

# CONSTITUTION OF THE AUSTRALASIAN CORROSION ASSOCIATION INCORPORATED

## 1. Name

The name of the incorporated Association is:

THE AUSTRALASIAN CORROSION ASSOCIATION INCORPORATED

hereinafter called "The Association".

The Association consists of the Board, the Council, the approved Branches and Divisions, and the Members.

## 2. Model Rules

This Constitution displaces the Model Rules to the extent that it is inconsistent with any Model Rules.

## 3. Bylaws

- a) The Board may from time to time make such By-Laws as are in its opinion necessary and desirable for the proper control, administration and management of the Association's affairs, operations, finances, interests, effects and property and may amend and repeal those Bylaws from time to time.
- b) A Bylaw must be subject to this Constitution and must not be inconsistent with any provision contained in this Constitution.
- c) When in force, a By-Law is binding on all Members and has the same effect as this Constitution.
- d) Subject to Rule 3e, the Board will adopt such measures as it deems appropriate to bring to the notice of Members all Bylaws amendments and repeals.
- e) The Board will provide Members with reasonable notice of any proposed changes to the Bylaws prior to the changes being implemented.

## 4. Definitions

In this Constitution:

- a) **Act** means *Associations Incorporation Act (SA) 1985* as amended from time to time.
- b) **Association** means The Australasian Corrosion Association Inc.

- c) **Board** means the governing body of the Association, elected as defined in Rule 10.2.
- d) **Constitution** means this Constitution as amended or supplemented from time to time.
- e) **Consumer and Business Services** means the South Australian Government Agency responsible for administration of the Act.
- f) **Corrosion** means corrosion of metals, degradation of synthetic and composite materials, rotting and decay of timbers and other natural materials and similar processes of deterioration of any materials used by mankind, as determined from time to time by the Board of the Association.
- g) **Council** means a body representative of the Branches and appointed as in Rule 12.
- h) **Executive Officer** means the manager of the Association.
- i) **General Meeting** means a general meeting of Members of the Association convened in accordance with these rules.
- j) **Member** means a member of the Association and 'Membership' has a corresponding meaning.
- k) **Model Rules** means the model rules prescribed by the Act or the Regulation as amended from time to time.
- l) **Month** shall mean a calendar month.
- m) **Public Officer** means the person appointed from time to time to hold the position of public officer as referred to in the Act.
- n) **Representative** means a person authorised to act as a representative of a body corporate, as described in Rule 7.1(c)(2).
- o) **Regulation** means the *Associations Incorporation Regulation (SA) 2008* as amended from time to time.
- p) **Special General Meeting** means a general meeting of the Association other than an annual general meeting.

#### 4.1 Interpretation

In this Constitution, unless there is something in the subject or context which is inconsistent:

- each gender includes the other gender;

- the words **writing** and **written** include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form.

## **5. Purpose and Objects of The Association**

5.1 The purpose of The Association is to be a non-political, not-for-profit organisation established for promoting the co-operation of academic, industrial, commercial and governmental organisations in relation to the dissemination of information on all aspects of corrosion and its prevention or control by promoting lectures, symposia, publications, training and other activities.

5.2. The objects of The Association are:

- a) To improve and disseminate knowledge of the arts and sciences of the prevention and mitigation of corrosion and allied arts and to this end to develop a co-operative spirit of friendship and mutual assistance among members.
- b) To consult with educational authorities, teachers and others to improve the standard of education in those branches of science in which The Association is interested.
- c) To initiate and sustain research; hold meetings for the presentation and discussion of technical papers; develop publish and distribute technical treatises; and pursue other related activities.
- d) To provide prizes, scholarships, exhibitions, bursaries and funds for the purpose of promoting education in corrosion and kindred subjects.

5.3. The Association shall not support with its funds or endeavour to impose on, or procure to be observed by its members or others, any regulation or restriction which, if any object of The Association, would make it a trade union.

5.4. Prohibition against securing profits for members.

The income, property 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 or expenses incurred on behalf of The Association.

## **6. Powers of The Association**

The Association shall have all the powers conferred by section 25 of the Act, and in addition and solely for the purpose of carrying out the aforesaid objects, The Association shall have power to do all or any of the following:

- a) Employ staff on either a full time, part time or casual basis.
- b) To make representations to the Government of the day.
- c) To purchase take on lease or otherwise acquire any real or personal property whatsoever.
- d) To borrow or raise money from the members of The Association or otherwise and to create, execute and issue mortgages, debentures, debenture stock or other securities with or without a charge upon all or any of the property of The Association.
- e) To invest moneys of The Association upon such securities or otherwise as The Association may from time to time determine.
- f) To pay the costs and expenses of and incidental to the incorporation of The Association in the State of South Australia and its registration in such other States and Territories of Australia and New Zealand and such other Countries as The Association may from time to time decide.
- g) To give guarantees, to lend money, with or without security, and to subscribe or contribute to any charitable, benevolent or useful object.
- h) To draw accept and negotiate bills of exchange promissory notes and other negotiable instruments.
- i) To join with any other kindred associations in the joint attainment of any of the above-mentioned subjects.
- j) To do all such lawful acts matters and things as are incidental or conducive to the attainment of any of the objects of The Association.

## **7. Membership**

### **7.1 Classes and subscriptions**

- a) Membership of The Association shall be open to all persons and organisations who are interested in the control and mitigation of the effects of "corrosion" as defined herein.
- b) Every proposal for admission as a member shall be in writing signed by the candidate and shall be in accordance with a form prescribed by the Executive Officer, setting out name, occupation, and usual residence, and shall contain an undertaking by the candidate, if admitted, to conform to the Constitution and By-Laws and Code of Ethics of The Association. Except for Life Members who are appointed in accordance with the procedure set down in the Bylaws, the Executive Officer is empowered to accept all applications for membership or change of class of membership. The Executive

Officer has the power to refuse an application without necessarily providing a reason for the refusal. Such a refusal shall be open to pursuit through the disputes procedure set down in Rule 17. Upon the acceptance of the application by The Association and upon payment of the first annual subscription for that membership class, the applicant shall be a member of The Association.

c) There shall be **6** classes of membership as follows:

- 1) Life members who shall pay no membership subscription.
- 2) Corporate members, namely industrial, commercial and governmental organisations. There shall be varying grades of Corporate membership as approved by the Board which shall determine the subscription, the number of representatives allowed and any particular privileges that may apply to each member in each grade. Each such Corporate Member may nominate in writing up to as many individuals as permitted by its grade as its representative(s) in one or more Branch(es). Each such representative shall retain all rights and qualifications as normally recognised by the ACA for an individual member and these rights and qualifications may be transferred if membership circumstances are changed.
- 3) Individual members, namely, individual persons. Such members shall pay an annual subscription as determined by the Board.
- 4) Student members, namely, persons who are attending a course of tertiary study as may be approved from time to time by the Board. Such members shall pay an annual subscription as determined by the Board.
- 5) Honorary members who shall pay no membership subscription and are so appointed by a Branch in recognition of their service to that Branch. The Secretary of the Branch shall advise the Executive Officer in writing of all appointments to this membership class within one month of the event.
- 6) Retired members who wish to continue their association with a Branch after retirement from full time employment. Such members shall pay a lesser annual subscription as determined by the Board. Appointment to this membership class shall require a specific request to the Executive Officer, supported by recommendation by the relevant Branch Committee.

## 7.2 Resignations

Any member who desires to resign shall inform the Executive Officer in writing. The resignation shall be accepted provided all moneys owing to The

Association by the Member have been duly paid. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to The Association.

### 7.3 Membership Entitlements

A right, privilege or obligation which a person has by reason of being a Member of the Association:

- is, subject to Rule 7.1(c)(2) not capable of being transferred or transmitted to another person; and
- terminates on cessation of the person's Membership.

## 8. Availability of Records to Members

a) The Association shall keep at its registered office a Register of Members. The Executive Officer shall be responsible for maintaining the accuracy of this register. The register shall contain;

- i) the name and address of each member
- ii) the date on which each member was admitted to The Association, and
- iii) if applicable, the date of and reason(s) for termination of membership.

b) The register of Members, this Constitution, latest financial reports from the most recent annual general meeting and the minutes of Members' meetings must be open to inspection, free of charge, by a Member of the Association for any lawful purpose at any reasonable hour.

c) The Board will determine from time to time, any additional information that will be open for inspection to a Member of the Association.

## 9. Disciplining of Members

### 9.1 Disciplining of Members

a) Where the Board is of the opinion that a Member has:

- (i) persistently refused or neglected to comply with a provision or provisions of this Constitution; or
- (ii) persistently and wilfully acted in a manner prejudicial to the interests of the Association;

the Board may:

- expel the Member from the Association; or
- suspend the Member from Membership of the Association for a specified period.

- b) A majority resolution of the Board pursuant to Rule 9.1(a) is of no effect unless the Board confirms the resolution in accordance with this Rule 9.1(b) at a Board meeting held not earlier than fourteen (14) days and not later than twenty eight (28) days after service on the Member of a notice pursuant to Rule 9.1(c).
- c) If the Board resolves under Rule 9.1(a) to expel or suspend any Member, the Executive Officer must serve the Member with a notice in writing:
- setting out the resolution of the Board and the grounds upon which it is based;
  - stating that the Member may address the Board at a Board meeting to be held not earlier than fourteen (14) days and not later than twenty eight (28) days after service of the notice;
  - stating the date, place and time of that meeting; and
  - informing the Member that the Member may do either or both of the following:
    - attend and speak at that meeting;
    - submit to the Board at or prior to the date of the meeting, written representations relating to the resolution.
- d) At a meeting of the Board held as referred to in Rule 9.1(c) the Board must:
- give the Member an opportunity to make oral representations and allow the Member to use any technology (reasonably available to the Board) that gives the Member a reasonable opportunity to do so;
  - give due consideration to any written representations submitted to the Board by the Member at or prior to the Board meeting; and
  - determine by a four-fifth majority whether to confirm the resolution. Failure to achieve this majority will mean that the resolution to expel or suspend is not confirmed.
- e) The Member must be notified in writing of the decision of the Board within seven (7) days. If the Board resolves to confirm the expulsion or suspension, the Member must also be notified of the right of appeal available under Rule 9.2.
- f) A resolution confirmed by the Board under Rule 9.1(d) does not take effect:
- until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; and
  - where, within that period, the Member exercises the right of appeal, unless and until the Disciplinary Committee confirms the resolution pursuant to Rule 9.2.

## 9.2 Right of Appeal of Disciplined Member

- a) The Board will establish a committee for the purpose of conducting disciplinary proceedings against a Member (**Disciplinary Committee**). The Disciplinary Committee will comprise of an independent panel of three persons, all chosen by the Board. The persons will be chosen based upon the nature of the alleged misconduct by the Member. The Disciplinary Committee may seek advice from any relevant source.
- b) A Member may appeal to the Disciplinary Committee against a resolution of the Board, which is confirmed under Rule 9.1(d). Written notice of such an appeal must be lodged with the Executive Officer within seven (7) days of service of the notice required under Rule 9.1(e).
- c) Within thirty-five (35) days after receipt of a notice of appeal from the Member pursuant to Rule 9.2(b), the Disciplinary Committee must convene a meeting.
- d) At the Disciplinary Committee meeting convened under Rule 9.2(c):
  - the Member must be given the opportunity to state their case orally or in writing, or both using any technology (reasonably available to the Board) that gives the Member a reasonable opportunity to do so; and
  - the Disciplinary Committee must vote by ballot on the question of whether the resolution will be confirmed.
- e) The Disciplinary Committee's decision, pursuant to 9.2(d) is final. The Member is not entitled to appeal the Disciplinary Committee's decision.
- f) The Member who is the subject of these disciplinary procedures is entitled to:
  - subject to Rule 9,2(d) bring a support person to any meeting with the Disciplinary Committee or the Board, which meetings are being held pursuant to this Rule 9; and
  - if the support person is legally qualified, the Member must notify the Disciplinary Committee or the Board (as the case may be) at least five (5) business days before the meeting that the support person attending the meeting will be legally qualified.
- g) Natural justice will be applied during every disciplinary process under this Rule 9, requiring the Board and Disciplinary Committee to act fairly, in good faith and without bias or conflict of interest when making its decision.
- h) Each Member who is the subject of a matter brought before the Board or the Disciplinary Committee:



- agrees to abide by the decisions of the Board or the Disciplinary Committee (as the case may be); and
  - acknowledges that it will not be entitled to bring any action or suit against the Association, the Board or the members of the Disciplinary Committee as a consequence of or arising out of any decision or action of the Board or the Disciplinary Committee.
- i) Each Member acknowledges that no matter or thing done or omitted by the Board or the Disciplinary Committee (including the exercise of its powers as referred to in this Rule 9) subjects the Board, Disciplinary Committee or Association to any liability. Each Member hereby releases the Association, Board and members of the Disciplinary Committee from any such liability.
- j) Each Member also agrees that all of the provisions of Rule 9 will continue to apply (at the discretion of the Board) notwithstanding that at any time during the disciplinary process the Member ceases to be a Member for any reason.

## **10. The Board**

### 10.1 Powers and duties

- a) The affairs of The Association shall be managed 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, and are not by the Act or by these rules required to be done by The Association in General Meeting.
- b) The Board has the management and control of the funds and other property of The Association.
- c) 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.
- d) The Board shall appoint a Public Officer as required by the Act. The Executive Officer shall be responsible for providing notice of the appointment to meet the requirements of Consumer and Business Services.

### 10.2 Appointment

- a) The Board shall consist of 6 Board members elected by the Council from the membership, and up to 2 independent Board members appointed by the Board by resolution who have capabilities to fill gaps in the expertise of the elected members which the Board may perceive. These independent Board members must not be members of The Association.

- b) There shall be no more than 2 elected Board members who are members in any one Branch. There shall be no more than 2 elected Board members who are employees of any one Corporate Member. A Board member who moves from one Branch to another, or from one employer to another, will be eligible to continue as a Director for the term of his/her appointment notwithstanding that a Branch goes beyond 2 Board members or a Corporate member goes beyond two employees as Board members. The election process shall then ensure that the excess representation is corrected at the first available opportunity.
- c) The election of members as Board members shall be conducted by the Council in accordance with procedures as stated in the By-Laws.
- d) The Board may appoint a member to fill a casual vacancy which arises on the Board for any reason, and such a member shall hold office until the next annual election by the Council, when the term shall end.

### 10.3 Proceedings of the Board

- a) The Board shall annually (at its first meeting after the Council has met to elect persons to the Board) elect, from amongst the members appointed by the Council, a person who shall be the Chairperson.
- b) All Board members have equal voting rights. Questions arising at any meeting of the Board 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.
- c) The Board shall meet in person or connected by electronic means no fewer than 4 times each year, and a report on the nature of the business addressed at the meeting shall be provided to every Branch within one month of the meeting.
- d) A quorum for a meeting of the Board shall be one half of the members of the Board plus one.
- e) 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. The member of the Board must disclose his or her interest in the contract at the next annual general meeting of The Association.
- f) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a Subcommittee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Board Member or Subcommittee Member.

#### 10.4 Disqualification of Board members

- a) The office of any Board member shall become vacant if the Board member is:
  - disqualified from being a Board member by the Act, or
  - permanently incapacitated by ill health, or
  - absent without written apology from more than two Board meetings in a financial year
- b) The office of a Board member who has been elected by the Council shall become vacant if the Board member is no longer a member of The Association in accordance with this Constitution.

### **11. Branches of The Association**

- a) The Association shall have Branches as determined by the Board from time to time.

### **12. The Council of The Association**

- a) The Council of The Association shall consist of a President and two Vice Presidents who shall be appointed by the Board in conformance with the Bylaws, two Council members appointed by each Branch Committee in accordance with the Bylaws, and the Public Officer.
- b) The Council shall meet at least once annually. Meetings may be in person or connected by electronic means.
- c) The meetings of the Council shall be chaired by the President. A quorum for a meeting of the Council is one half of the members provided that there is representation from two thirds of the Branches.
- d) The Executive Officer, or a person specifically delegated for this task by the Executive Officer, shall attend every Council meeting and is responsible for maintaining a record of the meeting.
- e) The Council shall act as the electoral college for the appointment of the Board, in accordance with the Bylaws.
- f) The Council will consider matters referred to it by the Board, and may of its own volition provide advice on matters to the Board.
- g) Any act or thing done or suffered, or purporting to have been done or suffered, by the Council or by a Subcommittee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Council Member or Subcommittee Member.

### **13. The Executive Officer**

- a) The Board shall appoint an Executive Officer to manage the routine functions of The Association. The Executive Officer shall attend all meetings of the Board but has no voting rights.
- b) The Executive Officer may be a member or a non-member of The Association. If the Executive Officer is a member, he/she may not hold any role as a Board member, a Council member or a Branch Committee member, and should a newly appointed Executive Officer be a current member of the Board or the Council or a Branch Committee, the appointment shall create an immediate vacancy which shall be filled as soon as possible by (as appropriate to the vacancy) the Board or the Branch Committee.
- c) The Board shall determine the duties and remuneration of the Executive Officer and shall review them at not more than 5 yearly intervals.

### **14. General Meetings of The Association**

#### 14.1 Annual general meetings

- a) The Board shall call an annual general meeting in accordance with the Act and these rules.
- b) The Association as a whole shall meet at least once each year. The Annual General Meeting is open to all members of The Association, but only members as described at Rule 14.5a may vote. The agenda shall include at least:
  - 1. Minutes of the previous Annual General Meeting, and of any subsequent special general meeting.
  - 2. Any appropriate Correspondence.
  - 3. Consideration of an Annual Report on the activities of The Association over the previous year prepared by the Board.
  - 4. Consideration of a Financial Report on the preceding year, including the report by the auditor.
  - 5. The appointment of the auditor for the following year.
  - 6. Declaration of incoming Board members.
  - 7. General Business appropriate to the Annual General Meeting.
- c) The current Chairman of the Board shall chair the Meeting.

#### 14.2 Special General Meeting

- a) The Board may call a special general meeting of The Association at any time, for the purposes stated in the notice of the meeting.

- b) Upon a requisition in writing of not less than 40 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. Every such requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- c) If a special general meeting is not convened within one month, as required by 14.2b 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 practical 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 meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by The Association.

#### 14.3 Notice of general meetings

- a) Subject to 14.3b, 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.
- b) 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.
- c) A notice may be given by The Association to any member by serving the member with the notice personally, or by sending it to the electronic mail address appearing in the register of members, or by sending it by post to the address appearing in the register of members.
- d) Where a notice is sent by post:
  - i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
  - ii) 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.

#### 14.4 Proceedings at general meetings of The Association

- a) Forty (40) members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting of The Association.
- b) 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 to the same day in the next week, at the same time and

place. The fact of the adjournment and the reason for it shall be communicated by the Executive Officer to every member by electronic media where available on the day on which the meeting was to have occurred. This communication shall invite members to create a proxy in accordance with 14.7 if they have not already done so. If at such adjourned meeting a quorum as defined in Rule 14.4(a) is not present within 30 minutes of the time appointed for the meeting those members present shall form a quorum.

- c) Subject to 14.4d, the chairperson of the Board shall preside as chairperson at a general meeting of The Association.
- d) If the chairperson of the Board is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Board member or one of their own number to be the chairperson of that meeting.

#### 14.5 Voting at general meetings

- a) Life Members, Corporate Members' representatives, Individual Members, Honorary Members, and Retired Members shall be entitled to vote in any poll in any convened meeting of The Association or its Branches, each such Member having one vote; provided that a member whose subscription is more than three months in arrears shall not be entitled to vote.
- b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands. If a confidential poll is demanded by at least five 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.
- d) 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.

#### 14.6 Special and ordinary resolutions

- a) 'Special resolution' means a resolution passed at a duly convened meeting of the members of The Association of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of The Association; and the resolution is passed at the meeting by a majority of not less than threequarters of such members of The Association as, being

entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.

- b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

#### 14.7 Proxies

On a poll at any general meeting of The Association, a vote may be given either personally or by a proxy which shall be lodged using a form specified for the purpose by the Executive Officer, which proxy form must be lodged with The Association by addressing it after completion and signature by the member to the Executive Officer and delivering it to The Association's registered office by mail, facsimile or email no later than 48 hours before the commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

#### 14.8 General Meetings of Branches of The Association

The Board may make bylaws for the operation of general meetings of the Branches of the Association. Such Bylaws shall not be inconsistent with the nature of the Rules set out in Rules 14.1 to 14.7 but may allow lesser numbers as a quorum.

### **15. Minutes**

- a) Minutes of all proceedings of general meetings of The Association and of meetings of the Board shall be entered in minute books kept for the purpose. The minutes of Board meetings shall include a record of the names of each Board member present at each Board meeting, and of every resolution at each meeting.
- b) 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.
- c) 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.
- d) 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.

## **16. Dispute Resolution**

- a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between –
  - i. a member and another member
  - ii. a member and the Board
  - iii. a member and The Association
  - iv. a prospective member who is denied membership of The Association and The Association
- b) The parties to the dispute shall meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) Where the Board is a party and exercises any power of adjudication in relation to a dispute between members, or a dispute between itself and members of The Association, the rules of natural justice must be observed.
- d) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- e) In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

## **17. Financial reporting**

### 17.1 Financial year

The financial year of The Association shall be a period of 12 months commencing on 1 January and ending on 31 December of each year.

### 17.2 Accounts to be kept

- a) 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, and of each individual Branch.
- b) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two persons authorised to do so by the Board.



- d) The Board may make Bylaws which prescribe the manner in which the accounts are formatted and reported, including accounts of Branches.

#### 17.3 Accounts and reports to be laid before members

- a) The annual 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.
- b) Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept at the principal place of business of the Association in the custody of the Executive Officer or under his or her control.

#### 17.4 Annual returns

The annual (periodic) return shall be lodged with Consumer and Business Services within six months after the end of each financial year, accompanied by a copy of the accounts, the auditor's report, the Board's statement, and the Board's report.

#### 17.5 Appointment of auditor

- a) At each annual general meeting, the members shall appoint a person to be auditor of The Association.
- b) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c) If an appointment is not made at an annual general meeting, the Board shall appoint an auditor for the current financial year.

### **18. Insurance of Officers**

- a) To the extent that The Association is not precluded by law or by this Constitution from doing so, at all times during the period commencing on the date on which a person becomes a member of the Board ("an Officer"), and expiring seven (7) years from the date on which that person ceases to be an Officer, The Association must, at its own cost, use all reasonable endeavours to effect and maintain and pay the premiums in respect of an insurance policy which, inter alia, insures that Officer against liability incurred by him in the discharge of his duties to The Association and to each related body corporate (if any) of The Association, and the insurance policy taken out after he ceases to be an Officer should be on terms and conditions that are, in substance, no less favourable to the Officer before he ceased to be an Officer.
- b) At the request of the Officer, The Association must provide the Officer with copies of:

- The Insurance policy: or
- Any certificate of insurance

in respect of the insurance policy required to be maintained by The Association under Rule 18(a), except where such disclosure would involve a breach of terms of the policy.

- c) The Association and the Officer must, at the request of either of them, enter into a covenant under seal with each other, which incorporates the provisions of Rule 18 (a) and Rule 18 (b).
- d) The Association will effect and maintain and pay the premiums in respect of any insurance policy which, inter alia, insures a present or former employee of The Association against liability incurred by that person in the discharge of the duties of that person to The Association or a related body corporate (if any) of The Association.

## 19. Winding Up

- a) The voluntary winding up of The Association may be initiated only by the passage of a special resolution to do so proposed by the Board to a general meeting of the Association duly called. Upon passage of such a resolution the Board shall prepare a statement of the Association's affairs, pay all indebtedness and expenses of termination, dispose of all assets in accordance with these Rules, and follow any other steps required by Consumer and Business Services.
- b) If any surplus remains following the winding up of the Association, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another association or organisation which has:
  - objects which are similar to the objects of the Association; and
  - a Constitution which requires its income and property to be applied in promoting its objects; and
  - a Constitution which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Association by Rule 5.4.
- c) The identity of the association or organisation is to be determined:
  - by the Board; or
  - if the Board does not decide or does not wish to decide, then by the Members in a general meeting;

and recorded in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.

- d) The liability of the members of The Association is limited. Each member of The Association undertakes to contribute to the assets of The

Association in the event of its being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of The Association contracted before he ceases to be a member, and the costs charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding five (5) dollars.

## **20. The seal**

The Seal of the Association shall not be fixed to any instrument except by the authority of a resolution of the Board and in the presence of the Public Officer and either the Chairperson of the Board, or the ACA Executive Officer, or such other person as the Board appoints for the purpose; and the Public Officer and such other person appointed as aforesaid shall sign every instrument to which the Seal of the Association is affixed in their presence.

## **21. Alterations to these Rules**

- a) These rules shall be altered (including an alteration to The Association's name) by special resolution of the members of The Association. This includes rescission or replacement by substitute rules.
- b) The alteration shall be registered in accordance with the provisions of the Act.
- c) 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 provisions thereof.
- d) Subject to any provision of the Act, in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of The Association which does not come into force until registered in accordance with the Act.