

Nunyara Aboriginal Health Service
CONSTITUTION

1. Name

The name of the Incorporated Association is, Nunyara Aboriginal Health Service Incorporated referred to herein as "the Association".

2. Definitions

"Board" means the group of members appointed to and endorsed by the General Membership to govern the Association.

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

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

"The Act" means the Associations Incorporation Act 1985.

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

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

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

"Near relation" means father, mother, sister, brother, daughter, son, husband, wife (including de facto husband or wife).

"Whyalla" means all districts with a Whyalla postcode in the State of South Australia.

"General meeting" means a general meeting of the members of the Association convened in accordance with these rules.

"Special resolution" means a resolution that requires 21 days notice and two-thirds majority vote.

"Month" means a calendar month.

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

3. Objects of the Association

The objects of the Association are:

1. To provide an holistic range of quality services and programs, promote healthy lifestyle choices and work to improve the health outcomes of Aboriginal people who reside in Whyalla, South Australia.
2. To advocate for dedicated and culturally appropriate service responses to the Aboriginal community of Whyalla from mainstream services.

4. Powers of the Association

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

5. Membership

5.1 Types

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

- 5.1.1.1 Subscribe to the objects of the Association, and
- 5.1.1.2 Are aged 18 years and over at the time of lodging a membership application, and
- 5.1.1.3 Are of Aboriginal descent, and
- 5.1.1.4 Have been resident in Whyalla, South Australia for at least 1 year at the time of lodging a membership application and
- 5.1.1.5 Are currently residing in Whyalla, South Australia at the time of lodging a membership application.

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

5.1.3 Membership is not open to individuals whose employment with the Association ended as a result of work performance issues, disciplinary action, or any other circumstances the Board deem controversial (including those who resigned as a result of such issues or action) within the 5 years preceding the date of their membership application.

5.1.4 Membership is not open to organisations.

5.2 Application for membership

5.2.1 Individuals applying for full membership of the Association must do so in writing on the prescribed form providing evidence, where required, that they are eligible for membership under these Rules and under the Act.

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

- 5.2.3 Applications for membership must be considered and endorsed by the Board and recorded in the minutes of the meeting.
- 5.2.4 Applications for membership can only be considered and endorsed up to three months before an Annual General Meeting. Applications for membership received during the three months prior to an Annual General Meeting shall be processed after the Annual General Meeting.
- 5.2.5 Applications for membership will not be considered from the floor during a general meeting.
- 5.2.6 The Board retains the discretionary right to not accept or endorse any application for membership.
- 5.2.7 All individuals applying for membership will receive written advice on the outcome of their application.
- 5.2.8 The Board retains the right to cap membership numbers at any time.
- 5.2.9 The Board retains the right to apply a membership fee at any time.

5.3 Resignation of membership

- 5.3.1 A member may resign from membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association.
- 5.3.2 Any resignation received prior to a general meeting will be processed before the general meeting.
- 5.3.3 Members must resign their membership when they commence a contract of employment with the Association. Membership status can be reassigned at the conclusion of the contract of employment subject to their continuing eligibility for membership.
- 5.3.4 The provisions of 5.3.3 apply to members who are also Board members.

5.4 Suspension, Cancellation and Expulsion of a member

- 5.4.1 A registered full member of the Association who moves from Whyalla to reside outside of Whyalla for more than 3 months will have their membership suspended.
- 5.4.2 A registered full member of the Association whose membership has been suspended pursuant to 5.4.1 will have their membership status and member rights and responsibilities reinstated once they return to reside in Whyalla subject to their continuing eligibility for membership but without having to meet the length of residency requirement.

- 5.4.3 A registered full member of the Association whose membership has been suspended pursuant to 5.4.1 who does not return to reside in Whyalla within 1 year of their membership having been suspended will have their membership cancelled.
- 5.4.4 A former registered full member of the Association whose membership was cancelled pursuant to 5.4.3 can reapply for membership in the usual way subject to their continuing eligibility for membership but without having to meet the length of residency requirement.
- 5.4.5 Membership of the Association may be cancelled if there is evidence that the individual was not eligible for membership at the time that the application for membership was endorsed by the Board.
- 5.4.6 Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct or behavior detrimental to the interests of the Association.
- 5.4.7 Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.
- 5.4.8 The determination of the Board shall be communicated to the member, and in the event of an adverse determination the member shall, subject to 5.4.9, cease to be a member 14 days after the Board has communicated its determination to the member.
- 5.4.9 It shall be open to a member to appeal to the Association at a general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Board has been communicated to the member.
- 5.4.10 In the event of an appeal under 5.4.9, the appellant's membership of the Association shall not be terminated unless the determination of the Board to expel the member is upheld by the members of the Association at a general meeting after the appellant has been heard by the members of the Association, and in such an event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.
- 5.4.11 During the period of time between the advice to the member from the Board of the particulars of the charge and the general meeting at which an appeal (if one is lodged) is heard, the member status of that member is suspended and all rights and responsibilities pertaining to them are also suspended until the outcome of the appeal is determined.
- 5.4.12 All the provisions of this sub-section apply to members who are also Board members who, in any such event, will stand down from their position and role on the Board.
- 5.4.13 A full member who is also a Board member whose membership is the subject of possible suspension, cancellation or expulsion deliberations will not automatically

be reinstated to their position on the Board in the event of a successful appeal but may instead nominate for election to the Board at a subsequent general meeting where elections are to take place.

5.5 Register of members

- 5.5.1 A register of members must be kept and contain:
- (a) The name and address of each member.
 - (b) The date on which each member was admitted to the Association.
 - (c) If applicable, the date of and reason(s) for suspension, cancellation or termination of membership.
- 5.5.2 From time to time, as the Board sees fit, the register of members shall be audited to ensure the accuracy of the information held, the continued eligibility of the individuals for membership and the ongoing commitment of members to the objects of the Association by completing a membership renewal form.
- 5.5.3 All members named in the register of members will be informed of any and all general meetings and from time to time receive other correspondence from the Association.

6 The Board

6.1 Powers and Duties

- 6.1.1 The affairs of the Association shall be governed and controlled by a Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, which are not required by the Act or by these rules to be done by the Association in a general meeting.
- 6.1.2 The Board is accountable for the governance and control of the funds and other property of the Association.
- 6.1.3 The Board shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent as long as the interpretation is not contrary to the meaning or spirit of the Act.
- 6.1.4 The Board shall have the authority to establish sub-committees that may be comprised of Board members, general members, staff, other community members, other persons with requisite skills, knowledge and abilities.
- 6.1.5 The Board shall have the authority to appoint from amongst its own, representatives to other governing bodies, committees or working groups.
- 6.1.6 The Board shall appoint a Public Officer as required by the Act.

6.2 Appointment to the Board

- 6.2.1 The Board shall be comprised of a Chairperson, Deputy Chairperson, Treasurer, Secretary and 3 other non-office bearing Board members.
- 6.2.2 All Board members are nominated from amongst the registered membership and elected to the Board by the full members at an AGM or if required, at another duly convened general meeting.
- 6.2.3 Individual Board members are not to be a near relation of any other Board member as far as reasonably possible; if this is not possible an individual Board member is not to be a near relation to any more than one other Board member.
- 6.2.4 The Board may at any time determine to contract an advisory team of individuals or bodies corporate to provide advice, training, resources, support, recommendations and any other service required by the Board directly to the Board members in support of them fulfilling their governance functions and compliance obligations. The members of the advisory team are not Board members and so hold none of the rights and responsibilities conferred by Board membership or general membership unless they are also registered members of the Association. Registered members who are also members of the advisory team must declare their conflict of interest when and where required and abstain from voting on matters at a general member that pertain to their contractual relationship with the Association.
- 6.2.5 Nominations for appointment to the core seven (7) person Board may be via self-nomination or nomination by another registered full member and shall be in writing.
- 6.2.6 The nominated full member does not have to be present at the general meeting where the election is to take place but must have indicated that they accept the nomination and declared in writing prior to the meeting that they are eligible to accept the nomination.
- 6.2.7 All full members nominated for a position on the Board must complete a declaration and provide necessary evidence, where required, that they are eligible to accept a position on a Board of an Association under these rules and under the Act prior to their nomination being put before the general membership at the general meeting where election are to take place.
- 6.2.8 Board members are appointed for a term of two (2) years and may be reappointed at the end of their term with no maximum number of terms specified.
- 6.2.9 The office bearers are appointed by the Board from amongst their own at the next meeting of the Board after the elections have been held.

- 6.2.10 The office bearers are appointed for a term of office of two (2) years for a maximum of two (2) terms in any one office.
- 6.2.11 A previous office bearer can be reconsidered for the same office after standing down for one (1) full term of two (2) years.
- 6.2.12 An office bearer having served the maximum number of terms in one office may be considered for appointment to another office or may, at the behest of the Board continue in the role for one (1) further term during which time a succession plan must be devised and implemented.
- 6.2.13 A Board member shall be a natural person.
- 6.2.14 The first Board of the Association under the new constitution shall be the Board in office at the time the new constitution is accepted.
- 6.2.15 Pursuant to 6.2.15, any vacancies on the Board may be filled by co-opting from the membership or via nomination and election by the members at a general meeting.
- 6.2.16 With reference to 6.2.15, the new Board terms and terms of office will apply from the date of the new constitution being accepted with the Board determining which of its members will stand for one (1) year and which for the full two (2) years of their first term so that no more than one-half of the members will complete their first term of office by the first AGM after these rules are adopted where elections are to take place.
- 6.2.17 With reference to 6.2.15 the first Board under this new constitution may review the currently appointed office bearers and call for re-elections under the provisions of these rules if the majority of Board members so determine.
- 6.2.18 The Board may invite and appoint a person, from amongst the registered members, to fill a vacancy that has arisen for whatever reason. Once appointed, the term of appointment is only until the next general meeting at which an election is to take place at which the co-opted Board member can nominate or be nominated for election to the Board.
- 6.2.19 The Board shall not carry more than two (2) vacancies at any one time.
- 6.2.20 If the Board is unable to identify suitable full members from the list of registered members to fill a vacancy they may determine to:
- 6.2.20.1 Carry the vacancy/vacancies (no more than two (2)) until the next annual general meeting or
 - 6.2.20.2 Call a special general meeting for the purposes of electing Board members or
 - 6.2.20.3 Identify suitable people who are not registered members but are eligible for membership and invite them to apply for membership so they can then be co-opted to fill a temporary vacancy and/or

- 6.2.20.4 Waive the membership criteria (with the exception of the Aboriginality, age and employment related criteria) for suitable people who are not registered members and who are not eligible for membership to enable them to become registered members and then be co-opted to fill a temporary vacancy and/or
- 6.2.20.5 Waive the near relation requirement for Board appointment.

6.2.21 Board vacancies filled through either of the provisions of 6.2.20.3, 6.2.20.4 and/or 6.2.20.5 are only for the period of time until the next general meeting at which elections will take at which point in time a Board member so appointed may stand for election if they are eligible to do so under the rules of the Association.

6.3 Proceedings of the Board

6.3.1 The Board shall convene (in person, electronically or via telecommunication) for the dispatch of business at least ten (10) times during the year including the AGM.

6.3.2 A quorum for a meeting of the Board shall be a natural majority.

6.3.3 In the event that an urgent decision is required between scheduled Board meetings an extraordinary Board meeting may be called to discuss and resolve that matter and that matter alone, at which the quorum for the meeting is reduced to three (3) members convening personally, electronically or via telecommunication.

6.3.4 Board members unable to attend a meeting (personally, electronically or via telecommunication) for reasons acceptable to the other Board members who are in attendance, may indicate prior to the meeting and in writing their views and voting on matters to be tabled for a decision at the meeting that are on the agenda. The minutes will record that the Board member was absent from the meeting under this rule and refer to the written views and voting preference, in which case, the vote will be included in the count. If the views and voting preference are not lodged in writing before the meeting only on matters that are on the agenda, and/or the reason for the Board member being absent is unacceptable to the other board members present, the vote will not be included in the count.

6.3.5 Board members may only utilize the provisions of 6.3.4 up to three (3) times in any 12 month period by not for successive meetings.

6.3.6 If necessary, the provisions of 6.3.4 can be used to form quorum to assist in finalizing matters listed on the agenda for decision but not to form quorum for routine agenda items.

6.3.7 Questions or motions arising at any meeting of the Board shall be decided by a majority of votes by a show of hands unless two (2) Board members request a secret ballot.

6.3.8 Each Board member has one (1) vote.

6.3.9 In the event of a tied vote at a Board meeting the Chairperson will in the first instance set aside the voting process and invite Board members to speak for and against the motion and then hold another vote.

6.3.10 If after 6.3.9, the vote is still tied the Chairperson will propose to the Board members the following options to consider individually or in combination to advance the matter:

- (a) Hold a secret ballot at the meeting or schedule it for a subsequent meeting
- (b) Set aside the agenda item and reschedule the item for a subsequent Board meeting
- (c) Refer the matter to an independent person or organisation for information, advice and/or recommendation distributed prior to a subsequent meeting of the Board
- (d) Invite a person or organisation with requisite expertise to attend a subsequent meeting of the Board
- (e) Ask the Senior Officer or other appropriate employee to prepare additional information, reports, advice and/or recommendations to be distributed prior to a subsequent meeting of the Board
- (f) Arrange training for the Board as a whole or for individual Board members regarding the unresolved matter at hand
- (g) Refer the matter to a sub-committee of the Board or establish a sub-committee to consider the matter and report to the Board at a subsequent meeting of the Board
- (h) Refer the matter to the general membership at a special general meeting, the annual general meeting in the form of an ordinary resolution or a special resolution

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

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

6.3.13 The Board meetings shall be chaired by the Chairperson. In the absence of the Chairperson or in the event that they decline the chair, the meeting shall be chaired by the Deputy Chairperson. In the absence of both or where both decline the chair, the Board members present may elect a Board member to chair the meeting.

6.3.14 In the event that a matter under consideration, discussion or for decision before the Board concerns a Board member that Board member will be required to

leave the meeting for the duration of the item or not be present for the duration of the meeting.

6.3.15 Pursuant to 6.3.12, in the event that the Board member subject to the matter under consideration is an office bearer, the remaining Board members will elect another Board member to fulfill the duties of the office for the duration of the item or for the duration of the meeting, whichever applies.

6.3.16 The Secretary will ensure that proper minutes are recorded each and every time the Board convenes and that they are presented for endorsement the next time it convenes.

6.3.17 The Treasurer will ensure that proper financial reports are tabled each time the Board convenes.

6.3.18 The Board shall observe proper meeting procedures.

6.4 Disqualification of Board Members and Removal from Office

6.4.1 Apart from voluntary retirement or standing down/aside, death or other incapacity a Board member may be removed from their office of chairperson, deputy chairperson, treasurer or secretary prior to the completion of their term of office if:

- (a) They are disqualified as a Board member.
- (b) Their term of office as a board member has expired and they are not re-elected to the Board.
- (c) A natural majority of Board members have discussed and determined through formal motion and a vote that the roles, requirements and duties of the office are not being properly fulfilled and table a motion that the office be vacated and an election called to fill the office.
- (d) A natural majority of Board members have upheld a no confidence vote in the office bearer.
- (e) A natural majority of Board members have identified that another Board member has the requisite skills, knowledge, ability and standing to fill the office and table a motion that the office be vacated and the identified Board member elected to the office.

6.4.2 The office of a Board member shall become vacant by disqualification if a Board member is:

- (a) Disqualified from being a Board member under the Act.
- (b) Suspended, cancelled or expelled as a member under these rules.
- (c) No longer eligible for membership under these rules.
- (d) Found to have conducted themselves in a manner that is detrimental to the reputation of the Association.
- (e) Found to have conducted themselves in a manner contrary to the objects of the Association.
- (f) Found to have misrepresented themselves or the Association for their own benefit.

- (g) Found to have conducted themselves in a manner that disrespects their position, the position of other board members, the standing of the board or the policies and procedures of the board.
- (h) Subject of a no confidence vote that is supported by members.
- (i) Absent without apology for more than three consecutive meetings.
- (j) Deceased or otherwise unable or incapable of exercising the duties required of the role and/or accepting accountability for the operations and viability of the Association.

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

6.4.4 Pursuant to 6.4.3 any formal motion must be in the form a special resolution.

6.4.5 Pursuant to 6.4.1 or 6.4.2 or 6.4.3 the Board or an individual Board member (as the case may be) has a right of reply and must be afforded natural justice in the proceedings.

6.4.6 In the event that the general membership lodges a request for a no confidence vote in an individual Board member the remaining Board members may determine if that Board member is to stand down until the outcome of the no confidence vote is known or if they may carry on with their Board duties and retain all rights and responsibilities therein and/or their rights and responsibilities as a general full member.

6.4.7 In the event that the general membership lodges a request for a no confidence vote in the entire Board, the Board will remain in operation in a caretaker capacity until the outcome of the vote is known. If the vote of no confidence is upheld, the Board members are to immediately stand down and a chair elected by the members to preside over a voting process to elect an interim Board of five (5) persons who will govern the Association for a maximum of six (6) months or until the next general meeting (whichever is the sooner) where nominations for the Board and elections shall take place for the entire seven (7) Board positions.

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

6.4.9 A disqualified Board member who remains a member of the Association after disqualification may re-nominate for the Board at a subsequent general meeting at which an election is to take place subject to their continued eligibility to be on the Board of an Association under these Rules and under the Act.

6.4.10 A disqualified Board member who is also an expelled member of the Association may not reapply for membership nor have their membership

application considered or endorsed by the Board for two (2) years even if they are eligible for membership under these Rules.

7. The Seal

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

7.2 The seal shall not be used without the express authorisation of the Board and every use of the seal shall be recorded in the minutes or such other book of the Association. The affixing of the seal shall be witnessed by at least one Board member and the Senior Officer.

8. General Meetings

8.1 Annual General Meetings

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

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

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

8.2 Special General Meetings

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

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

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

8.2.4 If a Special General Meeting is not convened within one month, as required by 8.2.2 above, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practicable as a meeting convened by the Board, and for

this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

8.3 Notice of General Meetings

- 8.3.1 Subject to 8.3.2, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of the business to be transacted at the meeting.
- 8.3.2 Notice of a meeting at which a special resolution is to be proposed, shall be given at least 21 days prior to the date of the meeting.
- 8.3.3 A notice may be given by the Association to any member by serving the member with the notice personally, electronically to the email address listed in the register of members or by sending it by post to the address appearing in the register of members.
- 8.3.4 Where a notice is sent by post:
- (a) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - (b) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings at General Meetings

- 8.4.1 Seven (7) members, present personally or by proxy, shall constitute a quorum for the transaction of business at any general meeting.
- 8.4.2 If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned for 60 minutes at which time, the members present shall form a quorum.
- 8.4.3 Subject to 8.4.4, the Chairperson shall preside as chairperson at a general meeting of the Association.
- 8.4.4 If the Chairperson is not present within 30 minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the Chair or where a matter before the general meeting is in regards to the Chairperson or where the Chairperson has a conflict of interest, the members may choose another Board member or other full member to be the chairperson of that meeting.
- 8.4.5 The Board may determine that part of all of a general meeting is to be chaired by an independent person.

8.4.6 If during a general meeting the chair of the meeting is not re-elected to a position on the Board or disqualified from being on a Board the chair will stand down and members will nominate and elect another Board member or general member to chair the remainder of the meeting.

8.5 Voting at General Meetings

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

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

8.5.3 Unless a poll is demanded by at least five (5) members, a question for decision at a general meeting must be determined by a show of hands.

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

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

8.6 Special and Ordinary Resolutions

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

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

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

8.7 Proxies

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

8.7.2 The member must advise the Association prior to the meeting they have appointed a proxy and who that proxy is in writing.

8.7.3 The member may instruct the proxy in writing on how they wish their vote to be cast or may entrust the proxy to cast their vote as they see fit.

- 8.7.4 A member may appoint the chair of the meeting to be their proxy and cast their vote as directed in writing or at their own discretion.
- 8.7.5 If the member who had advised that they had appointed a proxy attends the meeting, the proxy nomination lapses.
- 8.7.6 An individual member who is not the chair of the meeting may hold a maximum of three (3) proxy votes.
- 8.7.7 The chair of the meeting is not limited on the number of proxy votes he/she holds.

9. Minutes

- 9.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board shall be entered within one month after the relevant meeting in minute files kept for that purpose.
- 9.2 The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Board (as relevant) at a subsequent meeting.
- 9.3 The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- 9.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held and that all appointments made at a meeting shall be deemed to be valid.

10. Financial Reporting

- 10.1 The first financial year of the Association shall be the period ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.
- 10.2 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- 10.3 The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before members at the Annual General meeting.
- 10.4 The Annual (periodic) Return shall be lodged with the Consumer and Business Services within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement and the Board's report.

11. Appointment of an Auditor

- 11.1 At each Annual General Meeting, the members shall appoint a person to be auditor of the Association.
- 11.2 The auditor shall not be an officer; a partner, employer or employee of an officer; an employee; or a partner or employee of an employee of the Association.
- 11.3 The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 11.4 If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.

12. Prohibition against Securing Profits for Members

- 12.1 The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.
- 12.2 In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

13. Winding up and Amalgamation

- 13.1 The Association may be wound up or pursue amalgamation in accordance with the Act.
- 13.2 A special resolution proposed at a general meeting is required for the members to consider and determine the question of winding up or amalgamating the Association.
- 13.3 If after winding up of the Association there remains surplus assets as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- 13.4 Such organisation(s) or charity(ies) shall be identified and determined by a resolution of members in a general meeting.
- 13.6 If the Association is to amalgamate, the assets and liabilities of the Association become the assets and liabilities of the new association.
- 13.7 Surplus assets at the completion of a winding up shall not be distributed to members or former members, or associates of those persons.

14. The Rules of the Association

- 14.1 These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescinding or replacement by substitute rules and amendments that change the meaning or intention of the section or clauses therein.
- 14.2 Alterations that do not change the meaning or intention of the section or clauses therein only require an ordinary resolution at a Board meeting or general meeting.
- 14.3 The alteration shall be registered with Consumer and Business Services as required by the Act.
- 14.4 The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provision thereof.
- 14.5 An alteration to the rules (except change of name) becomes effective from the time the alteration is passed.
- 14.6 An alteration to the name of the Association becomes effective only once it is registered by Consumer and Business Services.

This is the annexure marked 'A' referred to in the statutory declaration
of Wilhelmine Lieberwirth
(name of applicant)

Made on the 12 day of 10 2012
(day) (month) (year)

Before me [Signature]
(Justice of the Peace Signature)

ROBINSON J.P.
Justice of the Peace in and for the
State of South Australia
No. 25025