

**Constitution and Rules of the Australian
Society of Viticulture and Oenology Incorporated
(Incorporated in S.A.)**

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Revised Constitution to be presented to the annual General Meeting
to be held in Adelaide on 19 November 2009

CONSTITUTION AND RULES OF THE AUSTRALIAN SOCIETY OF VITICULTURE AND OENOLOGY INCORPORATED (Incorporated in S.A.)

1 NAME

The name of the incorporated society is the “Australian Society of Viticulture and Oenology Incorporated” (“the Society”) with abbreviation “ASVO”.

2 DEFINITIONS

- 2.1 The following definitions of terms apply unless indicated otherwise within a Rule.
- (a) “Commercial Production” means the production of grapes or wine, or the supply of materials for grape or wine production, or the marketing of products of grape or wine production.
 - (b) “Board” means the board of directors of the Society.
 - (c) “Constitution” means this document.
 - (d) “Director” means a member of the board of directors of the Society.
 - (e) “Educational Program of Study” means all components of an educational qualification that must be completed to be awarded that qualification.
 - (f) “Electronic Transmission” means to send by electronic mail. Where this is from the Society to a member and the member has given permission to use electronic transmission for official Society notices, it shall be sent to the member’s electronic address as recorded in the register of members.
 - (g) “Executive Officer” means the administrative employee of the Society with the senior decision-making role.
 - (h) “Financial Year” means a year ending 30 June.
 - (i) “General Meeting” means a meeting of members of the Society convened in accordance with this Constitution.
 - (j) “In Writing” means by letter sent by Postal Delivery, or by Electronic Transmission, or other such means of communication as the Board may approve from time to time.
 - (k) “Member” means a person specified in the register of members as having the membership category of “Member”.

- (l) “member” means a person, company, society or organisation admitted to membership of the Society.
- (m) “Postal Delivery” means to send by postal mail. Where this is from the Society to a member, it shall be to the member’s postal address as recorded in the Society’s register of members.
- (n) “Rule” means a rule or sub-rule of this Constitution.
- (o) “Ordinary Resolution” and “Special Resolution” shall have the meaning described in Rule 10.2.
- (p) “Committee” means a committee established by the Board.
- (q) “Act” means the Associations Incorporation Act 1985 of South Australia.

2.2 In this Constitution and Rules:

- (a) the singular shall include the plural and vice versa; and
- (b) words that may imply one gender shall include every gender; and
- (c) headings are included for convenience and are not to affect the interpretation of this Constitution; and
- (d) an action attributed to a specific person or entity shall apply to any person or entity in the Society that has responsibility for the implementation of such action.

3 PURPOSES OF THE SOCIETY

The purposes of the Society shall be:

- 3.1 To promote the dissemination of scientific, technical and practical information in the fields of viticulture or oenology and related fields of endeavour.
- 3.2 To provide a forum for the presentation, discussion and publication of research findings, scholarship, technical developments or practical outcomes in the fields of viticulture or oenology, and to advance the knowledge and skills of members.
- 3.3 To promote formal education in viticulture and oenology and to support the development of high standards of learning and teaching in such activity.
- 3.4 To promote the advancement of professional knowledge, professional skills and professional attitudes, in the fields of viticulture or oenology, in members of the Society.
- 3.5 To operate as a non-profit corporate association under the Act.

4 POWERS OF THE SOCIETY

The Society shall have all the powers conferred by section 25 of the Act.

5 FUNCTIONS OF THE SOCIETY

To achieve its purposes, the Society may:

- 5.1 Present scientific, technical or practical information for the benefit of members and, where so approved by the Board, for the benefit of the grape and wine industry or the public.
- 5.2 Prepare, publish or distribute information in printed or electronic form, or by any other medium that may become available.
- 5.3 Promote and encourage social and professional interaction between its members and kindred societies and organisations.
- 5.4 Provide funding or assistance or resources for joint meetings with similar societies or organisations, both nationally and internationally, where it will further viticulture or oenology.
- 5.5 Promote or conduct activities, or co-operate with any other body or persons in promoting or conducting activities, where the activity furthers the purposes of the Society.
- 5.6 Provide awards, trophies, prizes or other benefits where such action furthers the purposes of the Society.
- 5.7 Involve commercial, research or educational organisations in the Society's activities where such organisations provide the Society with specialised knowledge or personnel or other resources that promote the Society's purposes.
- 5.8 Accept contributions to the funds of the Society in the shape of donations, annual subscriptions, or other appropriate actions.
- 5.9 Pursue any other such actions, permitted by the Act and by this Constitution and Rules that may increase the status and prestige of the Society and enhance its value to its members.

6 MEMBERSHIP

6.1 Types of Member

- 6.1.1 There shall be the following types of member in the Society:
 - (a) Associate
 - (b) Member

- (c) Fellow
- (d) Student member
- (e) Corporate member
- (f) Wine Show member

6.1.2 Where the Board has formed the view that modification of the membership criteria will enhance the purposes of the Society it may, by a 75% majority of the voting members of the Board:

- (a) create additional types of membership; or
- (b) vary the eligibility to an existing type of membership; or
- (c) cancel an existing type of membership.

Implementation of modification of the membership criteria shall be preceded by not less than three months notice In Writing to all members of the intention to make the change.

Where the eligibility to an existing type of membership is to be varied or an existing type of membership is to be cancelled, the Board shall also:

- (d) assess the impact of the proposed change on those members with that type of membership; and
- (e) provide to such members, In Writing, not less than three months notice of how the variation of eligibility or the cancellation will affect their membership including, for a cancellation, how affected members shall be incorporated into other types of membership.

6.1.3 The Board shall determine, from time to time, what rights, benefits and obligations shall attach to each type of membership.

6.2 Associate

6.2.1 Any applicant who is a natural person and agrees with the purposes of the Society and is not eligible to be a Member shall be considered for eligibility to be an Associate.

6.2.2 An Associate shall

- (a) not be eligible to vote at a General Meeting; and
- (b) not be eligible to nominate for the Board; and
- (c) not be eligible to propose or second a nomination for the Board; and
- (d) not be eligible to vote in elections for Board positions; and
- (e) not be eligible to vote in a postal ballot.

6.3 Member

- 6.3.1 Any applicant who is a natural person and agrees with the purposes of the Society and demonstrates the requirement of Rule 6.3.2 to the satisfaction of the Board shall be considered for eligibility to be a Member.
- 6.3.2 The applicant shall be, or have been, a professional within the grape and wine industry, including employment in a responsible position in Commercial Production, or in teaching or research in viticulture or oenology, or in a field directly related to viticulture or oenology or directly relevant to employment in the grape and wine industry, or in any combination of these.
- 6.3.3 A Member shall have the right to:
- (a) vote at a General Meeting; and
 - (b) nominate for Board positions; and
 - (c) propose or second nominations for Board positions; and
 - (d) vote in elections for Board positions; and
 - (e) vote in a postal ballot.

6.4 Fellow

- 6.4.1 A Member who is a natural person may be considered for admission as a Fellow of the Society where the Member:
- (a) has made a particularly outstanding and meritorious contribution to the grape and wine industry through a major industry, scientific, educational or Society role; and
 - (b) has been a Member of the Society as defined in this Constitution, or a Professional Member as defined in the previous Constitution, for at least ten years.
- 6.4.2 Admission as a Fellow of the Society shall only be by invitation of the Board, and through unanimous agreement of all members of the Board, and shall require the written acceptance by the Member of an invitation of Fellowship from the Board.
- 6.4.3 Normally, the Board shall admit no more than two Fellows per year to the Society.
- 6.4.4 Membership as a Fellow of the Society shall commence on the 1 July that first follows receipt of the written acceptance by the Member of an invitation of Fellowship from the Board.
- 6.4.5 Once admitted, a Fellow of the Society shall remain a Fellow for life unless:
- (a) the membership is repealed by unanimous vote of all members of the Board;
- or

- (b) the membership is annulled by a guilty determination in a disciplinary action; or
 - (c) continuous financial membership of the Society is not maintained during his or her active professional life as it is defined in Rule 6.4.9.
- 6.4.6 Following admission, a Fellow shall be presented with an appropriate award at the next annual General Meeting.
- 6.4.7 A Fellow who has not retired from active professional life shall:
- (a) be subject to the annual membership subscription of a Member, and
 - (b) have the same rights as a Member.
- 6.4.8 A Fellow shall be declared a retired Fellow if he or she retires from active professional life after admission as a Fellow, or is retired from active professional life at the time of admission as a Fellow.

In either case, acceptance as a retired Fellow shall require the person to provide a written declaration confirming retirement from active professional life, supported by that person's handwritten signature, together with such evidence to confirm retirement as the Board may consider necessary.

Provided that retirement from active professional life continues, a retired Fellow, from the 1 July that first follows the date of acceptance by the Board of his or her declaration of retirement from active professional life, shall:

- (a) be exempt from the payment of the annual membership subscription for each Financial Year; and
 - (b) for a period of five years but not thereafter, unless Rule 6.4.11 is applied:
 - (i) be eligible to the same rights as a Member, and
 - (ii) pay no registration fee for activities that are wholly managed by the Society.
- 6.4.9 For the purpose of declaration as a retired Fellow, retirement from active professional life shall be taken to mean that the Fellow:
- (a) if employed, shall receive a paid benefit from that employment for no more than one day of work per week; and
 - (b) if self-employed, shall be so for no more than one day per week; and
 - (c) shall not be on any paid board of management of a company; and
 - (d) shall not be actively seeking employment.

The Board shall have the power to interpret the definition of active professional life in this Rule to provide consistency in the Society's actions.

- 6.4.10 A retired Fellow who becomes involved again in active professional life shall promptly notify the Board In Writing and shall cease to be a retired Fellow and shall be required to pay the annual membership subscription from a date to be determined by the Board.

- 6.4.11 The time period during which a retired Fellow shall be eligible to the same rights as a Member and pay no registration fee for activities that are wholly managed by the Society may be extended beyond five years where the Board considers the extension to be justified by the retired Fellow's continuing involvement with either the Society or with the grape and wine industry.
- 6.4.12 A Fellow shall have the right to:
- (a) vote at a General Meeting; and
 - (b) nominate for Board positions; and
 - (c) propose or second nominations for Board positions; and
 - (d) vote in elections for Board positions; and
 - (e) vote in a postal ballot.

6.5 Student Member

- 6.5.1 Any applicant who is a natural person and agrees with the purposes of the Society and is able to demonstrate, to the satisfaction of the Board, the educational activity specified in Rule 6.5.2 shall be eligible to be considered as a Student member.
- 6.5.2 To be eligible to be considered as a Student member the applicant shall:
- (a) be actively enrolled in a full-time or part-time Educational Program of Study of coursework or research in viticulture or oenology, or in a field directly related to viticulture or oenology or directly relevant to employment in the grape and wine industry; and
 - (b) provide evidence satisfactory to the Board of being a student actively enrolled at a university or technical college, or equivalent institution, and pursuing not less than 33% of a normal full time study load in the academic session in which the application is made, and in each academic session in which the membership as Student member is renewed.
- 6.5.3 The Board may assess the Student member category of membership with a lower annual subscription than for an equivalent non-student member. Where this is the case, the Board may:
- (a) set a rate of annual subscription that is dependent upon the mode or level of study; and
 - (b) limit the time period for which a lower annual subscription shall be made available. In this case, after such time period, the Board shall reconsider the member's category of membership according to the member's education and experience at that time.
- 6.5.4 A Student member shall not be eligible to nominate for the Board but shall be eligible to:
- (a) vote at a General Meeting; and

- (b) propose or second a nomination for the Board; and
- (c) vote in elections for Board positions; and
- (d) vote in a postal ballot.

6.6 Corporate Member

- 6.6.1 Any company, society, or organization within the grape and wine industry or actively associated with the grape and wine industry, that agrees with the purposes of the Society shall be eligible to be considered as a Corporate member.
- 6.6.2 The rights, benefits and obligations of membership and the annual subscription shall be determined by the Board, from time to time, having regard to the needs of the grape and wine industry and the purposes of the Society.

6.7 Wine Show Member

- 6.7.1 Any wine show society that agrees with the purposes of the Society and agrees to adopt in full the wine show management recommendations of the Society shall be eligible to be considered as a Wine Show member.
- 6.7.2 The rights, benefits and obligations of membership and the annual subscription shall be determined by the Board, from time to time, having regard to the needs of the grape and wine industry and the purposes of the Society.

6.8 Application for Membership

- 6.8.1 An applicant shall provide:
 - (a) a completed application form that is approved for the purpose by the Board and is forwarded to the Society's office; and
 - (b) any supporting information or documentation specified by the application form to be required, including any information about the applicant that the Society may reasonably require to identify the employment and educational profile of its membership; and
 - (c) any other supporting information or documentation that may be required or requested by the Board to determine the eligibility for membership or the category of membership; and
 - (d) the annual subscription for the category of membership sought.
- 6.8.2 The Board shall receive, at each meeting:
 - (a) a list of all membership applications not previously presented to the Board for which a category of membership has been determined, and
 - (b) any application for which a category of membership could not be determined; whereupon a majority vote of the Board members voting shall

either admit the application, refuse the application, or defer the application to seek further information.

- 6.8.3 An applicant who provides all required information and documentation but whose application cannot be determined within two months of the date of its receipt shall be informed by the Society within the two month period of the expected date of determination.
- 6.8.4 An applicant who provides insufficient information to confirm a category of Member to the satisfaction of the Board may be admitted as an Associate until such time as further evidence is presented to and accepted by the Board.
- 6.8.5 The Board may defer a vote upon any application for membership for up to three months from the date of the first consideration of eligibility for membership.
- 6.8.6 In determining the eligibility of an application, the extent to which the application meets the criteria specified in this Constitution shall be decided by the Board. In making such decision, the Board shall:
- (a) act fairly, responsibly, and in the best interests of the Society; and
 - (b) seek consistency of the decision with criteria that have been applied to other members' applications.

For any application, the Board may seek advice from members not on the Board, or from persons outside the Society.

In the event of a disagreement between an applicant and the decision of the Board, the applicant shall be eligible to dispute the decision according to the dispute procedure of Rule 12.1 on the same basis as would apply if the applicant were a member.

- 6.8.7 Upon acceptance of the application by the Board, and upon payment of the annual subscription, or the reduced amount if appropriate under Rule 8.1.3, the applicant shall from that date have all rights of membership for the category of membership approved.
- 6.8.8 The Society shall notify each successful applicant In Writing of his, her or its admission to the Society, the date of admission and the category of membership and shall ensure that the applicant's name, address and membership category are entered in the register of members of the Society.

6.9 Membership Obligations

- 6.9.1 Upon admission as a member, an applicant shall become bound by this Constitution.
- 6.9.2 The Board shall determine from time to time which of the following means shall be used to provide a successful applicant with access to the Constitution. The Society shall either:
- (a) send a copy of this Constitution by Postal Delivery or Electronic Transmission; or

- (b) provide electronic access to a copy of the Constitution; or
 - (c) provide a copy of the Constitution by any other medium or process that may become available and be determined to be suitable for such purpose by the Board.
- 6.9.3 In notifying a successful applicant of membership, the Secretary shall also inform the member In Writing of:
- (a) the financial obligations arising from membership; and
 - (b) the manner in which the member may resign from the Society.
- 6.9.4 The Society shall keep in its office a register of members of the Society. For each member, the register shall show his, her or its:
- (a) full name;
 - (b) full postal contact address;
 - (c) telephone contact information;
 - (d) electronic address, where the member has agreed to allow the Society to use Electronic Transmission as a mode of contact; and
 - (e) date of admission to the Society; and
 - (f) the membership category and, where it has changed, the previous category and the date of the change; and
 - (g) if applicable, the date of termination of membership and, where known, the reason(s) for termination of membership; and
 - (h) any other information that may be required by the Society to communicate and conduct the normal business of the Society with that member.
- 6.9.5 The information in the register of members shall be available:
- (a) to any office holder or employee of the Society conducting due business of the Society; and
 - (b) to a member to an extent determined by the Board from time to time, having due regard to the requirements of privacy laws.
- The information in the register of members shall not be available to a person or organisation outside the Society unless that person or organisation is:
- (c) authorised to have access by law; or
 - (d) contracted by the Society to perform a service for the Society and requires the information to perform that service.
- 6.9.6 The Board may require members to provide, and update as required, information beyond that recorded in the register of members where the Board is of the view that the information is reasonably required to identify the employment and educational profile of the Society's membership. Such information shall:
- (a) be directly processed only by an employee of the Society performing due business of the Society; and

- (b) be provided to others only in an aggregate form in which the number of members corresponding to an employment or educational description is identified but the names or other means of identification of those members is not identified; and
- (c) be provided only to:
 - (i) the Board; or
 - (ii) members, where so directed by the Board; or
 - (iii) another person or organisation contracted by the Society to perform a service for the Society and requiring the information to perform that service.

6.9.7 Where personal information is collected by the Society, the Board shall ensure that:

- (a) only information that is reasonably required by the Society shall be collected; and
- (b) the purpose of the collection shall be indicated to the providing member; and
- (c) the practices of the Society with respect to the disclosure of personal information shall be indicated to the providing member; and
- (d) the information shall be used only for a purpose to which it is relevant and either the purpose for which it was collected or one connected to that for which it was collected; and
- (e) the information shall be securely stored; and
- (f) reasonable steps shall be taken to ensure that the information is accurate and not out of date; and
- (g) any member shall have the right of access to the personal information collected on him, her or it; and
- (h) the information shall not be provided to a person or organisation outside the Society unless:
 - (i) that person or organisation is contracted by the Society to perform a service for the Society; and
 - (ii) requires the information to perform that service; and
 - (iii) signs a privacy requirement that prohibits the use of the information for purposes other than that for which it is provided, and prohibits the transmission of that information to any other person or organisation.

6.9.8 Every member shall notify the Society of any change of his, her or its postal or electronic address and the Society shall enter the change in the register of members. A notice sent to a member at the last address given by that member shall be deemed to have been duly delivered to the member on the day of expected latest delivery of the notice in the course of normal delivery.

6.9.9 Every member shall remain a member until death, resignation, expulsion, or as otherwise provided in this Constitution. A member may resign from the Society

by giving written notice of resignation to the Society. Resignation shall not exempt a former member from payment of any outstanding subscriptions, fees or other moneys payable but not paid to the Society at the time of resignation.

- 6.9.10 Any member who ceases to be a member shall forfeit all share and interest in property of the Society, and shall immediately return all property of the Society in his, her or its possession to the Society.
- 6.9.11 No member may represent the Society in any capacity whatsoever or incur any liability on behalf of the Society without the previous approval of the Board, and any member who does so, or purports to do so, shall be solely responsible for the payment of any such liability to the exclusion of the Society.
- 6.9.12 A member is not liable to contribute towards payments of debts of the Society or to the costs, charges and expenses of winding up the Society.

6.10 Implementation of Constitutional Changes of Membership

- 6.10.1 Upon adoption of this Constitution by the Society, those persons who are members at the time of the adoption shall retain the category of membership determined under the rules of the previous Constitution until such time as their membership category under this Constitution is determined and approved by the Board.
- 6.10.2 Transfer of existing members from the membership categories of the pre-existing Constitution to the membership categories of this Constitution shall:
 - (a) be implemented with a timing and mechanism to be determined by the Society; and
 - (b) take effect only after the timing and mechanism have been presented to the members for not less than 3 months; and
 - (c) be permitted to take place in stages, if required.

7 THE BOARD

7.1 Powers and Duties

- 7.1.1 The affairs of the Society shall be determined by a Board of Directors. In addition to the powers conferred on the Board by this Constitution, the Board may exercise any power and take any action that:
 - (a) is in the interests of the members, and
 - (b) does not conflict with the Act or this Constitution, and
 - (c) is not required to be done by the Society in a General Meeting.
- 7.1.2 The Board shall be responsible for all matters of administration and management of the affairs of the Society. Where appropriate administration and management

is in place, the Board shall provide the strategic guidance that the Society requires. To this end it shall:

- (a) oversee the actions, funds and property of the Society; and
- (b) appoint such auditors and employees as is considered necessary including, if appropriate, an executive officer, and shall determine the fees, salaries, remuneration and allowances payable to them, and
- (c) determine the powers and duties of employees; and
- (d) monitor the performance and strategy of the Society, ensuring that appropriate resources are available and appropriate performance objectives are in place; and
- (e) authorise and monitor expenditure required for the conduct of the affairs of the Society; and
- (f) approve and monitor the financial reporting of the Society; and
- (g) review and ratify the operational and financial systems of the Society to ensure that:
 - (i) they are appropriate and reflect current best practice; and
 - (ii) they meet relevant legal reporting requirements; and
 - (iii) they fulfil such codes of conduct or other processes of control, accountability or governance that the Board shall approve, and
- (h) act at all times in the interests of the entire membership and not sectional interests.

7.1.3 The Board shall review annually:

- (a) the rates, terms and conditions that the Society shall use to remunerate its employees within appropriate awards and agreements; and
- (b) the annual budget presented by the Treasurer for the amounts of money to be used by the officers and employees of the Society for the expenses of the Society.

7.1.4 The Board shall have the authority to:

- (a) interpret the meaning of these Rules, and pass by-laws to implement that interpretation; and
- (b) recommend to members changes to these Rules; and
- (c) elect the President, Vice-President, Secretary, Treasurer and Public Officer of the Society; and
- (d) establish and dissolve Committees that may be required for effective management of the Society.

7.1.5 The Board shall have the authority to appoint as an advisor to the Board any member or Society employee or other person that the Board thinks fit, provided that the person's knowledge or ability has good potential to advance the purposes of the Society and the appointment is confirmed by a 75% majority vote of the voting members of the Board.

A person appointed as an advisor to the Board shall:

- (a) not have the power to vote on resolutions of the Board; and
- (b) cease to be an advisor at the next annual General Meeting following co-optation but shall be eligible to be appointed again after the annual General Meeting by the Board that is established at that annual General Meeting.

7.1.6 Any Board member who has a potential conflict of interest with the Society or with its affairs shall declare that conflict to the Board and those Board members with no conflict of interest shall determine the appropriate course of action.

7.2 Directors

7.2.1 The Board shall consist of ten directors of whom:

- (a) five shall be nominated and (if required) elected non-regional Directors; they shall commence their Board membership every odd year and shall be nominated from and (if required) elected by all of the members who are eligible to vote; and
- (b) four shall be nominated and (if required) elected regional Board members; they shall commence their Board membership every even year in the following manner:
 - (i) one regional Board member shall be located in one of and represent the members in both of New South Wales and the Australian Capital Territory, and shall be proposed, seconded and (if required) elected only by those members eligible to vote and located in either New South Wales or the Australian Capital Territory; and
 - (ii) one regional Board member shall be located in and represent the members of Victoria and shall be proposed, seconded and (if required) elected only by those members eligible to vote and located in Victoria; and
 - (iii) one regional Board member shall be located in and represent the members of South Australia and shall be proposed, seconded and (if required) elected only by those members eligible to vote and located in South Australia; and
 - (iv) one regional Board member shall not be from and shall represent the members who are also not from New South Wales, Victoria, South Australia or the Australian Capital Territory, and shall be proposed, seconded and (if required) elected only by those members eligible to vote and who are not from New South Wales, Victoria, South Australia or the Australian Capital Territory; and
- (c) one shall be the Society's Executive Officer.

A member's location for the purpose of nomination and (if required) election shall be the member's postal contact address as recorded in the register of members.

7.2.2 A member who is nominated and (if required) elected as a Director shall hold such position from the end of the annual General Meeting immediately following the nomination until the end of the annual General Meeting in the second year following the year of the nomination.

Where a lack of a quorum leads to an adjournment of an annual General Meeting, the commencement or termination of a nominated and (if required) elected Director shall take effect from the time of the adjournment of the meeting at which such commencement or termination would have taken effect.

7.2.3 A member who is nominated and (if required) elected as a Director shall be eligible to nominate, during his or her present appointment to the Board, as a Director for further terms of membership of the Board.

7.2.4 A nominated and (if required) elected regional Director whose location changes so that the Director is no longer in the region specified for that regional Board position shall:

- (a) continue to be that regional Director until the end of the annual General Meeting in the second year following the year of nomination; and
- (b) continue to represent the members in the region for which he or she was nominated and (if required) elected..

7.2.5 An extraordinary vacancy in the Board shall occur if a Director who has been nominated and (if required) elected to the position:

- (a) dies, or
- (b) resigns In Writing addressed to the Society, or
- (c) becomes a bankrupt or insolvent or assigns his or her estate for the benefit of his or her creditors or he or she makes an arrangement with or enters into a composition with his or her creditors, or
- (d) is found guilty in a disciplinary process of the Society, or
- (e) ceases to be a Director by reason of non-attendance at Board meetings, or
- (f) fails to pay the annual subscription due by him or her to the Society for a period of three months after the date on which the subscription should have been paid.

An extraordinary vacancy in the Board shall also occur if the Board position becomes vacant for any other reason(s).

7.2.6 An extraordinary vacancy shall be filled for the remaining term of that position by the Board co-opting any member of the Society who:

- (a) is eligible to nominate for that Board position; and
- (b) has indicated a willingness to be a Director; and
- (c) is confirmed by a 75% majority vote of the voting Directors.

7.2.7 A member who is co-opted to the Board to fill an extraordinary vacancy shall have the same rights and obligations, including voting rights, as a Director duly nominated and (if required) elected by the membership, except that:

- (a) those Directors who hold their position *ex officio* or through due nomination and (if required) election by the membership of the Society shall have the power, by a 75% majority vote of the voting members of the Board, to terminate the co-option of a member to the Board, in which case an extraordinary vacancy shall again be declared; and
 - (b) a co-opted Director shall not have the right to vote on the co-option or the termination of co-option of another member or the termination of co-option of themselves; and
 - (c) a co-opted Director shall not be eligible to serve as the President, Vice-President, Secretary, Treasurer or Public Officer.
- 7.2.8 Upon adoption of this Constitution by the Society, those members who have been duly nominated and (if required) elected to be members of the committee of management under the provisions of the preceding Constitution shall continue as Board member under the provisions of this Constitution.
- 7.2.9 The Society's Executive Officer shall leave the Board's room during discussion by the Board of salary, allowances, remuneration and performance of the Executive Officer.
- 7.2.10 If the Society ceases to employ an Executive Officer, the Board shall consist of the nine Directors who have been nominated and (if required) elected to the Board.

7.3 President, Vice-President, Secretary, Treasurer and Public Officer

- 7.3.1 Four Directors who have been nominated and (if required) elected shall serve as the President, Vice-President, Secretary and Treasurer. A Director may hold only one of these four positions.
- 7.3.2 Following each annual General Meeting, the holder of each of the positions of President, Vice-President, Secretary, Treasurer and Public Officer shall be determined at the first Board meeting after the annual General Meeting, by nomination from amongst those Directors who have been nominated and (if required) elected to the Board with (if required) election by secret ballot by those Directors who have been nominated and (if required) elected to the Board.

The first Board meeting after an annual General Meeting shall be held within seven days of the annual General Meeting.

Where a lack of a quorum leads to adjournment of an annual General Meeting, the determination of the positions of President, Vice-President, Secretary, Treasurer and Public Officer shall take place at the first Board meeting after the adjournment and within seven days of the adjournment.

- 7.3.3 The position of Public Officer shall be filled by the Secretary unless the Secretary is not resident in South Australia in which case the Public Officer shall be elected by the Board from amongst the nominated and (if required) elected Directors who are resident in South Australia.

In accordance with the Act, the Society shall notify the Office of Consumer and Business Affairs, Adelaide, on the prescribed form, within one month of:

- (a) a change of Public Officer, or
- (b) a change of the residential address of the Public Officer.

7.3.4 The holders of the positions of President, Vice-President, Secretary and Treasurer shall retain their position for such term as the Board shall determine or until all positions become vacant at the end of each annual General Meeting or upon adjournment of the annual General Meeting in the event of a lack of a quorum, whichever comes first.

7.3.5 Where these Rules specify an action by the President, Vice-President, Secretary or Treasurer, the action may be delegated in part or in total to a Society employee provided that:

- (a) the nature of the action is appropriate to the employee's skills and the Society's resources; and
- (b) the delegation shall have the approval of the Board; and
- (c) the delegation of the action is acknowledged by the person who delegates the action; and
- (d) the responsibility for the timing and manner of the execution of the action shall remain the responsibility of the person who delegates the action.

7.3.6 The President shall represent the Board and the Society whenever the Board is not in session and shall:

- (a) act in accordance with decisions made by the Board; and
- (b) fully and promptly inform the Board of circumstances and outcomes arising from such action; and
- (c) seek the views of the Board on any action not already determined by the Board.

Notwithstanding the above, the Board shall have the power to overrule any action by the President.

7.3.7 The Vice-President shall represent the President whenever the latter is not able to fulfil the requirements of the office of President.

7.3.8 The Society shall keep full and accurate minutes of the proceedings at all meetings of members as well as the proceedings at all meetings of the Board. The minutes shall be kept in a book for that purpose and shall include a record of applications for membership and the membership status approved or determined by the Board for each application.

7.3.9 The Treasurer shall:

- (a) receive all moneys of the Society, and account for them, and pay them into the Society's bank account, preferably within five days and not more than ten days of their receipt; and

- (b) make all payments required of the Society and approved by the Board, either by:
 - (i) cheque signed and countersigned by two persons, to be determined by the Board, one of whom may be a Society employee and the other must be either the President, Vice President, the Treasurer or the Secretary; or
 - (ii) credit card with a credit limit and authorised signatory to be determined annually by the Board, or more frequently if the Board sees fit; or
 - (iii) electronic funds transfer, with a funds transfer limit and authorised transaction operator determined annually by the Board, or more frequently if the Board sees fit; or
 - (iv) such other means of payment as the Board shall determine from time to time; and
- (c) keep a full and proper account of all moneys received and all moneys paid; and
- (d) provide to the Board monthly accounts of profit and loss and of the balance of the accounts, clearly showing the financial position and progress of the Society, and allow such accounts to be open to inspection by the Board or any member at any time; and
- (e) table at the annual General Meeting an audited balance sheet and profit and loss account, together with the auditor's report, showing the financial position of the Society as at the preceding 30 June and its trading over the period of one year immediately prior to that 30 June.

7.3.10 In accordance with the Act, a Director shall:

- (a) take reasonable care and diligence at all times in the exercise of his or her powers and the discharge of his or her duties; and
- (b) not commit an act with intent to deceive or defraud the Society, its members, or the creditors of the Society, or any other person; and
- (c) not gain, directly or indirectly, any pecuniary benefit or material advantage or cause a detriment to the Society through improper use of either:
 - (i) information acquired through his or her position in the Society; or
 - (ii) his or her position as a Director; and
- (d) be liable to the Society for any profit made by him or her and for any damage suffered by the Society as a result of a contravention of a provision of the Act.

7.4 Nomination for the Board

7.4.1. Not less than 120 days prior to the day of an annual General Meeting, the Society shall call for nominations to those Board positions that shall become vacant at that Meeting. The call shall indicate:

- (a) the number of Board positions to be filled; and

- (b) the process to be used for nomination and (if required) election of Directors; and
 - (c) any regional requirement for the nominee, the proposer, and the seconder.
- 7.4.2 The call for nominations shall be to all members eligible to vote and shall be sent by:
- (a) Postal Delivery; or
 - (b) Electronic Transmission; or
 - (c) in a Society publication in which the call for nomination appears on the first page of the publication; or
 - (d) such other equivalent means that the Board may approve for the purpose from time to time.
- 7.4.3 For a nomination to be valid it shall:
- (a) nominate a natural person; and
 - (b) be on a form prescribed by the Board; and
 - (c) include all information required on the form, including the handwritten signature of the nominee, to indicate willingness to accept Board responsibility, and the handwritten signatures of the proposer and the seconder; and
 - (d) be received at the Society's office on or before the day specified to be the closing date for nominations, which shall be not less than 80 days prior to the day of the annual General Meeting; and
 - (e) provide a brief statement of the nominee's background, experience, interest in the Society and potential benefit to the Society so that, if a ballot is required, the information can be provided with the voting papers for the information of voting members. The statement shall:
 - (i) not include text in quotation marks or attributed to others; and
 - (ii) not include graphic images or other non-written presentation of information; and
 - (iii) only include statements that are factual in nature; and
 - (iv) be limited in length and content to not more than 170 words on present and past employment and experience, followed by not more than 60 words on Society interest.
- 7.4.4 For a nomination to be valid, the nominee, proposer and seconder, at the time of their signing of the nomination form, shall each be:
- (a) a financial member; and
 - (b) a member who has not been found guilty in a disciplinary process of the Society.
- 7.4.5 In the event of a nomination being found to be invalid for a minor reason that may be readily corrected, the Secretary shall have the power, subject to these Rules, to modify the defect, and on so advising the same:

- (a) may provide up to seven days for the nominee to remedy the defect, or
- (b) may correct the defect himself or herself on approval of the nominee.

A nomination so corrected and in all other respects satisfactory shall be allowed to proceed in the normal course.

- 7.4.6 On or before the closing date for nominations, the Secretary shall not reveal the identity of any nominee. However, the Board shall be entitled to know the number of received valid nominations.
- 7.4.7 Following the closing date for nominations, the names of the nominating members shall be provided to other members by such means as the Board shall determine from time to time.
- 7.4.8 If the number of valid nominations for the Board positions does not exceed the number required to fill the Board vacancies, then:
 - (a) the Secretary shall inform the nominee(s) that they shall be members of the Board from the end of the following annual General Meeting (or its adjournment in the event of a lack of a quorum), and shall invite them to attend the annual General Meeting, and advise them of the time, day and place of the first Board meeting set to follow the annual General Meeting (or its adjournment in the event of a lack of a quorum) at which the election of the President, Vice-President, Secretary, Treasurer and Public Officer of the Society shall take place; and
 - (b) the Secretary shall inform the Board of the successful nominees; and
 - (c) the Chairperson of the annual General Meeting that follows the closing date for nominations shall declare, at that meeting, the member or members that were nominated to the Board.
- 7.4.9 A member who has nominated for a regional Board position and whose location either changes or is to be changed, so that he or she is or shall no longer be in the region specified for that regional Board position, shall:
 - (a) notify the Society of the change or intended change of location at the earliest opportunity; and
 - (b) no longer be eligible for the nominated regional Board position, so that:
 - (i) where an election has been called, the voting form shall be amended where possible to delete the member from the ballot; and
 - (ii) where an election has been called and amendment of the voting form is not possible, the votes cast for that member shall be invalid and not tallied or, if already tallied, shall be declared informal votes and shall not count towards the election; and
 - (iii) where the member is the only nominee for that Board position, an extraordinary Board vacancy shall be declared.

Where notification of the change or intended change of location follows the annual General Meeting at which the member becomes a member of the Board, Rule 7.2.4 shall apply.

7.5 Election of Directors

- 7.5.1 If the number of valid nominations for the Board exceeds the number required to fill the vacant position(s), an election shall be held in which all eligible members shall be provided with the opportunity to vote. The voting shall:
- (a) be by secret ballot; and
 - (b) allow verification of the eligibility to vote of the voting person.
- 7.5.2 The Board shall determine from time to time whether an election shall be conducted by Postal Delivery or by Electronic Transmission or by both means of communication, having regard to the required secrecy of vote and the verification of voter identity.
- 7.5.3 An independent auditor may be appointed to determine the eligibility of each received voting paper, to count the votes, and provide a statement of the election outcome to the Society. Appointment of an auditor shall occur:
- (a) if required by the Board; or
 - (b) if requested In Writing by five or more members who have identified themselves and confirmed the request with their handwritten signature.

Where appointed, the independent auditor shall:

- (c) have professional qualifications and experience relevant to the task; and
 - (d) not be either a Director or a requesting member or a nominee, proposer or seconder of a nomination for election, or a partner, employer or employee of those persons, or an employee of the Society.
- 7.5.4 The Board shall appoint a returning officer to oversee the integrity of the election. The returning officer shall be either a member or a Society employee but shall not be a Director who has been nominated and (if required) elected and shall not be a nominee or proposer or seconder of a nomination for election to the Board or a partner, employer or employee of those persons. The returning officer shall:
- (a) ensure that voting adheres to the Rules set out here; and
 - (b) scrutinise each statement of a nominee's background, experience and interest in the Society, and determine whether it meets the requirement of Rule 7.4.3(e) and, where it does not meet that requirement, shall either edit the statement to fit the requirement or shall exclude the statement from the voting papers; and
 - (c) forward voting materials to, and receive the returned voting form from, each voting member; and
 - (d) if an auditor is appointed, deliver the received voting forms to the independent auditor; or
 - (e) if an auditor is not appointed, determine the eligibility of each received voting paper, count the votes, and provide a statement of the election outcome to the Board.

- 7.5.5 The returning officer shall forward voting material so that:
- (a) 60 days prior to the day of the annual General Meeting at which the Board positions become vacant, voting materials shall have been forwarded to all members who are eligible to vote according to the Society's register of members as it exists 60 days prior to the day of the annual General Meeting; and
 - (b) any eligible voting member entered subsequently into the Society's register of members shall be eligible to receive the voting documents provided the date of the entry into the register is not less than 14 days prior to the closing date of the election.
- 7.5.6 The voting material shall:
- (a) be a voting form approved for the purpose by the Board; and
 - (b) indicate all candidates for the Board position(s) for which the member is eligible to vote, but no candidate for any Board position for which the member is not eligible to vote; and
 - (c) provide the statement of each candidate's employment, experience, and interest in the Society, if such statement has been provided by the candidate and has been accepted by the returning officer; and
 - (d) identify which candidate(s) (if any) are an existing or an immediate-past Director, or an existing or an immediate-past office holder; and
 - (e) provide instructions on how to vote; and
 - (f) indicate how the member shall identify his, her or its eligibility to vote; and
 - (g) specify the address of the returning officer at the Society's office, and the closing date for the return of the voting form.
- 7.5.7 The instructions on how to vote shall indicate that the member:
- (a) has the right to vote or to abstain from voting; and
 - (b) may submit only one voting paper; and
 - (c) shall mark the box next to the name of each of the member's preferred candidate(s) on the voting paper, so that the number of marked candidates shall equal the number of Board positions to be elected in that election; and
 - (d) shall have a vote that is informal and not accepted if the voting is not in the manner specified.
- 7.5.8 Where the voting material is sent by Postal Delivery, the voting member's eligibility to vote shall be verified by providing in the voting material:
- (a) an envelope clearly marked 'voting form only' that is able to fit within a second provided envelope that is addressed to the returning officer at the Society's office; and
 - (b) an identification form to fit within the addressed envelope; and
 - (c) instructions that the member shall:

- (i) seal the completed voting form in the envelope marked 'voting form only', with no other inclusion in the envelope; and
- (ii) print his, her or its name on the identification form, sign the form, and seal both it and the already sealed envelope marked 'voting form only' within the envelope addressed to the returning officer; and
- (iii) forward the sealed addressed envelope to the returning officer to be received on or before the closing date of the election.

7.5.9 Where the provision of voting material is by Electronic Transmission, the Board shall determine the process to be used and shall ensure that the requirements of Rule 7.5.1 are implemented.

7.5.10 Each returned voting form shall be held in a ballot box, or its equivalent for Electronic Transmission, until the day following the closing date of the election.

The voting forms shall then be provided to the independent auditor (if appointed) or the returning officer (if an auditor is not appointed) together with a list of members eligible to vote on the closing date of the election with, if the election is for one or more regional Board positions, the region of each member.

The auditor (if appointed) or the returning officer (if an auditor is not appointed) shall then:

- (a) verify each voting member's eligibility to vote; and
- (b) record each eligible vote in a register of voting members, and exclude any voting form that is:
 - (i) a second or later voting form received from a voting member, or
 - (ii) a voting form that is not from a member eligible to vote; or
 - (iii) a voting form that is informal; and
- (c) tally the valid votes for each candidate.

Where a voting form is excluded, the form shall be kept by the Society in case of a dispute or investigation.

7.5.11 The successful candidate(s) shall be the one(s) gaining the largest number of votes. Where the number of votes is the same for two or more candidates for a Board position, the successful candidate amongst them shall be determined by a lottery conducted by the auditor (if appointed) or the returning officer (if an auditor is not appointed) in which each of the candidates in the lottery has an equal chance of being selected.

7.5.12 Upon completion of the tally of votes, the auditor (if appointed) or the returning officer (if an auditor is not appointed) shall provide the Board with a statement of:

- (a) the number of votes cast for each candidate and which candidate(s) are successfully elected; and
- (b) the number of voting forms (if any) excluded as being:
 - (i) from a member not eligible to vote, or
 - (ii) in excess of a single vote by a member; or

(iii) completed not in the manner specified.

- 7.5.13 Upon completion of the tally and statement of results, all documents used to determine the election outcome shall be delivered to the Society, and shall be held in the Society's office for such time as the Board shall determine.
- 7.5.14 As soon as possible after the outcome of the election, the Society shall:
- (a) inform unsuccessful candidates of the outcome; then
 - (b) inform successful candidates of the outcome and invite them to attend the annual General Meeting, and advise them of the time, day and place of the first Board meeting set to follow the annual General Meeting (or its adjournment in the event of a lack of a quorum) at which the holders of the positions of President, Vice-President, Secretary, Treasurer and Public Officer of the Society shall be determined.
- 7.5.15 The election outcome shall be announced at the annual General Meeting that follows the closing date of the ballot, and shall be presented to the members by such other means that the Board may determine from time to time.

7.6 Board Meetings

- 7.6.1 The Board shall hold meetings at least twice a year and as often as required to satisfactorily manage the affairs of the Society. A meeting may be called:
- (a) by the President, or the Vice President, or the Secretary, or the Treasurer at any time; or
 - (b) by request of three or more other Board members, in which case the date, time and location of the meeting shall be determined by the requesting Board members; or
 - (c) by the Executive Officer, if appointed, at any time.
- 7.6.2 Notice to Board members of a meeting shall be sent by such means of communication as the Board may from time to time determine to be appropriate.
- 7.6.3 At least fourteen days notice of a meeting date, time and location shall be provided to Board members unless:
- (a) the meeting has already been notified and a change of date, time or location is required at short notice to increase attendance; or
 - (b) in the opinion of the President, or the Vice-President, or the Secretary, or the Treasurer, or the Executive Officer (if appointed) a meeting is required urgently in which case the communication of the notice shall be clearly marked "Urgent: Board Meeting".
- 7.6.4 Notice of an agenda for the meeting shall normally be provided at least five days before the meeting unless the meeting is called urgently under part (b) of Rule 7.6.3.
- 7.6.5 The chairperson at all Board meetings shall be the President, or in his or her absence the Vice President. In the absence of both, the Board shall elect its own

chairperson from amongst the Directors present. The chairperson shall have a deliberative vote as well as a casting vote.

7.6.6 A Director may participate in Board meetings:

- (a) in person; or
- (b) by telephone; or
- (c) by such other technology that:
 - (i) the Board may determine from time to time to be acceptable; and
 - (ii) provides two-way immediate verbal communication.

Participation by the means identified in parts (b) and (c) of this Rule shall have the same voting power on resolutions as participation in person.

7.6.7 Six Directors participating as in Rule 7.6.6 in a Board meeting shall form a quorum, except that, if the Society ceases to employ an Executive Officer, five Directors participating as in Rule 7.6.6 in a Board meeting shall form a quorum.

7.6.8 If a quorum is not present within 30 minutes of the notified commencement time of a Board meeting or if a quorum is not maintained throughout the meeting then:

- (a) provided at least four Directors participate, the meeting shall continue and shall provide recommendations to be presented as resolutions to the next meeting of the Board at which a quorum is present; otherwise
- (b) where less than four Directors participate, the meeting shall lapse.

7.6.9 All Board resolutions shall be decided by a simple majority of votes formally cast except:

- (a) where these Rules state otherwise; or
- (b) where less than three votes are in favour of the resolution, in which case the resolution shall lapse.

7.6.10 A Director whose personal situation prevents participation in one or more Board meetings may seek leave of absence from the Board. Such leave of absence:

- (a) must be for a specified period of time that commences on a specified date; and
- (b) may be given by the Board prior to the lack of participation or after the lack of participation; and
- (c) shall be provided where the Board is of the opinion that:
 - (i) the absence is associated with a situation that shall genuinely prevent or has genuinely prevented participation, and
 - (ii) the absence will not substantially impair or has not substantially impaired the Board's proper functioning; and
- (d) shall avoid a lack of participation in Board meetings leading to termination of membership of the Board under Rule 7.6.11

7.6.11 A Director who does not participate in three consecutive Board meetings for which he or she is not granted leave of absence shall be put on notice In Writing

of intention to terminate his or her membership of the Board if he or she does not participate in the Board meeting that next follows the notice.

Where a Director has been put on such notice and does not participate in the Board meeting that next follows the notice and has not been granted leave of absence prior to the meeting, he or she shall cease to be a Director and an extraordinary vacancy of the Board shall be declared.

7.7 Committees

7.7.1 The Board may establish Committees where it is of the view that they are an appropriate means to inquire into, consider and make recommendations to the Board on Society matters.

For each Committee that it establishes, the Board shall specify the Committee's title, objectives, and membership including, if desired, the chairperson.

The Board may change the title, membership or objectives of a Committee or dissolve a Committee as it thinks fit.

7.7.2 The Board may delegate to a Committee the exercise of any function of the Board other than:

- (a) this power of delegation; and
- (b) a function that is imposed on the Board by the Act, by any other law, or by resolution of the Society in a General Meeting.

Notwithstanding such delegation, the Board shall have the power to:

- (a) continue to exercise any function delegated to a Committee; and
- (b) overrule any resolution of a Committee.

7.7.3 A Committee shall not pass any resolution that binds the Board or the Society to any act or thing done or omitted to be done or that has any legal effect unless:

- (a) the Board directs otherwise and specifies the limits of the ability of the Committee to bind the Board or the Society; and
- (b) the Committee acts in accordance with the specified limits; and
- (c) the power to vote on any resolution that binds the Board or the Society shall be limited to those members of the Committee who are Directors; and
- (d) minutes of all meetings of the Committee shall be provided to the Board in a timely manner.

7.7.4 Every Committee shall:

- (a) exercise its powers, and generally conduct itself, in accordance with any directions given by the Board; and
- (b) keep its considerations confidential.

7.7.5 A Committee shall consist of any Director(s) or other person(s) that the Board determines, provided that each member of a Committee shall:

- (a) be a natural person; and

(b) have indicated a willingness to be a member of that Committee.

7.7.6 All Committees shall be dissolved at each annual General Meeting, and the Committees to be established and their title, membership, objectives and ability to pass resolutions that bind the Board or the Society shall be determined by the newly established Board.

7.7.7 A Committee may meet and adjourn as it thinks proper.

7.7.8 In the absence of appointment of a chairperson for a Committee by the Board, the Committee shall elect a chairperson from amongst its members. The chairperson of a Committee shall have a deliberative vote and, in the event of an equality of votes, shall also have a casting vote.

If the chairperson is not present at any meeting within ten minutes after the time appointed for commencement of the meeting, the Committee members present may choose one member amongst them to be the chairperson of that meeting.

7.7.9 The chairperson of a Committee that cannot pass a resolution that binds the Board or the Society shall provide a concise report of each Committee meeting's considerations and findings to all members of the Committee and to the Board, preferably within seven days but no later than fourteen days after a Committee meeting.

The report shall be distributed by whatever means the Board may determine.

7.7.10 A member of a Committee may participate in Committee meetings in person or by telephone or such other means of two-way immediate verbal communication that the Board may from time to time determine to be suitable.

7.7.11 A Director who is a member of a Committee shall be eligible to resign from the Committee upon either:

(a) a written statement of resignation provided to the Board through the Society's Office, or

(b) a verbal statement of resignation provided to the Board at a meeting of the Board.

7.7.12 A member of a Committee who is not a Director shall be eligible to resign from the Committee upon either a written or verbal statement of such action provided to the chairperson of the Committee at any time.

7.7.13 If a Committee position becomes vacant for any reason, the Board shall determine whether the position is to be filled. If it is to be filled, the Board shall appoint whosoever it thinks appropriate provided that such appointment is consistent with Rule 7.7.5.

7.7.14 Any Committee member who has a potential conflict of interest with the affairs of that Committee shall declare that conflict to the Committee and those Committee members with no conflict of interest shall determine the appropriate course of action.

- 7.7.15 If a member of a Committee does not participate in three consecutive Committee meetings, the chairperson of that Committee shall notify the Board of the situation and the Board shall determine the appropriate course of action.

8 SUBSCRIPTIONS AND FINANCE

8.1 Annual Subscriptions

8.1.1 Annual subscriptions for the twelve month period that commences on 1 July shall fall due on that same 1 July and expire on 30 June of the following calendar year.

8.1.2 The amount of the annual subscription to the Society shall be determined by the Board. At its discretion, the Board may pass by-laws to modify the annual subscription for particular purposes.

8.1.3 A member shall not be relieved of any part of the payment of the annual subscription where payment is made after the 1 July that commences the twelve month subscription period.

However, an application to join the Society for the first time that is accepted after 31 December shall be required to pay only half the amount of the annual subscription for that Financial Year.

8.1.4 A member shall be exempt from the payment of the annual subscription only if the member is a Fellow of the Society who has retired from active professional life and has met the criteria specified in Rule 6.4 to the satisfaction of the Board.

8.1.5 A member whose annual subscription for the period from 1 July is not paid before 1 July shall be deemed not financial (unfinancial) until the subscription is paid. An unfinancial member shall:

- (a) not receive the privileges of membership; and
- (b) not be eligible to vote at a meeting or in an election for the Board or in a postal ballot; and
- (c) not be eligible to nominate for the Board, or propose or second a nominee for the Board; and
- (d) not be eligible to be a Director.

8.1.6 Unless the Board determines otherwise, a member whose annual subscription is not paid before 30 September in the subscription period shall be notified In Writing that the subscription is due and that, unless it is paid within 30 days from the day of the notice, he or she shall:

- (a) be struck off the list of members and shall cease to be a member, and
- (b) be required to complete a new application to subsequently become a member again, and

- (c) be assessed for membership on the basis of the membership criteria that apply at the time of receipt of the application following the cessation of membership.
- 8.1.7 Payment of the annual subscription shall entitle a member to receive the benefits of the Society to which they are entitled by their category of membership.
- 8.1.8 A financial member who resigns shall not be eligible to reimbursement of any part of the paid annual subscription.

8.2 Accounting and Finance

- 8.2.1 The Society shall:
 - (a) maintain accounting records that correctly record and fully explain the financial transactions and financial position of the Society, in accordance with the requirements of the Act; and
 - (b) require open and accurate accounting by officers, employees and members of any funds received from or paid to the Society.
- 8.2.2 The Board shall:
 - (a) appoint a qualified, independent, professional auditor, who meets the requirements of the Act, to thoroughly audit and check the books and the financial and other records of the Society and provide an audited report to the Board; and
 - (b) ensure that the timing of submission to the auditor of the Society's accounts and other required financial documents allows the auditor to audit the accounts and furnish a report on the accounts in time to present the audited accounts and the auditor's report on those accounts to the annual General Meeting.
- 8.2.3 The Treasurer shall provide to the members at the annual General Meeting the Society's audited financial accounts together with the auditor's report on the accounts.
- 8.2.4 If the Society meets the requirements of a prescribed association under the Act, the Board shall ensure that the Society complies with the particular requirements of the Act for such an association.
- 8.2.5 Every Director and employee of the Society and person appointed to the Board or appointed to a Committee shall be indemnified out of the assets of the Society against any liability incurred by him or her in defending any proceedings whether civil or criminal arising from the proper execution of the affairs of the Society in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust.

8.3 Prohibition against Securing Profits for Members

The income and capital of the Society shall be applied exclusively to the promotion of the Society's purposes. No portion of the income and capital 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 Society and which are supported by receipts.

9 PROXIES

- 9.1 A member who is unable to attend a General Meeting shall be entitled to appoint a proxy to vote for him, her or it at the meeting.
- 9.2 Appointment of the proxy shall be on a form approved for the purpose by the Board. The completed form shall be sent to the Society's office so that it shall be received:
- (a) not less than four days before the day of the meeting, where the member appointing the proxy is not a Board member; and
 - (b) not less than two days before the day of the meeting, where the member appointing the proxy is a Board member.
- The form shall be sent by:
- (c) Postal Delivery with the handwritten signature of the member, or
 - (d) where so approved by the Board, by Electronic Transmission from the member's electronic address as recorded in the Society's register of members; or
 - (e) by such other technology that allows the eligibility of the voting member to be verified and that is approved by the Board for the purpose.
- 9.3 If the form to appoint the proxy indicates a specific voting outcome for a proposed resolution that is provided in the notice of the meeting then the proxy vote recorded at the meeting shall be that of the specific voting outcome specified on the form.
- 9.4 If the form to appoint a proxy does not indicate a specific voting outcome, or if the vote at a meeting is not on a proposed resolution given in the notice of the meeting, the proxy vote recorded at the meeting shall be the vote cast by the member appointed as the proxy.
- 9.5 The maximum number of proxy votes that a member appointed as a proxy shall be entitled to record shall be:
- (a) for a resolution that is given in the notice of the meeting:
 - (i) without limit for proxy forms that indicate a specific voting outcome on the resolution; and

- (ii) no more than ten for proxy forms that do not indicate a specific voting outcome on the resolution; and
- (b) for a resolution that is not given in the notice of the meeting, no more than ten proxy votes.

10 GENERAL MEETINGS

10.1 Procedures of General Meetings

- 10.1.1 Only financial members shall be eligible to vote at meetings either in person or by proxy.
- 10.1.2 Each member entitled to vote shall be entitled to one vote on each proposed resolution.
- 10.1.3 The Society shall provide at least twenty days notice of the day, the time and the place of a General Meeting to all members by either:
 - (a) a notice sent by Postal Delivery or Electronic Transmission or by such other technology that the Board approves for the purpose; or
 - (b) a notice included in a Society publication that is sent by Postal Delivery or Electronic Transmission or by such other technology that the Board approves for the purpose and in which the notice shall be prominently displayed on the publication's first page.
- 10.1.4 The chairperson at a General Meeting shall be the President or, in his or her absence, the Vice President. In the absence of both the President and the Vice President, any member may be elected to perform this function by the meeting. The chairperson of the meeting shall have a casting vote in addition to his or her deliberative vote.
- 10.1.5 Each resolution at a General Meeting shall be determined:
 - (a) on a show of hands and a declaration by the chairperson that the resolution has, on the show of hands, been carried or carried unanimously or carried by a particular majority or lost; however
 - (b) if a poll is demanded, either by the chairperson or by at least four members eligible to vote and present at the meeting in person or by proxy, before or on the declaration of the show of hands, then a poll by secret ballot shall be taken either:
 - (i) immediately, in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (ii) in such manner and at such time before the close of the meeting as the chairperson directs, in the case of a poll on any other matter.
- 10.1.6 Where a poll is conducted:

- (a) the outcome of the poll on the matter shall be the resolution of the meeting on that matter; and
 - (b) the demand for a poll shall not prevent the meeting continuing with business other than that upon which the poll is demanded.
- 10.1.7 A General Meeting may be adjourned by ordinary resolution of the meeting.
- 10.1.8 Twenty-five financial members present personally or by proxy shall be a quorum at a General Meeting provided that the number of financial members present personally exceeds twelve.
- 10.1.9 If a quorum of members is initially present but is not maintained throughout the meeting, any resolution(s) voted upon while the quorum is present shall be binding upon the Society.

10.2 Ordinary and Special Resolutions

- 10.2.1 An ordinary resolution shall be a resolution passed by a simple majority of the votes cast at the meeting by those members who are entitled to vote either in person or by proxy.
- 10.2.2 A Special Resolution shall require that:
- (a) at least 21 days notice shall be provided In Writing to members, specifying the resolution and the intention to propose it as a Special Resolution at a General Meeting; and
 - (b) to be passed, the resolution must have the support of at least three-quarters of the votes cast at the meeting by those members who are entitled to vote either in person or by proxy.

10.3 Annual General Meetings

- 10.3.1 In accordance with the Act, the Board shall call an annual General Meeting to be held not later than five months from the end of the Financial Year of the Society.
- 10.3.2 While in session, the annual General Meeting shall conduct the affairs of the Society. The meeting shall have the power to:
- (a) make, alter and repeal any Rule of the Constitution provided that the resolution proceeds as a Special Resolution; and
 - (b) receive and adopt a statement of income and expenditure and an audited profit and loss sheet and balance sheet as at the 30th June of that year; and
 - (c) determine any matter referred to it by the Board and review the actions or decisions of the Board; and
 - (d) do whatever these Rules authorise the meeting to do, and to do whatever the Act and the Rules do not specifically direct any other person or body to do, provided that:
 - (i) in the opinion of the meeting the action supports the purposes of the Society; and

- (ii) where such business is not on the agenda paper, it shall be brought forward only where the action is supported by a resolution to do so that is passed with support of at least two-thirds of the votes cast at the meeting by those members who are entitled to vote either in person or by proxy; and
- (iii) the business does not seek to alter the nomination and (if required) election of members to the Board.

10.3.3 Unless the meeting determines otherwise, the following shall be the order of business at an annual General Meeting.

- (a) Minutes of a previous special General Meeting (if any).
- (b) Minutes of the previous annual General Meeting.
- (c) The President's report for the past Financial Year.
- (d) The Treasurer's report for the past Financial Year and the presentation of the financial accounts and reports.
- (e) Composition of the Board.
- (f) Admission of Fellows of the Society (if any).
- (g) Amendment of Constitution and Rules (if any).
- (h) Other business.

10.3.4 At an annual General Meeting, members who have nominated for Board positions and (if required) have been elected, shall be declared to be members of the Board.

10.3.5 If a quorum is not present at an annual General Meeting within thirty minutes of the appointed commencement time or if at some point in the meeting a quorum is no longer maintained, then the meeting shall stand adjourned for up to thirty days and for such period of time as shall allow the notification specified by Rule 10.1.3 to be provided.

If a quorum is not present at an adjourned meeting within thirty minutes of the appointed commencement time, then six members present personally and eligible to vote shall constitute a quorum, otherwise the meeting shall lapse.

10.4 Special General Meetings

10.4.1 A General Meeting other than an annual General Meeting shall be a special General Meeting. A special General Meeting shall be convened if it is sought by:

- (a) the Board; or
- (b) by not less than ten financial members In Writing who have provided their names and handwritten signatures and a clear statement of the purpose of the meeting. In such case:
 - (i) notice of the meeting shall be given within twenty days of the receipt of the request; and

- (ii) the meeting shall be convened within sixty days of the receipt of the request; and
 - (iii) the day, time and place of the meeting shall be determined by the Board in consultation with those members calling for the meeting.
 - 10.4.2 A special General Meeting shall not bring forward or discuss any matter other than that for which the meeting is convened.
 - 10.4.3 If a quorum is not present at a special General Meeting within thirty minutes of the appointed commencement time or, if at some point in the meeting, a quorum is no longer maintained, then:
 - (a) in the event of a meeting not sought by the Board, the meeting shall lapse; and
 - (b) in the event of a meeting sought by the Board, the meeting shall stand adjourned for up to thirty days and for such period of time as shall allow the notification specified by Rule 10.1.3 to be provided.
- If a quorum is not present at an adjourned meeting within thirty minutes of the appointed commencement time, then six members present personally and eligible to vote shall constitute a quorum, otherwise the meeting shall lapse.

11 POSTAL BALLOT

11.1 Function

- 11.1.1 A postal ballot shall use Postal Delivery or Electronic Transmission, or other technology suited to the purpose and approved by the Board, to present one or more resolutions to all members who are eligible to vote, and to determine a voting outcome for the resolution(s).
- 11.1.2 A vote cast in a postal ballot shall:
 - (a) be undertaken by secret ballot; and
 - (b) be provided in a manner that allows the eligibility of the voting member to be verified; and
 - (c) have the same voting power as a vote cast in person at a meeting.
- 11.1.3 A postal ballot may be called:
 - (a) by resolution of a General Meeting; or
 - (b) by at least five per cent of members eligible to vote, In Writing, with specification of the resolution(s) upon which a vote is sought, and with the printed name and handwritten signature of each requestor; or
 - (c) by the Board, at any time.

In all cases, the opportunity to vote shall be provided to all members who are financial members on the day that the postal ballot is called.

- 11.1.4 A request for a postal ballot by members at a General Meeting shall:
- (a) not prevent the continuance of the meeting for business other than that upon which the postal ballot is sought; and
 - (b) not question the nomination and (if required) election of Directors.

11.2 Conduct of the ballot

11.2.1 The postal ballot shall be conducted by the process specified for the election of Directors, so far as the Rules can apply and with such changes as are necessary, including that:

- (a) the returning officer shall be appointed:
 - (i) by the members at the meeting, for a postal ballot that is called by members at a General Meeting; or
 - (ii) by the Board, for a postal ballot that is called by members In Writing or a postal ballot that is called by the Board; and
- (b) the returning officer shall not be either:
 - (i) a proposer or seconder of any resolution that is the subject of the postal ballot or a partner, employer or employee of those persons; or
 - (ii) a Director; and
- (c) the returning officer shall forward the voting material to the voting members within 30 days of the call for the postal ballot and shall specify a ballot closing date not less than 21 days but not more than 42 days from the day of expected latest delivery of the voting material in Australia in the normal course of delivery; and
- (d) the voting material shall:
 - (i) include a voting form approved for the purpose by the Board and clearly marked as “Postal Ballot”; and
 - (ii) indicate who called the postal ballot and why it was called; and
 - (iii) identify the resolution(s) of the postal ballot and the name of the proposer and the seconder of each resolution, and allow selection of a vote ‘for’, or a vote ‘against’, or an ‘abstention’ for each resolution; and
 - (iv) provide instructions on how to vote and how the member shall identify his, her or its eligibility to vote; and
 - (v) indicate who the returning officer is, and the address and the closing date for the return of the voting form to the Society’s office; and
- (e) the instructions on how to vote shall indicate that the recipient:
 - (i) shall be eligible to vote only once on any resolution; and
 - (ii) may choose to abstain from any or all resolutions; and
 - (iii) where voting, shall mark against each resolution either the box ‘for’ the resolution or the box ‘against’ the resolution or neither box if abstaining from a vote on the resolution; and

- (iv) shall have the vote declared informal and not counted in the tally if it is not completed in the manner specified.
 - (f) information to support a case for or against any resolution may be provided by any member; such information shall:
 - (i) be concise, relevant, and provide a frank and fair basis for judgement of the benefits and drawbacks of the resolution(s); and
 - (ii) be included only when the information is provided in time for it to be readily incorporated into the voting document; and
 - (iii) be assessed for its suitability by the returning officer who shall have the right to determine whether the information meets the criteria of this Rule and may, at his or her absolute discretion, include the information, exclude the information, or require modification of the information from the provider by a specified date; and
 - (g) at completion of the tally of votes, the auditor (if appointed) or the returning officer (if an auditor is not appointed) shall deliver to the Board a statement of the number of votes that are:
 - (i) for and against each resolution, and
 - (ii) not from a member eligible to vote, or excluded as being in excess of a single vote by a member, or not completed in the manner specified and declared informal.
- 11.2.2 An outcome of a resolution in a postal ballot shall be valid only if the sum of the votes ‘for’ and the votes ‘against’ and the abstentions is at least equal to 30% of the membership eligible to vote.
- 11.2.3 Upon completion of the statement of voting outcome, the auditor (if appointed) or the returning officer (if an auditor is not appointed) shall deliver to the Society all documents used to determine that voting outcome, including any voting form excluded as invalid. The documents shall be kept by the Society for such time as the Board shall determine from time to time.
- 11.2.4 Following a postal ballot that is not called by the Board, the Society shall notify the outcome of the ballot to a nominated representative of those members who called for the ballot. The outcome shall be provided to other members by such means as the Board shall determine.

12 DISPUTES AND DISCIPLINARY PROCEEDINGS

12.1 Disputes

- 12.1.1 The dispute resolution procedure set out in these Rules shall apply to disputes between a member and the Society.
- 12.1.2 A member who disputes a matter shall present the dispute In Writing addressed to the Secretary at the Society’s office. The Secretary may choose to:

- (a) respond to the dispute directly; or
 - (b) refer the dispute to the Society's administrative staff, if the dispute is an administrative matter; or
 - (c) refer the dispute to the Board, if (a) or (b) of this Rule are not considered appropriate.
- 12.1.3 The person(s) to whom the dispute is referred shall discuss the dispute with the disputing member either in person, by telephone, by facsimile or by Electronic Transmission. Such discussion shall aim to resolve the dispute within twenty days.
- 12.1.4 If the parties are unable to resolve the dispute through the application of Rule 12.1.3, the parties may choose to:
- (a) refer the matter in dispute to the Board for determination, if the matter in dispute has not already been referred to the Board; or
 - (b) discuss the dispute before one or more independent third person(s) agreed to by both parties. Such independent third person(s) shall be either:
 - (i) a Member, or
 - (ii) a Fellow of the Society, or
 - (iii) if the category of Member as defined in this Constitution is yet to be implemented, then a Professional Member of the Society as defined by the Constitution applying prior to this one.
- 12.1.5 The Board shall have the power to call upon advice from other members or from outside the Society if it so requires.
- 12.1.6 If the parties are unable to resolve the dispute through the application of Rule 12.1.4 and (if required) Rule 12.1.5, the Board may determine an outcome to the dispute as a resolution passed by a 75% majority of the votes cast by the Board.

12.2 Disciplinary Action

- 12.2.1 The Board may consider disciplinary action where the Board is of the opinion that the member appears to have:
- (a) persistently refused or neglected to comply with a provision of these Rules, or
 - (b) persistently and wilfully acted in a manner prejudicial to the interests of the Society.
- 12.2.2 A member considered for disciplinary action shall be notified by the Secretary that disciplinary action is being considered. Notification shall be In Writing with delivery by certified Postal Delivery. The notification shall:
- (a) specify the allegation, and
 - (b) invite the member to respond to the allegation, and

- (c) indicate the date by which a response is required, with such date being not less than twenty-five days following the expected date of delivery of the notification to the member in the normal course of Postal Delivery.

12.2.3 Where the member does not respond to the notification, or where the Board is of the opinion that the response has not shown adequate cause as to why disciplinary action should not proceed, the member shall be notified In Writing by certified Postal Delivery of the intention to consider the allegation at a meeting. The notification shall:

- (a) specify the allegation, and
- (b) indicate the time, date and place fixed by the Board for the meeting, with such date being not less than twenty-five days following the expected date of delivery of the notification to the member in the normal course of Postal Delivery; and
- (c) indicate that the member shall be eligible, during discussion of the allegation, to:
 - (i) be present in person at the meeting, or
 - (ii) be represented by another person at the meeting, or
 - (iii) communicate by teleconference facility, or
 - (iv) present evidence In Writing to be received by the Secretary at the Society's office before the day of the meeting, or
 - (v) communicate by other such means as the Board may approve.

At the meeting, evidence relating to the allegation shall be heard by a Committee created for the purpose. The Committee shall assess the evidence and report to the Board and recommend an action and, if appropriate, a penalty. The Board shall then determine the action to be taken.

12.2.4 A finding that disciplinary action is appropriate shall require a 75% majority of the votes cast by the Board. Upon such a finding, the Board may choose, by simple majority decision of the votes cast, to:

- (a) reprimand the member, or
- (b) change the category of membership of the member, or
- (c) expel the member from the Society.

12.2.5 A member who is subject to disciplinary action shall have the right to appeal the outcome. The appeal shall be In Writing, shall state the grounds for the appeal and shall be sent by postal mail to the Secretary at the Society's office to be received within forty-five days of the date of posting of the letter informing that person of the disciplinary action.

Within thirty days of the day of receipt of the appeal at the Society's office, the Board shall establish an appeal panel comprised of:

- (a) one of either the President, Vice President, Secretary or Treasurer, and
- (b) two members, each of whom shall be either a Member or a Fellow of the Society but not a Director.

With regard to the members of the appeal panel:

- (c) none of the persons on the appeal panel shall have been members of the Committee that was created to assess the evidence of the allegation and report to the Board; and
 - (d) if the category of Member, as defined in this Constitution, is yet to be implemented, then a member who is a Professional Member of the Society, as defined by the Constitution preceding this one, shall be eligible to be on the appeal panel.
- 12.2.6 The appeal panel shall consider the grounds of the appeal and shall have the power to:
- (a) examine any evidence that it considers to be relevant, and
 - (b) seek further evidence or advice, as it sees fit, and
 - (c) provide a ruling to the Board, that the Board shall act upon, of any required change of verdict or penalty.
- 12.2.7 Any disciplinary decision or appeal decision shall be communicated to the member by the Secretary, In Writing, by certified Postal Delivery within fourteen days of the decision.
- 12.2.8 Where a disciplinary action involves a change of type of membership or involves expulsion, that action shall become effective:
- (a) sixty days after the date of posting of the letter informing the member of the disciplinary action, where that decision is made by the Board and an appeal is not received; or
 - (b) immediately, where that decision is made by an appeal panel.
- 12.2.9 The Society shall not bear any costs of a member who is subject to a disciplinary process, and the Society shall not return any part of an annual subscription of a member upon expulsion of that member.
- 12.2.10 In a disciplinary process, the Committee, Board or appeal panel considering evidence may seek advice from or appoint to a hearing one or more Members or Fellows who are not Directors as advisors, where the appointed person(s) are able to provide independent expert knowledge to the process. Such appointed advisors shall not have the power to vote on a disciplinary resolution.
- 12.2.11 If a Director is considered for disciplinary action, he or she shall remain a Director but shall immediately stand down from all Board matters until such time as:
- (a) he or she is absolved from disciplinary action, whereupon he or she shall immediately rejoin in all Board matters, or
 - (b) disciplinary action is found to be appropriate, whereupon, in addition to any penalty imposed, the person shall cease to be a member of the Board and an extraordinary vacancy of the Board shall be declared.

13 THE SEAL

- 13.1. The Society shall have a seal bearing the Society's name. The seal shall be affixed to a document only by resolution of the Board and only in the presence of at least two seal-holders who shall both counter-sign any document to which the seal may be affixed.
- 13.2 The seal shall remain in the custody of the Society's premises and shall only be removed from the custody of the Society with Board approval.
- 13.3 The Board shall appoint three of its members to be seal-holders on behalf of the Society. The Board may remove a seal-holder and appoint another Board member as seal-holder at any time.

14 CHANGES TO THE RULES AND CONSTITUTION

The Rules and Constitution of the Society shall not be altered except by a Special Resolution of the members of the Society. Upon acceptance of such a resolution:

- (a) the change to the Rules and Constitution of the Society shall be effective immediately; and shall bind the Society and every member to the same extent as if they have signed and agreed to be bound by all provisions of the Rules.
- (b) within one month of the approval of the changes to the Rules and Constitution of the Society, the Secretary shall lodge an application for registration of alterations to rules with the Office of Consumer and Business Affairs, South Australia.

15 RECORDS

- 15.1. All records of the Society shall be written in the English language.
- 15.2 The Society shall, within one month after the relevant meeting, enter minutes of all proceedings of Board meetings and General Meetings into a book kept for that purpose. The recorded minutes shall be:
 - (a) confirmed by the Directors present at a subsequent Board meeting, for Board minutes, and
 - (b) confirmed by the members at a subsequent General Meeting, for General Meeting minutes, and
 - (c) signed by either the Chairperson of the meeting at which the proceedings took place, or by the Chairperson of the meeting at which the minutes were confirmed.
- 15.3 If any minutes cannot be entered within one month, the Secretary shall be required to state the reasons for the delay to the Board. The Board shall have the right to:

- (a) accept the statement, or
 - (b) reprimand the Secretary, or
 - (c) stand down the Secretary.
- 15.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all indicated proceedings were duly held, and that all appointments made at the meeting are valid.

16 PERMIT

In the event that the Society obtains any licence or permit granted under any Act of Parliament regulating liquor licensing in any State or Territory of the Commonwealth of Australia:

- (a) A visitor shall not be supplied with liquor in the Society's premises or in premises hired by the Society unless in the company of a member who has entered the name of the visitor in a book kept for the purpose and has signed his or her name opposite the name of the visitor, and
- (b) no member shall introduce or entertain more than five visitors at any one time, and
- (c) no person under the age of 18 years shall be sold or supplied with liquor.

17 USE OF NAME

No branch or chapter or Committee or group may use the name of this Society without approval by a majority vote of the Board. If approval is provided, the group using the name must adhere to the Rules and Constitution of this Society.

18 WINDING UP AND SURPLUS ASSETS

- 18.1 The Society may be wound up in the manner provided for in the Act.
- 18.2 If after the winding up of the Society there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar purposes and has rules which prohibit the distribution of its assets and income to its members. Such organisation or organisations shall be identified and determined by a resolution of members in a General Meeting.

19 JURISDICTION

Any dispute concerning the affairs of the Society or its property (wherever located) or the rights and interests of members of the Society under this Constitution shall be governed by the law for the time being in force in the State of South Australia, and the members and the Society shall submit themselves to the jurisdiction of the courts in South Australia regarding the same.