



CAREER DEVELOPMENT
ASSOCIATION OF AUSTRALIA

Constitution

of the Career Development Association of Australia Inc.

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CONSTITUTION of the CAREER DEVELOPMENT ASSOCIATION OF AUSTRALIA INCORPORATED

1. Preliminaries and Definitions

1.1 Association name

The name of the Incorporated Association shall be the Career Development Association of Australia Incorporated (herein referred to as “the Association”).

1.2 Definitions

In this Constitution, the following meanings shall apply unless the context otherwise requires:

“Act” means the *Associations Incorporation Act 1985* of the State of South Australia.

“Association Procedures” means the procedures of the Association comprising all rules, by-laws and ordinances of the Association made by the Committee pursuant to this Constitution and made available to Members in a collated form.

“Career development” refers to the process of managing learning, work, leisure and transitions at all ages and stages of life.

“Code of Ethics” means CDAА Code of Ethics which contains the rules prescribed by the Association for the professional conduct of its Members as recorded in the Association Procedures.

“Commission” means the Office of Consumer and Business Services of the State of South Australia.

“Constitution” means the Constitution of the Association as repealed, substituted, varied, altered or otherwise amended from time to time.

“Constitutional matters” includes any matter that relates to this Constitution and any matter that relates to any rule, by-law or ordinance that affects the conduct of the affairs of the Association, its Members or the Committee.

“Co-opt” means any Member brought onto any Committee for the purposes of sharing expertise, knowledge, skills and experience relevant to the life of a project or a Committee and in managing the affairs of, and for the benefit of the Association. A co-opted Member will be an ex officio Member.

“Division” means a State or Territory branch or other branch of the Association as determined by the Association.

“Employee” means a person who is employed by the Association on a contract of employment under the relevant State or Federal Employment laws.

“Executive Office Bearers” means the:

- (i) National President;
- (ii) National Vice-President;
- (iii) National Secretary; and
- (iv) National Treasurer.

“Ex Officio” means a Member or an employee of the Association who may sit on a Committee but has no voting rights.

“Financial Year” means 1 January to 31 December each year.

“General Committee Member” means a Committee Member other than an Executive Office Bearer.

“General Meetings” of the Association include:

- (i) any Special General Meeting; and
- (ii) the Annual General Meeting.

“Member” means an approved Member.

“Objects” means the objects of the Association.

“Rules” means the rules of an incorporated Association bind the Association and all Members of the Association as defined in Section 23 of the Act.

“Special General Meeting” is a General Meeting that is not the Annual General Meeting.

“Special resolution” carries the same meaning as provided in the Act.

“The Committee” means the National Executive Committee of the Association constituted pursuant to Rule 29 of the Act, which confers the management of incorporated Associations by a Committee on behalf of its Member and under provisions of this Constitution.

“The Standards” means the Professional Standards for Australian Career Development Practitioners.

“Upheld” means more than 50% of the defined voting audience.

1.3 Words, expressions and references

Unless the context otherwise requires:

- (i) any words or expressions defined in the Act shall have the same meaning for this Constitution;
- (ii) words importing the singular shall include the plural and vice versa;
- (iii) words importing any gender shall be deemed to include and also refer to the other genders; and
- (iv) any reference to an Act or Regulation shall be deemed to refer to such Act or Regulation as amended or substituted from time to time.

2. Objects

The Objects of the Association shall be to:

- (i) act as a representative body for career development professionals and others who are interested in career development, being Members of the Association;
- (ii) discuss, examine, initiate, support, or, if necessary, oppose proposals, laws, measures or other matters relating to career development;
- (iii) promote the recognition and professionalism of career development professionals;
- (iv) to promote and assist the development of Members as professionals;

- (v) promote, provide funding for, and conduct research related to career development;
- (vi) provide information services for the assistance of Members;
- (vii) disseminate knowledge and information;
- (viii) to provide advisory services for Members;
- (ix) act as a forum for all matters relating to career development and a national body for career development professionals and to promote social discourse, preserve, foster and encourage fellowship between Members of the Association, kindred associations and others;
- (x) to lobby on behalf of Members;
- (xi) effect appropriate insurance on behalf of the Association, or professional services insurance on behalf of eligible Members (as defined in the Association Procedures), as the Association determines;
- (xii) to do anything which, in the opinion of the Association, is or could be of benefit to career development practitioners or any of its Members or categories of Members; and
- (xiii) to do all such other deeds, acts and things as may be incidental to the attainment of all or any one of the Objects of the Association.

3. Powers of the Association

3.1 The Association shall have all the powers conferred by Section 25 of the Act and the following additional powers to:

- (i) generally, undertake, do and perform all such acts, deeds, matters and things and carry out such functions as may be considered by the Committee as conducive to the carrying out of the Objects of the Association or any one or more of them in managing the affairs of the Association.

4. Membership

4.1 Applications for membership

4.1.1 A Member of the Association shall be an individual in this Rule called “the Applicant”, who has:

- (i) submitted a written application to the Association to become a Member of the Association in the manner and the form prescribed by the Association;
- (ii) paid the joining fee (if any) set by the Committee for the membership category applicable to the Applicant;
- (iii) paid the annual membership subscription (if any) set by the Committee for the membership category applicable to the Applicant;
- (iv) agreed to be bound by
 - (a) the Association’s Constitution;
 - (b) the Association’s Code of Ethics;
 - (c) the Association Procedures;
 - (d) the Continuing Professional Development requirements for Members of the Association; and
 - (e) all other rules, by-laws and ordinances of the Association as they apply from time to time; and
- (v) met the prerequisites for the membership category applicable to the Applicant;
- (vi) been approved for membership by the Committee.

- 4.1.2 The prerequisites of membership of all membership categories of the Association shall be determined from time to time by the Committee and shall take effect on approval by the Members at an Annual General Meeting or Special General Meeting, and will be published by the Committee to its Members.

4.2 Membership categories

- 4.2.1 The membership categories of the Association shall be determined by the Committee and in accordance with the Act and detailed in the Association Procedures. As at the date of adoption of this Constitution, the membership categories are:
- (i) Life Membership
 - (ii) Fellow Membership
 - (iii) Professional Membership
 - (iv) Associate Membership
 - (v) Student Membership
 - (vi) Subscription Membership
 - (vii) Honorary Membership
 - (viii) Affiliate Membership
 - (ix) Retired Membership
- 4.2.2 Members entitled to receive notices convening General Meetings of the Association are Life Members, Fellows, Professional Members, Associate Members and Retired Members.
- 4.2.3 Members not entitled to receive notices convening General Meetings of the Association are Student Members, Subscription Members, Honorary Members and Affiliate Members.
- 4.2.4 Members entitled to vote on Constitutional matters shall be Life Members, Fellows and Professional Members, who are granted eligibility to vote under their terms and conditions of membership with the Association.
- 4.2.5 Members not entitled to vote on Constitutional matters shall be Associate Members, Student Members, Subscription Members, Honorary Members, Affiliate Members and Retired Members, as described under their terms and conditions of membership with the Association.
- 4.2.6 The addition, deletion or other modification of existing membership categories shall take effect on approval by the Members at an Annual General Meeting or Special General Meeting, and will be published by the Committee to its Members.
- 4.2.7 Any Member from any membership category, can be co-opted onto any Committee for the purposes of sharing expertise and skills relevant to a Committee and in managing the affairs of the Association, as ex-officio only and for a period of time in which these skills are needed.

4.3 Membership period, subscriptions and fees

- 4.3.1 The:
- (i) annual membership subscription (if any); and
 - (ii) joining fee (if any);
- applicable to each membership category determined in accordance with Rule 4.2, shall be such amounts as have been determined by the Committee from time to time.
- 4.3.2 Membership will be valid on payment of the applicable subscription fee (if any) in the manner and in accordance with the procedure set out in the Association Procedures.
- 4.3.3 The manner and procedure of payment of annual membership subscriptions of all membership categories (if applicable) of the Association shall be determined by the Committee and shall be recorded in the Association Procedures.

4.4 Resignation of membership

4.4.1 A Member may resign from membership of the Association by giving written notice thereof to the National Secretary of the Association. Any Member so resigning shall be liable for any outstanding annual membership subscriptions, which may be recovered by the Association as a debt due to the Association.

4.4.2 A Member resigning shall not be entitled to any refund of the applicable annual membership subscription.

4.5 Discipline of Members

4.5.1 Cause: Any Member can be disciplined by the Committee as a Member of the Association for a breach of any one or more of:

- (i) The Constitution; and
- (ii) The Code of Ethics for Australian Career Development Practitioners.

4.5.2 Discipline of a Member:

- (i) A complaint against a member for potential breach of the Code of Ethics shall be heard by the Ethics Review Committee; duly established and managed according to Association Procedures.
- (ii) A complaint against a member for potential breach of the Constitution, or any other charge, shall be heard by the National Executive Committee – the “Committee”.
- (iii) Particulars of the charge shall be communicated to the Member at least fifteen (15) working days before the meeting at which the matter will be determined.
- (iv) The Member shall be given an opportunity to make a verbal or written submission addressing the charge, which will receive appropriate consideration.
- (v) All final decisions for disciplinary action shall be made by the Committee.
- (vi) The decision of the Committee shall be communicated to the Member by the National President within five (5) working days of a determination.
- (vii) If specific actions within timelines are required of the Member, the communication to the Member will include informing the Member as to who will manage this process, what evidence of compliance is required and what consequences for non-conformance will apply.
- (viii) It shall be open to the Member to appeal the expulsion. The appeal shall be communicated to the National President within five (5) working days after the determination of the Committee has been communicated to the Member.
- (ix) An Appeals Panel comprising of the National President as Chair plus a minimum of 2 Life or Fellow CDAА Members shall be convened to hear the appeal.
- (x) Within a further fifteen (15) working days of the appeal being received by the National President, the Appeals Panel decision shall be communicated to the Member.
- (xi) The decision of the Appeals Panel is final and no further variation to the decision will be considered.

4.6 Member communication

Every Member shall advise the Association in writing of all changes to his or her postal or electronic address. All notices sent to a Member at the last address given by him or her shall be deemed to have been duly given to such Member whether or not he or she actually receives it.

4.7 Members not to incur liability on behalf of the Association

No Member of the Association may in any capacity whatsoever incur any liability on behalf of the Association without the previous approval of the Committee, and any Member who should do so or purport to do so shall be solely responsible for payment of any such liability to the exclusion of the Association.

4.8 Register of Members

The Association shall retain an electronic register of Members, inclusive of such information required for the purposes of providing membership services. It will remain the responsibility of each Member to ensure any details private to that Member are accurately maintained, through the Member's access to that information under specific user name and member determined password via the Association's website.

5 Management

5.1 National Executive Committee

- (i) The Association shall be governed by a Committee comprising:
 - (a) the Executive Office Bearers; and
 - (b) four (4) General Committee Members; and

- (ii) Ex officio Members of the Committee will comprise:
 - (a) The Immediate Past President for a period of two (2) years; and
 - (b) The appointed Operational Manager for the term of the employment contract; and
 - (c) Co-opted Members in accordance with Rule 5.1.1(iv)

- (iii) From the Annual General Meeting, election of each of the Committee Members will occur on an alternative yearly basis of one half of the Executive Office Bearers and one half of the General Committee Members as follows:
 - (a) One Year:
 - 1. National President;
 - 2. National Secretary;
 - 3. Two General Committee Members; and
 - (b) Alternate Year (having regard to the elected offices in the immediate prior year):
 - 1. National Vice-President;
 - 2. National Treasurer;
 - 3. Two General Committee Members.

- (iv) Terms of office of each Committee Member will be a maximum of two (2) years, subject to Rule 5.1.4.

5.1.1 Powers of the Committee

- (i) The affairs of the Association shall be managed and controlled by the Committee 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, and are not by the Act or by these rules required to be done by the Association in General Meeting.
- (ii) The Committee has the management and control of the funds and other property of the Association.

- (iii) The Committee 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.
- (iv) The Committee shall appoint a Public Officer as required by the Act.
- (v) In addition to the powers set out above, the Committee has the duties and responsibilities set out in the Association Procedures for administering the affairs of the Association.

5.1.2 Eligibility for membership of the Committee

- (i) Eligibility for membership of the Committee is open to:
 - (a) Life Members;
 - (b) Fellows; and
 - (c) Professional Memberswho are not disqualified or prohibited by the Act from being Members of the Committee and who currently hold a financial membership.
- (ii) No Member shall simultaneously hold more than one position on the National Executive Committee without the consent of the Committee.

5.1.3 Disclosure of interest

A Committee Member who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of that interest as required by the Act:

- (i) to the Committee;
- (ii) at the next Annual General Meeting of the Association;
- (iii) may take part in deliberations in respect to that contract, unless not permitted to do so under the Act; and
- (iv) shall not vote in respect to that contract, unless permitted to do so under the Act.

5.1.4 Election of Committee Members

Election of National Executive Committee positions will be in accordance with the Association Procedures.

- (i) Members entitled to vote shall be Life Members, Fellows, Professional Members, Associate Members and Retired Members who are granted eligibility to vote under their terms and conditions of membership with the Association.
- (ii) National Executive Committee Members shall be elected by Members entitled to vote at the Annual General Meeting.
 - (a) A National Executive Committee Member must not nominate for re-election upon completion of six (6) continuous years of service.
 - (b) Where a Member has been elected to the position of President, regardless of their length of continuous service, they shall be eligible to nominate for re-election and, should they be successfully re-elected, serve a full second term.
 - (c) A National Executive Committee Member retiring in accordance with Rule 5.1.4(ii) (a) shall not be eligible for re-election until the second Annual General Meeting after that at which he or she retired.

5.1.5 Casual Vacancies

In the event that a Committee Member (other than an ex-officio Member):

- (i) resigns before the completion of their elected period of office; or
- (ii) seeks a leave of absence during their elected period; or
- (iii) is disqualified by the Act; or

- (iv) is expelled as a Member of the Association under Rule 4.5 of this Constitution; or
- (v) is permanently incapacitated by ill health or dies; or
- (vi) fails to fulfil their duties as a Committee Member or fails to act in the best interests of the Association; or
- (vii) ceases to be a financial Member of the Association.

subject to Rule 5.1.4 the Committee may appoint any Member eligible under Rule 5.1.2 as a Committee Member to fill a casual vacancy. Any Committee Member appointed under this Rule shall be deemed to have been elected at the Annual General Meeting at which the Committee Member whom he or she replaces was elected, or was deemed to have been elected, and shall accordingly hold office in accordance with Rule 5.1.4.

5.1.6 Proceedings

- (i) The Committee shall hold meetings regularly for the dispatch of business of the Association.
- (ii) A Committee meeting may be called or held using any technology.
- (iii) Questions arising at any Committee meeting shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- (iv) A quorum for each meeting of the Committee shall be five (5) voting Members of the Committee, which excludes ex officio or co-opted Members.
- (v) E-resolutions to be considered by Committee Members must attain 100% agreement for them to be carried.
- (vi) Where a Committee Member fails to attend three meetings in a calendar year, they will be required to seek a formal leave of absence or resign from their role on the Committee and a Casual Vacancy will be called as per Rule 5.1.5.
- (vii) Where the Committee exercises any power of adjudication that it may have in relation to a dispute between:
 - (a) its Members; or
 - (b) its Committee Members; or
 - (c) itself and any one or more Members;then the rules of natural justice must be observed.

5.1.7 Responsibilities of the Committee

Committee Members shall represent the Association and always uphold its Objects and this Constitution.

5.1.7.1 National President

The President shall be responsible for all operations and functions of the Association.

- (i) The President shall:
 - (a) oversee the conduct of the Association, and in collaboration with the Operational Manager ensure the Association meets its objectives;
 - (b) preside over and chair all meetings of the Association, including Committee meetings and any General Meetings;
 - (b) prepare an annual report to be presented to the Members at the Annual General Meeting of the Association;
 - (c) liaise with Division Presidents from time to time;

- (d) act as spokesperson for the Association unless an alternative spokesperson has been appointed by the Committee or by the Members present at a General Meeting. As spokesperson, the President shall make statements in accordance with previously agreed policy, or, at short notice when no existing policy deals with the matter, following consultation with at least two other Committee Members;
 - (e) be the custodian of the seal;
 - (f) be responsible for the appointment, management, supervision and termination of employees of the Association subject to any direction of the Committee with whom the President must consult before any appointment or termination of an employee takes place; and
 - (g) comply with the duties and obligations of an officer of the Association as are set out in the Act.
- (ii) The President, with the approval of the Committee, may delegate clerical and administrative duties of the President to an employee.

5.1.7.2 National Vice-President

The Vice President shall support the role of President, assisting with presidential tasks as and when required and fulfil their responsibilities under the direction of the President.

- (i) In collaboration with the Committee and the Operational Manager, the Vice President shall:
 - (a) assume all the duties of the President in the absence of the President;
 - (b) comply with the duties and obligations of an officer of the Association as are set out in the Act.
- (ii) The Vice-President, with the approval of the President, may delegate clerical and administrative duties of the Vice-President to an employee.

5.1.7.3 National Secretary

The Secretary shall be responsible for compliance with specific legislative obligations, and fulfil their responsibilities under the direction of the President.

- (i) In collaboration with the Committee and the Operational Manager, the Secretary shall:
 - (a) be responsible for notification of General Meetings and elections;
 - (b) keep and maintain current the Association Procedures;
 - (c) comply with the duties and obligations of an officer of the Association as are set out in the Act.
- (ii) In the absence of the Secretary from meetings, another Member of the Committee shall be appointed by the Committee to temporarily fill the position of secretary and act as the alternate secretary to the Secretary.
- (iii) The Secretary, with the approval of the President, may delegate clerical and administrative duties of the Secretary to an employee.

5.1.7.4 National Treasurer

The Treasurer shall be responsible for the Association's financial management, and fulfil their responsibilities under the direction of the President.

- (i) In collaboration with the Committee and the Operational Manager, the Treasurer shall:

- (a) take lead responsibility for presenting and overseeing the financial affairs and audit compliance of the Association and reporting to the Committee; and
 - (b) comply with the duties and obligations of an officer of the Association as are set out in the Act.
- (ii) In the absence of the Treasurer from meetings, another Member of the Committee shall be appointed by the Committee to temporarily fill the position of Treasurer and act as the alternate treasurer to the Treasurer.
 - (iii) The Treasurer, with the approval of the President, may delegate clerical and administrative duties of the Treasurer to an employee.

5.1.7.5 General Committee Members

- (i) General Committee Members shall assist Executive Office Bearers with their duties, as required by the Executive Office Bearers.
- (ii) General Committee Members shall comply with the duties and obligations of an officer of the Association as are set out in the Act.
- (iii) A General Committee Member, with the approval of the President, may delegate specified clerical and administrative tasks to an employee.

5.2 Division Committees

- (i) The membership of the Association shall be organised and allocated into Divisions as a means of communicating and engaging with Members and advancing the interests of the Association generally.
- (ii) A Member of the Association is automatically a Member of the State, Territory or branch of the Association corresponding to his or her primary place of residence but may request access to information from Divisions more conducive to their needs.
- (iii) A Division Committee shall regularly meet and communicate with all Division Members and the Committee.

5.2.1 Division Committee positions

- (i) Each Division of the Association shall elect a Division Committee to manage the affairs of the Division in accordance with this Constitution and the Association Procedures.
- (ii) A Division Committee shall comprise two elected positions of:
 - (a) the Division President; and
 - (b) the Division Secretary.
- (iii) A Division Committee may appoint such other representatives as the Division Committee determines.
- (iv) No Member shall simultaneously hold a Division Committee position and a National Executive Committee position except in the case of an ex officio role.

5.2.2 Eligibility for Membership of the Division Committee

- (i) Eligibility for Membership of the Division Committee is open to:
 - (a) Life Members;
 - (b) Fellows;
 - (c) Professional Members;
 - (d) Associate Members; and
 - (e) Retired Members

who are not disqualified or prohibited by the Act from being Members of the Committee and who currently hold a financial membership.

- (ii) The above Membership categories can hold an elected Division Committee position with the exception of Associate Members and Retired Members.

5.2.3 Disclosure of interest

A Division Committee Member who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the Association:

- (i) must disclose the nature and extent of that interest as required by the Act:
 - (a) to the Committee; and
 - (b) at the next Annual General Meeting of the Division and the Association.

5.2.4 Election of Division Committee Members

Election of Division Committee positions will be in accordance with the Association Procedures.

- (i) Members entitled to vote shall be Life Members, Fellows, Professional Members, Associate Members and Retired Members, who are granted eligibility to vote under their terms and conditions of membership with the Association.
- (ii) Divisions Committee Members shall be elected by Division Members entitled to vote at the Division Annual General Meeting.
- (iii) A Division Committee Member must not nominate for re-election upon completion of six (6) continuous years of service.
- (iv) Where a Member has been elected to the position of Division President, regardless of their length of continuous service, they shall be eligible to nominate for re-election and, should they be successfully re-elected, serve a full second term.
- (v) A Division Committee Member retiring in accordance with Rule 5.1.4(iii) shall not be eligible for re-election until the second Division Annual General Meeting after that at which he or she retired.

5.2.5 Vacancies

In the event that a Division Committee Member (other than an ex-officio Member):

- (i) resigns before the completion of their elected period of office; or
- (ii) seeks a leave of absence during their elected period; or
- (iii) is disqualified by the Act; or
- (iv) is expelled as a Member of the Association under Rule 4.5 of this Constitution; or
- (v) is permanently incapacitated by ill health or dies; or
- (vi) fails to fulfil their duties as a Division Committee Member or fails to act in the best interests of the Association; or
- (vii) ceases to be a financial Member of the Association.

subject to Rule 5.2.4 the Division Committee may appoint any Division Member eligible under Rule 5.2.2 as a Division Committee Member to fill a casual vacancy. Any Division Committee Member appointed under this Rule shall be deemed to have been elected at the Division Annual General Meeting at which the Division Committee Member whom he or she replaces was elected, or was deemed to have been elected, and shall accordingly hold office in accordance with Rule 5.2.5.

5.2.6 Responsibilities of Division Committees

The role descriptions, including the duties and responsibilities for all Division Committee Members are contained in the Association Procedures. Below is a broad description of the purpose and function of each role.

5.2.6.1 Division President

- (i) The role of the Division President is to represent the Association at a State, Territory or branch level and to lead the State, Territory or Branch Division Committee.
- (ii) The Division President will lead the Division Committee to ensure that that Committee is aligning its functions and operations with the strategic goals and objectives of the Association.
- (iii) A Division President must, not less than thirty (30) days before the Annual General Meeting of the Association, provide to the National Secretary of the Committee the annual report of his or her Division.

5.2.6.2 Division Secretary

The role of the Division Secretary is to manage the records and proceedings of the Division and includes:

- (i) Notices, Agendas, Minutes and records of elections of the Division Annual General Meeting; and
- (ii) Receive and process inward and outgoing correspondence.

5.3 Employees

5.3.1 Subject to complying with all legal requirements, the Committee may employ persons to such roles and positions and on such terms as the Committee sees fit, to enable the Association to fulfil its objects.

5.3.2 Employment contracts and termination of contracts for appointed employees will be in accordance with State or Commonwealth Industrial Instruments and Agreements.

5.3.3 Employees of the Association shall be accountable to the Committee.

5.3.4 The Committee may delegate to employees, any accountabilities associated with the management of the Association as defined in this Constitution, subject to such terms and restrictions as are determined by the Committee, including in relation to any time period and any specific purposes.

6. General Meetings

- (i) The Association must hold an Annual General Meeting within five (5) months after the end of the financial year of the Association.
- (ii) A Special General Meeting can be called at any time by the President or by the Committee.

6.1 Calling of meetings

6.1.1 Notice of the calling of a General Meeting of the Association:

- (i) must set out where and when the meeting will be held;
- (ii) must be accompanied or have affixed thereto an agenda of the meeting setting out the particulars of the nature and order of business to be transacted at the meeting;
- (iii) is to be served only on Members who are entitled to receive notices of General Meetings and vote thereat;

- (iv) must give at least fourteen (14) days' notice of the meeting unless at the meeting a special resolution is to be proposed in which case at least twenty-one (21) days' notice of the meeting is to be given.

6.1.2 Five percent [5%] of Members, present in person or by proxy, shall constitute a quorum at any General Meeting of the Association.

6.1.3 The procedures to be followed for the conduct of a General Meeting of the Association and voting shall be those contained in the Association Procedures.

6.2 Recording of meeting minutes

6.2.1 Proper minutes of the proceedings of meetings of:

- (i) the Association;
- (ii) the Committee; and
- (iii) Division Annual General meetings;

are to be securely held in the Registered National Office as part of the official records of the Association as specified in the Association Procedures.

6.2.2 The minutes kept pursuant to this rule must be confirmed by the Members of the Association or the Members of the Committee (as relevant) at a subsequent meeting.

6.2.3 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.

6.2.4 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.

6.3 Eligibility to vote

6.3.1 Members entitled to receive notices convening General Meetings of the Association are Life Members, Fellows, Professional Members, Associate Members and Retired Members.

6.3.2 Members not entitled to receive notices convening General Meetings of the Association are Student Members, Subscription Members, Honorary Members and Affiliate Members.

6.3.3 Members entitled to vote on Constitutional matters shall be Life Members, Fellows and Professional Members, who are granted eligibility to vote under their terms and conditions of membership with the Association.

6.3.4 Members not entitled to vote on Constitutional matters shall be Associate Members, Student Members, Subscription Members, Honorary Members, Affiliate Members and Retired Members, as described under their terms and conditions of membership with the Association.

6.3.5 All other types of membership categories are not entitled to receive notices convening General Meetings of the Association and have no voting rights and cannot vote on any matter.

6.3.6 Subject to these rules, each Member who is entitled to vote may vote by being present in person or by proxy and shall be entitled to one vote.

6.3.7 At any General Meeting, a resolution put to a vote shall be decided by a show of hands. In the event of equality of votes, the Chairperson shall have a casting vote in addition to a deliberative vote.

6.3.8 A declaration by the Chairperson of the meeting that a resolution has been carried or lost shall (unless a poll/recount is demanded) be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

6.3.9 If a poll/recount is demanded by a Chairperson of the meeting, or by three or more Members present personally or by proxy, it shall be taken in such manner as the Chairperson directs. The result of such poll/recount shall be deemed to be the resolution of the meeting, provided always that in the case of a special resolution then a majority of 75% or more of Members who are entitled vote in person or by proxy at the meeting, is required.

6.3.10 A poll/recount demanded on the election of a Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

6.3.11 Postal voting shall be available to Members unable to attend the Annual General Meeting for the purpose of electing Committee Members.

6.3.12 Only financial Members may vote.

6.4 Proxies

6.4.1 Subject to these rules, a Member with voting rights shall be entitled to appoint, in writing, another Member of the Association as his or her proxy and to attend and vote on his or her behalf at any General Meeting or Special General Meeting of the Association.

6.5 Special and Ordinary Resolutions

Members entitled to vote at General Meetings or Special General Meetings may table resolutions for consideration at those meetings, provided:

6.5.1 The National Secretary is provided with, and acknowledges receipt of, written notice setting out the full particulars of the resolution at least fourteen (14) days, or in the case of a special resolution at least twenty-one (21) days, in advance of the General Meeting or Special General Meeting at which the resolution is intended to be heard.

7 Public Officer

7.1 The Public Officer shall be an appointee who is a natural person over the age of 18 years and a resident of the State of South Australia.

7.2 The Public Officer shall:

- (i) register all changes to this Constitution within one month of changes taking effect and pay the prescribed fee to the Commission; and
- (ii) comply with the duties and obligations of the Public Officer as are set out in the Act.

8 Management of accounts, finances and property

8.1 Accounts

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

8.1.2 The Association must keep its accounting records in such a manner as will enable the accounts of the Association to be conveniently and properly audited in accordance with the Act.

8.2 Appointment of an Auditor

For so long as the Association is a prescribed association for the purposes of the Act and under Section 23A(c)(iii) of the Act, the Association has the power to appoint an auditor to the Association to audit the accounts of the Association:

- (i) if so required under the Act; and
- (ii) if not required under the Act, if the Committee thinks it necessary.

8.3 Finances and property

8.3.1 Persons who by authority accept or incur any pecuniary liability on behalf of the Association shall be held indemnified against any personal loss in respect of such liability.

8.3.2 As a non-profit Association, the income, property and funds of the Association shall be used and applied solely towards the promotion of the Objects of the Association and shall not be paid or transferred to the Members or relatives of Members.

8.3.3 Subject to these rules, nothing shall prevent payment in good faith to any person in return for services actually rendered or to any person in furtherance of the Objects of the Association.

8.3.4 In conjunction with Clause 21(2) of the Act, Association Members shall have no liability towards any debts of the Association or to any costs of the winding up of the Association, except to the value of any unpaid annual membership subscriptions.

8.3.5 On dissolution of the Association, all property, whether real or personal, remaining after payment of all debts and legal liabilities, shall be transferred to such other bodies formed for promoting similar objects as shall be approved by the Association, provided that:

- (i) such other body shall also prohibit the distribution of income and property to the Members and relatives of Members to the extent stated herein;
- (ii) such other body shall also be an approved non-profit organisation.

8.3.6 Section 43 of the Act prohibits the distribution of surplus assets at the completion of winding up to Members or former Members or associates of those persons.

9. Common Seal

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

9.2 The seal shall not be used without the express authorisation of the Committee, and the Association shall record every use of the seal. The President and one other Committee Member shall witness the affixing of the seal.

9.3 The seal shall be kept in the custody of the President.

10. Alterations to Rules of the Association

- 10.1 This Constitution may be repealed in part or whole, substituted in whole or part or otherwise varied, altered or amended by resolution of two-thirds of Life Members, Fellows and Professional Members present and voting or by proxy at a General Meeting of which not less than fourteen (14) days' written notice specifying the intention to propose the resolution, including notice of the proposed repeal, substitution, variation, alteration or amendment has been given to all such Members.
- 10.2 Members can be given notice of the proposed repeal, substitution, variation, alteration or amendment of this Constitution in any manner specified in Rule 12.
- 10.3 Section 21 of the Act defines rights and responsibilities of Members in relation to this Constitution as substituted, varied, altered or amended from time to time.

11. Amalgamation

- 11.1 The Association may, by special resolution at a duly convened General or Special General meeting, resolve to amalgamate with one or more other incorporated associations. Any such resolution would be progressed in accordance with the Act.

12. Other Rules, By-Laws and Ordinances

- 12.1 The Committee shall have the power to make, repeal, alter, vary and amend such other rules, by-laws and ordinances as it sees fit to facilitate the running of the Association and the interpretation of this Constitution.
- 12.2 Such other rules, by-laws and ordinances shall be included in the Association Procedures.

13. Service of processes, notices or other documents

- 13.1 Service of any notice (including a notice calling a General Meeting or a notice informing Members of the proposed repeal, substitution, variation, alteration or amendment of this Constitution), demand or any other document upon a Member will be effected by electronic means.

14. Prohibition against securing profits for Members

- 14.1 The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered, as reimbursement of, or expenses incurred on behalf of the Association.
- 14.2 Section 55 of the Act provides a prohibition against securing profits for Members.

15. Winding Up of the Association

- 15.1 The Association may be wound up in any manner provided for in the Act and in this Constitution.

15.2 The Association shall not be dissolved except by approval of not less than two thirds of Members present and voting at a meeting called for the purpose, of which not less than one (1) calendar month notice, including notice of the proposed dissolution, has been given to all Members.