

# BYLAWS OF THE AUSTRALASIAN CORROSION ASSOCIATION INCORPORATED

## Definitions

- a) Words importing the singular include the plural and words importing the plural include the singular where the context permits.
- b) Masculine includes feminine.
- c) The headings shall not affect the construction of these Bylaws.
- d) 'The Association' means the Australasian Corrosion Association incorporated.
- e) 'Board' means the governing body of the association.
- f) 'Consumer and Business Services' means the South Australian Government Agency responsible for administration of the Act.
- g) 'Council' means a body representative of the branches and appointed as in Rule 9 of the Constitution.
- h) "In writing" or "written" means and includes printing or other means of representing or reproducing words in visible form, and includes transmission by facsimile or by electronic mail.
- i) 'member' means a member of the association
- j) 'month' shall mean a calendar month.
- k) 'the Act' means The South Australian Associations Incorporation Act 1985

## Bylaw 1. Control of Branches of The Association

### 1.1 Branch and Division Structure

- a) The Association shall have Branches in such States, Territories and Countries as the Board shall from time to time decide. Every Branch shall conform to the Constitution and Bylaws of the Association, and shall follow all directions from the Board on matters over which the Board has authority. In the event of a Branch failing to abide by the Board's decision, the Board shall have the power to take over the affairs of the Branch.
- b) A Branch shall have a minimum of 30 voting members. A Branch may have divisions in any centre within its area of jurisdiction as the Branch Committee shall from time to time decide. A Division shall have sufficient members to operate as a viable group and shall be bound by this Constitution. The Branch shall determine the method of management of the Division, and delegate such authority to a Division as it deems fit. The Branch Committee may determine at any time that the number of affiliated members is no longer adequate for satisfactory working as a division, and after consultation with the affected members terminate the Division's existence.
- c) Any member, group of members, or Branch of the Association may make endeavours towards the formation of a new Branch. Copies of all correspondence and broad outlines of action shall however be forwarded regularly to the Chief Executive Officer. The Board will consider an approach from a group of not less than 20 persons who are eligible to become voting members of the Association as being "an endeavour from members" as stated

above. The Board may at its discretion require that the new group formed shall be considered as a Division of an existing Branch until the formal membership in the proposed new Branch is confirmed as exceeding 30 individual members or representatives of corporate members.

- d) The Board may determine at any time that the number of affiliated members is no longer adequate for satisfactory working as a Branch, or respond to a request from the members to close the Branch, and after consultation with the affected members terminate the Branch's existence. If a Branch is wound up its members shall be re-assigned to the Branch of their choice and the assets shall be distributed within The Association as the Board may see fit.
- e) A Branch may create operational rules to regulate the affairs of that Branch and may from time to time amend and add to them but no such operational rules shall be inconsistent with any of the provisions of the Constitution and Bylaws of The Association.

## 1.2 Member Roles in Branches and Divisions

- a) The purpose of the Branch and Divisions is to advance the ACA's vision: "Corrosion is managed sustainably and cost effectively to ensure the health and safety of the community and protection of the environment" by disseminating "information on corrosion and its prevention or control." The Branch and Division structure also provides the membership with a local, focal point and representation.
- b) The Chief Executive Officer will report at monthly intervals to each Branch the details of changes in membership which have occurred in the month preceding the report.
- c) A member enrolled with any Branch who wishes to be transferred to another Branch may apply to the Chief Executive Officer to be transferred to that other Branch. A Corporate member may have representatives enrolled in separate Branches (but any individual only in one Branch) up to its permitted number of representatives.
- d) A member enrolled with any Branch, while visiting the centre in which another Branch is located, shall be entitled to participate in all the proceedings of that Branch except that she or he shall not be entitled to vote on any motion or resolution of that other Branch.

## 1.3 Branch Committees

- a) Each Branch shall have a Branch Committee in which the operational management of the Branch shall be vested. The Branch Committee will produce an annual budget by September each year to support the following year's Branch annual operation. The ACA Executive will approve the budget no later than 31 October. The Branch Committee's budget is the mechanism by which Branch funds and assets are managed.

- b) Unless altered by the Branch's own operational rules, the Branch Committee shall comprise:
- A Branch President
  - A Past Branch President
  - A Vice President
  - A Secretary
  - A Treasurer
  - Up to Five Committee Members
  - Co-opted Members appointed by the Committee
- c) The Branch President for the forthcoming year shall be elected by the outgoing Committee and shall normally hold office for 2 years. The remainder of the Branch Committee shall be elected for a one-year term by the voting members of the Association enrolled with that Branch at their Annual Meeting of the Branch, or in such other democratic fashion as may be adopted to ensure that all Divisions in a Branch are represented on the Committee.
- d) The Chief Executive Officer shall be advised no later than 30th April in any year of the names of all Branch Officers appointed by the Branch.
- e) Each committee member has equal voting rights, and the Branch President has a casting vote if required.
- f) A committee member may be removed from office by the vote of a Special General Meeting of the Branch. A Committee member is deemed to have voluntarily resigned from the Committee if he or she is absent from three Committee meetings in succession without tendering an apology.

#### 1.4 General Meetings of a Branch

- a) Subject to 1.4b, 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 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.
- e) A Branch Annual Meeting shall be held not later than 28th March in each year. The meeting shall consider the following business:
- The Minutes of the previous Annual Meeting
  - Any appropriate correspondence
  - The Branch President's Report
  - The Branch Annual Report
  - Declaration of the Incoming President
  - Election of Vice President, Secretary and Treasurer
  - Announcement of the Incoming Committee
  - Who will represent the Branch on the ACA Council
  - General Business as appropriate.
- f) The quorum for the determination of business at a general meeting of a Branch shall be 8 registered members of that Branch present personally or by proxy.
- g) At a general Meeting of a Branch, the Branch President if present, or in the Branch President's absence, the Branch Vice President, and in the absence of them a member chosen by those present, shall preside as Chairperson at that meeting.
- h) Each Branch shall forward to the Chief Executive Officer within twenty-eight days of the event a copy of the minutes of every Ordinary and Special Branch Meeting.

## Bylaw 2. Creation of Life Members

- a) The Chief Executive Officer shall call for nominations for Life Membership of the Association to be made by Branch Committees not later than 30 June in any year. The nomination shall be accompanied by a signed statement by the Branch President or Secretary, and be accompanied by a curriculum vitae of the nominee which shall show the cause for the nomination.
- b) The President shall convene a panel of all Branch Presidents, who shall each be sent all documentation of nominations, and this panel shall make the decision on whether the person shall be granted Life Membership or not. The proceedings of the panel are confidential, and there are no grounds for appeal of the decision.
- c) Life Members will be recognised by presentation to them by the President of a certificate and badge at the Annual Conference Dinner.

## Bylaw 3. Financial Controls

### 3.1 Responsibilities of the Board

- a) The Association and any Branch of the Association shall have the power to charge a fee in addition to the annual subscription for participation in any technical, educational or social event organised by the Association or the Branch.
- b) The Board shall forward to every Branch Committee not later than 31st day of May in each year a consolidated Balance Sheet of the Association's Assets and Liabilities and an account of the revenue and expenditure of the Association, both as at the 31st December of the preceding year. Such Account and Balance Sheet shall be audited by the Association's Auditors and any report such Auditors may have made regarding that Account and Balance Sheet or the financial transactions or records of The Association, shall also be forwarded to the Branch Committees.

### 3.2 Responsibilities of the Branches

- a) A formal budget to cover the following year's Branch operations and activities is to be prepared by each Branch Committee and submitted to the ACA Executive by the 30 September of that year. Proper accounts shall be kept by the ACA Executive of all the assets and liabilities and activities under the management of the Branch.
- b) All moneys of the Association shall be deposited only with banks, building societies and similar financial institutions.
- c) No Branch may raise finance whether by debt, member levies or such with any organisation except with the explicit permission of the Board and in accordance with any instructions which the Board may issue.
- d) The ACA Executive shall manage Branch accounts in accordance with section 1.7 of the Constitution. The Branch Treasurer shall obtain Branch budgetary, financial, bank details for that Branch from the ACA Executive as required.

## Bylaw 4. Appointment of the Council

- a) Two Council members shall be appointed annually by each Branch at the Branch AGM. They shall take office immediately following their election. All Council members are elected for one term only which shall not exceed 14 calendar months, but shall be eligible for re-election. Branches are encouraged to re-elect Councillors for a minimum of two terms and to stagger the election of persons new to Council so that there is continuity of experience. Each Branch shall advise the Executive Officer, in writing, of the names and addresses of their Council members immediately following their election.
- b) The Board shall appoint a President and two Vice Presidents of The Association. The roles of the President and Vice Presidents will be to represent

all members, and they may not act as representatives of their Branches at the Council table while they hold these appointments, nor hold any officer position in their Branch. If a person holding such a role is appointed by a Branch is appointed President or Vice President, this shall cause an automatic vacancy which the Branch must fill as soon as possible.

- c) Each of the President and the two Vice Presidents must be drawn from different Branches, and must have previous experience as a Council Member or Board member of The Association. Ideally, the President will be drawn from the Branch which will host the Annual Conference of The Association in that year, and may play a role in hosting elements of the Conference, including acting as Master of Ceremonies at the Conference dinner. The two Vice Presidents will ideally be drawn from the next two Branches that will host the Conference, and will provide continuity of personnel through to the role of President.
- d) The Board shall appoint the Public Officer and this person shall hold this office until removed by order of the Board. The Public Officer shall reside in South Australia and his duties are set out in the Act. He may hold any other office in The Association except that of Auditor, but shall not be a Council member representing his Branch.

## Bylaw 5. Proceedings of the Council

- a) The principal governance role of the Council shall be to elect Board members. In addition, the Council shall provide a conduit for the exchange of information between industry, the Branches and the Association, and shall provide a mechanism through which views regarding issues facing the industry can be shared between the Branches. The Council shall act as a sounding board for discussion on strategic issues that impact on the Association. The agendas for meetings of the Council shall be constructed to assist these purposes.
- b) Meetings of the Council shall be held at such time and place as the President may decide or in accordance with a written request addressed to the Chief Executive Officer by three Council members who are entitled to vote. The President shall give notice of the time and place of every Council Meeting and of the business to be transacted at the meeting (other than formal business). This information is to be delivered to or given to every Council member not less than fourteen days before the date of the meeting PROVIDED: that in the case of urgency such lesser period of notice may be given as the Chairperson shall decide. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Council member shall not invalidate the proceedings at any Council Meeting.
- c) At a Council Meeting the President if present, or in the President's absence, a Vice President, and in the absence of them a member of the Council chosen by those present, shall preside as Chairperson at that meeting.
- d) A member shall be regarded as present at a meeting if the member is linked by telephone with other Council members, whether attending as a group at a meeting, or being members, each alone or as groups, at several locations,

PROVIDED THAT: all Councillors entitled to receive notice of the meeting shall have been given proper notice of the meeting in accordance with 5.b above and of the opportunity to participate in the telephone link to the meeting if they wish; and each of the Council members taking part in the meeting and the person appointed to keep the minutes are able to hear each of those participating in the meeting at the commencement of the meeting; and that at the commencement of the meeting each Council member who is participating must acknowledge their presence for the purpose of the meeting to all others taking part.

- e) Subject to the provisions of 5.d above, the Council may exercise any of its powers and functions notwithstanding that any appointments to its membership may not at any time have been made and notwithstanding any vacancy amongst its members.
- f) In the event of a Council member being unable for any reason to attend a Council meeting or otherwise participate in Council business, that Council member or the Branch who appointed them to the Council may, by writing to the Executive Officer, appoint an alternate to act in their stead. Such alternate shall have all the powers and rights vested in the Council member for whom they act as alternate except to act as Chairperson of the meeting.
- g) In the event of a casual vacancy occurring in the Council, the vacancy shall be filled by the Branch or Board making the original appointment which has become vacant, and the Council member so appointed shall hold office for the unexpired term for which the Council member's predecessor was appointed.
- h) The Chairperson of the Board shall be invited to attend each Council meeting, but shall leave the meeting for all discussions of, and voting on, the election of Board members.
- i) The Chief Executive Officer of the Association shall be responsible for ensuring services are provided to facilitate the operations of the Council. The Executive Officer shall ensure that minutes of every Council meeting are kept and that copies of the minutes are provided to every Council member and to each member of the Board.

## Bylaw 6. Election to the Board

- a) The Board shall call for nominations from members of the Association for election to Board membership in such a manner as the Board determines from time to time. This clause does not apply to persons appointed by the Board to fill casual vacancies or to independent Board members.
- b) The Board shall maintain a chart showing the collective skills of Board members and shall use this chart to determine the skills which those Board members which it is to appoint should have to enhance the completeness of the skill set collectively of the Board. The Board shall provide this chart, showing the skills of members (including any appointed by the Board) who are not facing election, to all Council members one month prior to their meeting to elect Board

members in each year. In normal circumstances, the timing of this meeting shall be during or immediately adjacent to The Association's Annual Conference.

- c) The Board shall determine three months in advance of the election by the Council the skills which it believes new Board members should possess, and advise these to all members of the Association as part of the call for nominations for Board positions.
- d) Nominations must be made and seconded by a member of The Association, and shall be accompanied by a nomination form and a statement signed by the candidate describing their relevant skills, qualifications and attainments which fit them for election. The nominations shall be made to the President of The Association and sent to the Chief Executive Officer not later than one month prior to the Council meeting to elect Board members. The President shall forward to every Council member the nomination and candidate statements of every person nominated.
- e) Persons nominating or electing Board members must have due regard to the following criteria:
  - no Board member may be an employee of The Association;
  - each Board member should have an understanding of and commitment to the objects of The Association;
  - each Board member should have a knowledge and understanding of the obligations of Board members under the Act and other relevant legislation; and
  - each Board member should possess appropriate qualifications, expertise and/or experience as the Board from time to time determines is necessary or desirable.
- f) The Council will determine in its absolute discretion whether a person satisfies the criteria contained in clause 6.c, and choose between the acceptable candidates if there are more candidates than there are vacancies, taking account of any restrictions in the Rules and these Bylaws. The Chief Executive Officer will prepare a ballot paper showing the names of all candidates and the Council members shall mark against the number of names for which there are vacancies in a secret ballot. The Council shall appoint two persons to scrutinise the counting of the ballots, and they shall report to the President in the open meeting the result. The order of appointment to the Board shall be determined by the number of ballot affirmatives received. If the appointment of any candidate would cause Rule 10.2b in the Constitution to be broken, the next highest polling candidate shall be elected.
- g) If a Councillor is nominated for a Board position, that Councillor must not vote in that election of Board members.
- h) If a Councillor is elected as a Board member, that person must stand down as a Councillor.

## Bylaw 7. Proceedings of the Board

- a) The term of appointment of a Board member, however appointed, is up to three years, and the person is then subject to re-election. A person is eligible for re-election to a maximum of nine years continuous service, and must then step down from the Board for at least one year before being eligible for re-appointment to the Board.
- b) The Chairperson takes office immediately following election and holds office for a 3 year period (or as long as they are a Board member, whichever is the lesser) after which time they are eligible for re-election as Chairperson for one further period of up to 3 years if re-elected as a Board member.
- c) The Board may establish committees to address aspects of its role as it sees fit. The Board shall designate a person to be the chair of each committee which it creates. The Board may appoint persons who are not Board members to these committees. All committees shall report back to the full Board at their earliest opportunity and may recommend a course of action to the Board but no committee shall have power of its own to commit The Association to the course of action.
- d) A member shall be regarded as present at a meeting if the member is linked by telephone with other Board members, whether attending as a group at a meeting, or being members, each alone or as groups, at several locations, PROVIDED THAT: all Board members entitled to receive notice of the meeting shall have been given proper notice of the meeting and of the opportunity to participate in the telephone link to the meeting if they wish; and each of the Board members taking part in the meeting and the person appointed to keep the minutes are able to hear each of those participating in the meeting at the commencement of the meeting; and that at the commencement of the meeting each Board member who is participating must acknowledge their presence for the purpose of the meeting to all others taking part.
- e) A resolution in writing signed by three quarters of the Board members entitled to vote shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

## By-Laws History and Version Control

Version	Approved By	Date Approved	Clauses Changed
September 2014	Membership (AGM)	23 <sup>rd</sup> September 2014	
November 2014	Board	29 <sup>th</sup> November 2014	1.3d
May 2015	Board	20 <sup>th</sup> May 2015	4a and 4c
April 2016	Board and Branches	27 <sup>th</sup> Feb & 31 <sup>st</sup> March 2016	1.3b, 1.3f and 7.a
April 2019	Board	November 2019	1.1, 1.2, 1.3, 1.4, 3.1, 3.2, 5, 6,