special general meeting on its own motion.
- .2 Should the Association receive a requisition in accord with clause 10.3 the board shall within fourteen (14) days convene a special general meeting by issuing the notice specified in the following sub-clause.
- .3 Between twenty-one (21) and forty (40) days' notice of any special general meeting shall be provided to all Members entitled to be represented at a general meeting.

Such notice shall state:

- .1 the time, place and date of the meeting; and
- .2 particulars of the business to be conducted at the meeting.

A copy of this notice shall be posted on the website at least twenty-one (21) days prior to the date of the meeting.

- .4 No motion shall be moved at a special general meeting unless the required notice has been provided.

## **3. Requisitioning of a special meeting**

- .1 Thirty (30) or more Members entitled to vote at a general meeting may, by notice in writing, require the board to:
  - .1 convene a special general meeting; or
  - .2 include an item of special business on the agenda of the next Annual General Meeting; or
  - .3 conduct a referendum.
- .2 Such requisition shall specify the business to be raised or the resolution to be put at the meeting.
- .3 If a requisition to convene a special general meeting is received less than two (2) months prior to the last day on which the Annual General Meeting can be convened in that year but before it has actually been convened, the board may at its discretion treat such notice as a notice to include such business as a special item at the next AGM.

A requisition to include a special item of business on the agenda of the AGM must be received at least twenty-eight (28) days prior to the date of the meeting.

## **4. Proceedings at general meetings**

- .1 The Chair, or in the Chair's absence the Deputy Chair, or in the absence of both a director agreed among board members present shall preside at any general meeting of the Association.
- .2 The chair may with the consent of a meeting at which a quorum is present, and shall if so directed by the meeting, adjourn such meeting to another time and 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.
- .3 A general meeting may be adjourned for no more than thirty (30) calendar days and notice of such adjournment shall be displayed on the website and provided to Members at least five (5) working days prior to the date of the adjourned meeting.
- .4 At any general meeting a resolution put to a vote shall be decided on a show of hands and proxy votes being taken together. A declaration by the chair of the meeting that the resolution has been carried or lost shall, unless a re-count or ballot is demanded, determine the matter.
- .5 At any meeting a ballot may be demanded by the chair of a meeting or by at least seventy-five (75) per cent of delegates in attendance.

- .6 A ballot demanded to elect a chair of a meeting shall be taken without debate and without adjournment.
- .7 A ballot demanded on any question of an adjournment shall be taken without debate.
- .8 Any delegate shall be entitled to call for a division on any question before the chair.
- .9 The ruling of the chair on any matter relating to the conduct of the meeting shall be binding unless a motion of dissent is carried.

## **5. Quorums**

- .1 A quorum for the Annual General Meeting or for a special general meeting shall be thirty (30) delegates in attendance and proxies taken together provided that no resolution to amend, add to, repeal or replace this constitution shall be put to any such meeting unless there are present at the time at least five (5) per cent of all eligible delegates.
- .2 If at any general meeting a quorum is not available within thirty (30) minutes after the scheduled commencement time of the meeting, the meeting shall stand adjourned to a time, within the following ten (10) days, and a place, to be determined by the chair of the meeting. Notice of such adjournment shall be displayed on the Website and provided to Members. If at such adjourned meeting a quorum is not present within thirty (30) minutes of the appointed time the delegates then present shall constitute a quorum except that no resolution to amend, add to, repeal or replace this constitution shall be put to any such meeting.

## **11. DELEGATES and PROXIES**

- .1 A Member shall be entitled to appoint and be represented by a delegate at the AGM and any special general meeting of the Association.
- .2 The number of delegates to which a Member shall be entitled will be in accordance with the membership category of the member.
- .3 A Member must notify the Association by 31 January of the names and addresses of its delegates for the calendar year and must notify the Association of any change to its delegates or to a delegate's address within fourteen (14) days of such change.
- .4 Each Member's delegate is entitled to speak and vote of any motion before a meeting and to vote at elections.
- .5 Where a delegate is unable to attend a meeting the Member may grant a proxy to the chair of the meeting by completing the designated form provided that the form shall be received by the chair of the meeting at least twenty-four (24) hours prior to the time fixed for the commencement of such meeting.
- .6 Such proxy will expire at the conclusion of each such meeting, or if the meeting is adjourned, at the conclusion of the adjourned meeting.
- .7 Where the board is of the opinion that the conduct of a delegate has been prejudicial to the interests of the Association it shall so inform the Member and request that another person be nominated as the delegate to the Association.

## **12. DISPUTE RESOLUTION**

In the event of a dispute between the Association and a Member or between Members, the following procedure shall apply:

- .1 The parties to the dispute must meet and discuss the matter in dispute within 14 days after the dispute comes to the attention of all of the parties and with a view to resolving the dispute.
- .2 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before a mutually agreed independent person who shall determine a resolution to the dispute.

### **13. FINANCES and INDEMNITIES**

- .1 The financial year of the Association shall begin on the 1 July and end on the 30 June.
- .2 The board shall maintain at least one account at a bank or other appropriate financial institution for the receipt of funds and payment of accounts.
- .3 All payments on account of the Association shall be made only by lawful means as shall be determined by the board, in consideration of the circumstances.
- .4 All payments must be approved by the CEO (or an employee delegated by the CEO) and a person delegated by the board to hold signing authority.
- .5 The Association shall maintain such accounting records as are necessary to correctly record and explain the financial position and financial transactions of the Association.
- .6 The board must, at its discretion, appoint each financial year a person responsible for auditing the accounts and other financial records of the Association ('the auditor') either on its own motion or by recommendation for approval at the Annual General Meeting. Where the appointment is made by the AGM and a vacancy occurs during the tenure of the appointee by virtue of the death, resignation or other incapacity, the position must be filled by the board, subject to the provisions of any Act, for the balance of the term of appointment.

The person appointed to audit the annual accounts may be a registered auditor or a person deemed by the board with the qualifications and experience appropriate to the function.

A director may not be appointed as auditor.

Such auditor shall have the power to call for the production of all records and documents relating to the financial affairs of the Association.

Should the Association at any time fall within the definition of a 'prescribed association', the auditor must be appointed at the Annual General Meeting, on the recommendation of the board.

- .7 The board may reimburse any person for expenses incurred on behalf of the Association and may make any payments, either by way of honorarium or in any other manner, to any person for services rendered to or on behalf of the Association.
- .8 A person who, acting with the authority of the CEO or the board, incurs any financial liability on behalf of the Association shall be held indemnified against any personal loss in respect to such liability.
- .9 An officer and former officer of the Association will be indemnified out of the property of the Association against any liability incurred as an officer of the Association in defending civil or criminal proceedings in which judgement is given in the officer's favour, or in which the officer is acquitted.
- .10 The Association shall, to the extent permitted by the Act, establish and maintain insurance against any liability incurred by an officer of the Association acting in that capacity, including liability for negligence, including reasonable costs and expenses in defending civil or criminal proceedings, whatever their outcome. Such insurance shall be maintained for seven years after the insured person ceases to be an officer of the Association.
- .11 Monies payable by a Member under this constitution may be recovered in any court of competent jurisdiction as a debt due to the Association.

### **14. COMMON SEAL**

- .1 The Association shall have a Common Seal.
- .2 The seal shall be held in the office in the charge of the CEO and shall be applied when authorised by a resolution of the board, passed for that purpose and entered into the minutes of the meeting.
- .3 Every instrument to which the seal is affixed shall be signed by the CEO and an officer, or by two (2) officers, of the Association.

## **15. PUBLIC OFFICER**

The CEO shall be the public officer of the Association.

## **16. INTERPRETATION of the CONSTITUTION**

- .1 Any doubt or difficulty in the interpretation of any provision of this constitution may be resolved by the board, whose determination shall be final. For the purpose of making any such determination, the board may seek and rely upon the written opinion of a legal practitioner.
- .2 If any matter should arise which in the opinion of the board is not covered by this constitution such a matter shall be determined by the board, whose determination shall be final. For the purpose of making any such determination, the board may seek and rely upon the opinion of a legal practitioner.

## **17. NOTICES**

Any notice required to be served by the Association pursuant to this constitution shall be in writing and may be served on any Member either personally, through the post to the Member at the address appearing at the time in the membership records of the Association or by electronic means to the Member's registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting the letter containing the notice and shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of the post. If sent by electronic means the notice will be deemed to have been served in accordance with the electronic record of the Association.

## **18. AMENDMENT to the CONSTITUTION**

This constitution may be amended, added to, repealed or replaced by special resolution carried at a general meeting, by resolution carried at a special general meeting or by referendum.

## **19. TRANSITIONAL PROVISIONS**

- .1 Upon the adoption of this constitution the board in office shall continue in office and shall be deemed to have been duly elected under this constitution and all appointments, acts and things done or authorised by that board shall be deemed to be valid.
- .2 All Members of the Association prior to the adoption of this constitution shall continue as Members.
- .3 Life members shall continue to be entitled to the rights and privileges enjoyed prior to adoption of this constitution.

## **20. DISSOLUTION**

The Association shall be dissolved if it is so resolved by a special resolution carried at a general meeting. Upon the passing of such resolution or at such future date as may be specified in the resolution, the board shall wind up the Association in accord with the provisions of the Act and shall appropriate any surplus assets (as defined in the Act) in accordance with any direction to that effect contained within the resolution to dissolve the Association. In the absence of any such direction the board shall distribute the surplus assets to another body or bodies whose objects are in the opinion of the board consistent with those of the Association or to a charitable cause.