

Rules of Association

Fleurieu Peninsula Food Incorporated

Registration number A38196

Proposed replacement constitution

FF RULES 2026 D3 • 9 September 2026

Draft for Board and member consideration

This constitution sets out the proposed membership, governance and meeting rules for the Association. It follows the subject order of the CBS March 2026 template, with provisions tailored to Fleurieu Food and a transition section for existing memberships and appointments. It incorporates the policy choices recorded for Board consideration. It has not been adopted or approved by CBS.

Rules 1 to 12 form the proposed replacement constitution. This cover and its adoption record identify the document and do not add operative rules.

Adopted by special resolution on: _____

Effective from: the close of the adopting general meeting.

Meeting chair signature: _____ Date: _____

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1 Name of the incorporated association

- 1.1** The name of the Association is Fleurieu Peninsula Food Incorporated, referred to in these rules as the Association.

2 Definitions and interpretation

- 2.1** Act means the Associations Incorporation Act 1985 (SA), as amended. Regulations means the regulations in force under the Act. CBS means Consumer and Business Services, administering the Corporate Affairs Commission. Rules means this constitution as lawfully amended; a by-law or policy does not amend these Rules.
- 2.2** Committee means the committee of management, also called the Board. A committee member is the individual elected or appointed to that committee under these rules. Holding membership of the Association does not itself confer committee membership.
- 2.3** A natural person is an individual human being. A business entity is a non-corporate business, including a sole trader or partnership. A Corporate member is a corporation or funding agency admitted under rule 5.1.2. Entity member means a member that is a body rather than a natural person and acts through an authorised representative under rule 5.10. A trust must be identified through its trustee or trustees; a trust or trading name alone is not a separate legal person.
- 2.4** Food industry includes the production, manufacture, growing, packaging, promotion or retail of food products. Ordinary, Corporate, Honorary, Associate and Lifetime membership have the meanings and rights set out in rule 5.1.
- 2.5** Voting member means an Ordinary, Corporate or Lifetime member whose membership has not ceased. An Honorary or Associate member has no general-meeting vote solely by virtue of that membership. Committee voting rights are determined separately by rule 6.7. A member is represented at a general meeting when participating personally, through an authorised entity representative or through a valid proxy.
- 2.6** General meeting includes an annual general meeting (AGM) and a special general meeting (SGM). Month means a calendar month. Written includes information in electronic form that can be retained and reproduced. Clear days excludes the day notice is given and the day of the meeting or other event. A reference to a person being present includes participation by technology permitted by these Rules.
- 2.7** Special resolution has the meaning given by section 3 of the Act: at least 21 days' written notice specifying the intention to propose the resolution as a special resolution is given to all members, and at least three-quarters of valid votes cast by members entitled to vote, in person or by permitted proxy, support it. A special resolution cannot pass if no valid votes are cast.
- 2.8** These rules prevail over committee policies and procedures. The Act and Regulations prevail over these rules. A power under these rules must be exercised consistently with the Association's objects, applicable law and procedural fairness.
- 2.9** Prescribed association and relevant prescribed association have the meanings given by the Act and Regulations. The Committee must assess the Association's status using the statutory definition of gross receipts and the threshold in force for the relevant year.
- 2.10** A person prohibited from voting or counting towards quorum on a matter under these Rules may not avoid that restriction by acting as a representative or proxy. If a membership is excluded from voting on that matter, its vote may not be exercised through another representative or proxy.

3 Objects of the Association

3.1 The objects of the Association are:

- (a) to foster the sustainable development of businesses located in or near the area commonly known as the Fleurieu Peninsula, including the District Council of Alexandrina, City of Onkaparinga, City of Victor Harbor, District Council of Yankalilla and all adjoining areas;
- (b) to enhance the food experience for visitors to, and residents of, the Fleurieu Peninsula;
- (c) to encourage the growth and success of regional food businesses and their contribution to the regional identity;
- (d) to engage the retail and hospitality sectors in the delivery and distribution of regional foods;
- (e) to encourage and promote a food culture incorporating concepts of sustainability and seasonal activities;
- (f) to develop a public awareness of the name of the Fleurieu Peninsula in connection with food products;
- (g) to promote quality and accreditation for regional food;
- (h) to strengthen, foster and protect the regional identity;
- (i) to liaise with bodies which have similar or complementary objectives; and
- (j) to do all things appropriate to meet the objectives of the Act.

4 Powers of the Association

4.1 The Association has the powers conferred by section 25 of the Act, exercised to further its objects. The Committee exercises those powers except where the Act or these rules reserve a decision to members in general meeting.

5 Membership of the Association

5.1 Types of membership and rights

- 5.1.1** Ordinary membership is open to an individual or business entity actively involved in the food industry on the Fleurieu Peninsula, and to another individual or business entity accepted by the Committee. Ordinary members may attend, speak and vote at general meetings.
- 5.1.2** Corporate membership is open to a corporate entity or funding agency that seeks to participate in or support the Association. Corporate members may attend, speak and vote at general meetings through an authorised representative or permitted proxy.
- 5.1.3** Honorary membership is open to an individual, business entity or corporation with skills or experience relevant to the Association. The Committee may confer that membership with the recipient's written consent to membership and these Rules. Honorary members may attend and speak at general meetings but do not vote. An Honorary member cannot stand for committee election while in that category and must first qualify through Ordinary membership, subject to any separate grant of Lifetime membership under rule 5.1.5. Rule 12.6 protects valid existing committee appointments during transition.
- 5.1.4** Associate membership is open to an individual, business entity or corporation involved in the food industry, seeking association with or sponsorship of the Association, or otherwise accepted by the Committee. Associate members may attend and speak at general meetings but do not vote and are not eligible for the Committee in that capacity.

- 5.1.5** The Committee may grant Lifetime membership to an individual, business or organisation in recognition of sustained and significant service or contribution to the Association or the regional food industry. The recipient must consent in writing, support the objects and agree to these Rules. The resolution must record the reasons, the legal identity of the member and any fee waiver. A Lifetime member has one general-meeting vote and committee-election eligibility under rule 6.2.4. An entity exercises its rights through its authorised representative under rule 5.10 or a permitted proxy.
- 5.1.6** Lifetime membership continues without annual reapplication until it ceases under rule 5.5. It does not guarantee permanent exemption from fees: the Committee may waive subscriptions or require annual payments later under rule 5.4. The membership belongs to the individual or legal member recorded in the register and is not transferable to a different person or entity.
- 5.1.7** Membership and its rights are not transferable. A member may hold only one category at a time and has no more than one general-meeting vote, as determined by its category. A change of category does not create an additional membership or vote. Separate legal members retain their separate votes, subject to these rules.

5.2 Admission and renewal

- 5.2.1** An applicant must support the objects, agree to be bound by these rules, and apply in writing stating the category sought, their full identity and contact details and their eligibility. An application for an entity must be authorised by it and identify the legal person or persons conducting the business; a trading name alone is insufficient. Any representative must be identified under rule 5.10. Admission to Honorary or Lifetime membership may instead follow rule 5.1.3 or 5.1.5, with the recipient's written consent and the information required for the register.
- 5.2.2** The Committee must consider a complete application within 60 days, decide it consistently with these rules and notify the applicant. Membership begins when the application is accepted and any applicable fee is paid or waived. The Secretary must enter the member in the register and provide access to these rules. For an Honorary or Lifetime grant, membership begins on the recorded grant date after the recipient consents and any applicable fee is paid or waived.
- 5.2.3** Membership continues on renewal payment without a fresh admission decision, unless it has ceased under these Rules. No renewal payment is required for a period for which fees are waived. The Committee may approve a category change with the member's consent where the eligibility criteria are met. A change to Lifetime membership requires a recorded grant under rule 5.1.5. Lifetime membership otherwise continues as provided in rule 5.1.6.

5.3 Register of members

- 5.3.1** The Secretary must maintain a register recording each member's full identity, postal address, email and telephone details where supplied, admission date, category, subscriptions paid, representative details and any cessation date and reason. Members must notify changes promptly. The register must distinguish a member from its representative, record the basis of any voting entitlement and record the member's address and consent for electronic notices.
- 5.3.2** Members may request information reasonably necessary to verify their membership or the conduct of an election or general meeting. Access must respect privacy and any applicable statutory inspection rights. Unrelated personal contact information must not be distributed merely because a voting list is requested.

5.4 Membership fees

- 5.4.1** The Committee determines subscription fees and may approve a waiver or concession, including for Lifetime members. It may end or vary a waiver and require fees for a future period. Members must receive at least 30 days' written notice of a new or increased fee, including a fee becoming payable when a waiver ends, before it falls due. The fee and any waiver must be recorded and communicated clearly.
- 5.4.2** Annual subscriptions are payable on 1 July unless the Committee determines and notifies another renewal date or cycle. No fee change operates retrospectively.
- 5.4.3** Membership ceases when a subscription is more than three months overdue, provided the member has been given written warning and at least 14 days to pay. If the warning is late, cessation occurs only after that additional period expires. Voting rights continue until membership ceases. The Committee may reinstate membership on recorded terms, without retrospectively changing a completed vote.

5.5 Cessation of membership

- 5.5.1** Membership ceases on resignation under rule 5.6, death, dissolution of an entity member, expulsion under rules 5.7 and 5.8, or non-payment under rule 5.4.3. The Secretary must record the effective date and reason. A change of the persons conducting an unincorporated business is dealt with under rule 5.5.2.
- 5.5.2** An entity member must notify changes to its identity or representative. A change of trading name or ownership does not transfer membership, including Lifetime membership, to a different legal member. A successor may apply for membership; any new grant of Lifetime membership follows rule 5.1.5. The register must identify the current legal member without duplicating votes for a sole trader and that person's trading name.

5.6 Resignation

- 5.6.1** A member may resign by written notice to the Secretary or Public Officer. Resignation takes effect on receipt, or a later date stated in the notice. Amounts already due remain payable. Resignation does not itself create an entitlement to a refund of fees.

5.7 Disciplining members

- 5.7.1** The Committee may expel a member for misconduct detrimental to the Association, but only after a fair process. It must provide written particulars of the allegation and relevant material at least one calendar month before the decision meeting, and give the member a reasonable opportunity to respond in writing and to be heard.
- 5.7.2** Decision-makers must be impartial. A complainant or committee member with a material personal interest in the outcome must not decide the matter or count towards quorum for it. Expulsion requires support from at least 75% of eligible committee members present and voting, at a meeting satisfying rule 6.6. Abstentions do not count as votes cast and there is no casting vote. If an impartial committee quorum cannot be formed, the allegation must be referred to a general meeting for decision under rule 5.7.3.
- 5.7.3** A general meeting deciding an allegation referred under rule 5.7.2 must receive at least 21 clear days' notice of a special resolution proposing expulsion. The member must receive the allegation and relevant material at least one calendar month before that meeting and have a fair opportunity to respond and be heard. An impartial person must preside. The member whose expulsion is proposed, the complainant and persons with a material personal interest in the outcome must not vote or count towards quorum for that matter. The quorum threshold remains unchanged. Expulsion takes effect only if the special resolution passes. The Secretary must give written notice of the outcome and reasons within seven days. External legal rights remain available.

5.8 Right of appeal

- 5.8.1** Within seven days after a Committee decision under rule 5.7, the Secretary must give the member written notice of the decision, reasons and appeal procedure. Expulsion takes effect 14 days after that notice is given unless the member appeals in writing to the Secretary or Public Officer within that period. Membership and its rights continue pending a timely appeal.
- 5.8.2** The Committee must convene a general meeting to hear an appeal within 60 days after receiving it, with at least 21 clear days' notice of the special resolution to uphold the expulsion. An impartial person must preside. The member and the Committee may explain their positions and provide written submissions. The appealing member, committee members who decided the expulsion, the complainant and persons with a material personal interest in the outcome must not vote or count towards quorum for the appeal; the quorum threshold remains unchanged. Expulsion takes effect only if the special resolution passes. Otherwise the Committee decision is set aside. If the appeal has not been determined within 60 days, the Committee decision lapses unless the member agrees in writing to a specified extension. This internal appeal does not limit external legal rights.

5.9 Dispute resolution

- 5.9.1** A dispute between members in their capacity as members, or between a member and the Association concerning its affairs, must first be notified in writing to the Secretary, or to the Public Officer if the Secretary is involved. The parties must be given a fair opportunity to explain their positions and must make reasonable efforts to resolve the dispute within 21 days after notice, subject to any urgent legal remedy.
- 5.9.2** If the dispute remains unresolved, the parties must make reasonable efforts to arrange mediation with an independent mediator. If they cannot agree on a mediator within 14 days, they must seek a nomination from an independent mediation service. The mediator must be impartial and have no personal interest in the dispute. Costs are to be agreed before mediation. No party is required to accept a settlement, and the process must not prevent urgent relief or any statutory or legal remedy. Rules 5.7 and 5.8 govern expulsion and appeals.

5.10 Representatives of business and corporate members

- 5.10.1** A member that is not a natural person must nominate one natural person aged at least 18 as its authorised representative by written notice signed by a person authorised to act for it. The representative must be an owner, partner, director, officer or employee of the member, or another person whose association with it the Committee accepts on reasonable grounds. A sole trader is the individual member; that person's trading name does not obtain a separate vote.
- 5.10.2** The representative may receive notices and attend, speak and exercise any general-meeting voting right of that member under rule 5.1 at general meetings. Appointment as representative does not create personal membership or automatically appoint the individual to the Committee. A representative of a voting member is eligible to stand for election under rule 6.2.
- 5.10.3** Replacement or withdrawal of a representative takes effect when written notice is received by the Secretary. It does not transfer an elected committee seat to the new representative. If a committee member's eligibility depended on that representation, the seat becomes vacant under rule 6.5. The former representative may not switch the basis of the existing seat to personal membership without a fresh election or appointment.

6 The Committee

6.1 Powers and duties

- 6.1.1** The Committee manages the affairs, funds and other property of the Association and must act with due care and diligence, in good faith and for proper purposes in the interests of the Association as a whole. A representative owes these responsibilities to the Association when acting as a committee member.
- 6.1.2** The Committee may engage staff and contractors, appoint advisers, adopt operating policies and delegate functions as provided in rule 6.10. It remains responsible for oversight. It must not delegate a function that the Act requires the Committee itself to perform, a decision reserved to members, or a decision about admission, expulsion, committee appointments or removal under these Rules.
- 6.1.3** A chief executive may be engaged when needed. Staff and invited advisers may attend by invitation but are not committee members, do not vote and do not count towards committee size or quorum. Engagement does not automatically confer Association membership.

6.2 Committee composition

- 6.2.1** Subject to the transitional provisions in rule 12, the authorised Committee consists of between five and twelve positions, including its Chair, Deputy Chair, Secretary and Treasurer. All committee members must be natural persons aged at least 18, consent in writing to serve, and be eligible under these Rules and the Act. No individual may hold more than one committee position, and no Association membership may support more than one occupied committee position at a time.
- 6.2.2** At least 45 clear days before each AGM, and before nominations open, the Committee must resolve and give members written notice of the authorised total number of positions, the continuing terms and the vacancies to be filled by election. All positions are elected, subject only to casual replacements under rule 6.3.5 and valid existing appointments protected by rule 12.6. No position may be reserved for a new skills or honorary appointment. If no timely resolution is made, the previous authorised total continues, subject to rule 12 for the first AGM under the new arrangements.
- 6.2.3** The authorised total remains fixed from that AGM until the next AGM. It must accommodate continuing elected terms and valid existing appointments protected by rule 12.6. A vacancy does not reduce the authorised total. Filling an existing vacancy does not create an extra position. The Committee has no separate power to increase the total during that period.
- 6.2.4** An elected committee member must be an individual Ordinary or Lifetime member, or the authorised representative of an Ordinary, Corporate or Lifetime voting member. Each nominee must identify the membership supporting eligibility. That membership must not already support a committee member whose term will continue after the election. The Committee must check eligibility consistently, promptly notify disputed eligibility and allow a reasonable opportunity to respond. Advance nominations may not be replaced or change their supporting membership after the advance deadline. Any nomination at the AGM must separately satisfy rule 6.3.6.
- 6.2.5** The Committee may appoint a committee member only to fill an existing vacancy under rule 6.3.5. It may invite people with useful skills to assist as advisers or subcommittee members under rules 6.1 and 6.10, but that does not give them a committee seat, vote or place in its quorum.

6.3 Committee elections and terms

- 6.3.1** Elections to vacant positions take place at an AGM. The Secretary must call for advance nominations with the notice under rule 6.2.2. An advance nomination must be received at

least 28 clear days before the AGM, be signed by a voting member as proposer and by the nominee, and include consent and evidence of eligibility. Retiring members seeking re-election must also nominate. Nominations after that deadline may be accepted only at the AGM under rule 6.3.6.

- 6.3.2** The AGM notice must state the eligible advance nominees, continuing members and terms, available elected seats and the term applicable to each vacancy. It must explain that nominations may be taken at the AGM only for seats remaining unfilled after the advance nominations are dealt with. A candidate must know and accept any shorter transitional or remaining term before nomination for that term.
- 6.3.3** If eligible nominees do not exceed the vacancies, they are declared elected. Otherwise a secret ballot is held. Each voting member may vote for up to the number of available seats, with no more than one vote per candidate. Candidates receiving the greatest numbers of valid votes are elected. Where a tie leaves more candidates than remaining seats, a further ballot is held between those candidates for those seats. If the tie remains, the required number is selected by drawing lots supervised by two scrutineers. There is no casting vote in an election.
- 6.3.4** Elected members ordinarily serve from the close of their election AGM until the close of the second AGM following it and may seek re-election. Terms should be staggered so that approximately half the elected positions fall vacant at each AGM. The Committee must maintain and publish the seat and expiry schedule. Rule 12 governs the first transition; an existing unexpired term cannot be shortened merely to rebalance the schedule.
- 6.3.5** The Committee may fill an existing elected-position vacancy with a person eligible under rule 6.2.4, with written consent and recorded reasons, supporting membership and term. The replacement serves until the close of the next AGM, at which the remaining term of the seat, if any, is filled by election. If the seat's original term ends at that AGM, the election is for a new two-AGM term. A position left unfilled after an AGM, or becoming available when an appointment protected by rule 12.6 ends, may be filled on the same basis. A replacement does not increase the authorised total. If a vacancy has no original elected term, the next AGM elects a new term under rules 6.3.4 and 12.5.
- 6.3.6** The meeting must first deal with all valid advance nominations under rule 6.3.3 for all available terms. Only then may the presiding person call for nominations for seats that remain unfilled. A nomination at the AGM must be proposed by a voting member, identify the supporting membership and the term sought, and include the nominee's written consent and evidence satisfying rules 6.2.1 and 6.2.4. The Committee must verify eligibility before the nomination is put to the meeting; it cannot waive an eligibility requirement. Electronic written consent may be used for an online participant. Nominations must close before voting begins for those remaining seats.
- 6.3.7** Nominations accepted under rule 6.3.6 are decided under rule 6.3.3, with a secret ballot if there are more nominees than remaining seats and separate elections for different terms. No nomination may reopen a seat already filled or displace an advance nominee already declared elected. Members and proxies must have a fair opportunity to consider the eligible nominees and vote. A proxy remains bound by its instructions. A seat left unfilled remains a vacancy under rule 6.3.5.

6.4 Public Officer and office bearers

- 6.4.1** At its first meeting after each AGM, held within 14 days, the Committee must elect one Chair, one Deputy Chair, one Secretary and one Treasurer from among its members. The four offices must be held by different individuals. Each office is held until the corresponding election after the next AGM, unless the person resigns from the office, ceases to be a committee member, is removed under rule 6.5.3 or becomes ineligible. The Committee must fill an office-bearer vacancy as soon as practicable.

- 6.4.2** The Chair coordinates the Committee's work, presides at its meetings and supports accountability and orderly decision-making. The Deputy Chair assists, may share agreed responsibilities, and presides when the Chair is absent or unable to act. If neither can preside, eligible committee members present elect one of themselves to preside. Only one person presides at a time.
- 6.4.3** A person may serve as Chair for up to six consecutive years, subject to annual election under rule 6.4.1, and must then have at least one year out of that office before re-election. Service before and after a break of less than one year is added together for the six-year limit and any extension; the break does not restart the limit. If no other eligible committee member is willing to serve, the Committee may approve one extension of up to one year under rule 6.4.8. The extension cannot continue the person's underlying committee term and must be followed by at least one year out of the Chair role. Earlier service counts under rule 12.4.
- 6.4.4** The Secretary maintains the register, issues notices, receives nominations and correspondence, arranges meetings and minutes, keeps the adopted rules and governance records, and coordinates required filings with the Public Officer. Administrative work may be delegated with supervision.
- 6.4.5** The Treasurer oversees financial records, banking, receipts and payments, budgets and regular financial reports to the Committee, and the preparation of annual accounts and any required audit and returns. The Treasurer must monitor cash availability and obligations and promptly bring material concerns to the Committee. Appointing a bookkeeper does not remove this oversight responsibility or the Committee's responsibility for finances.
- 6.4.6** The Committee must ensure the Association has a Public Officer who is a natural person aged at least 18 and resident in South Australia. It must fill a vacancy promptly and in any event within one month. CBS must be notified within one month after a change in the Public Officer's identity or address. The Public Officer is the statutory contact and coordinates statutory notices and filings. This office may be held with another office; it does not itself confer a committee seat or vote.
- 6.4.7** Each office-bearer position is elected separately. A sole eligible nominee is declared elected. If there is more than one nominee, committee members vote by secret ballot, with one vote each. The nominee with the most votes is elected. A tie is resolved by a further ballot between tied nominees and then, if necessary, by drawing lots supervised by two committee members. There is no casting vote. Candidature alone does not disqualify a person from voting in that election.
- 6.4.8** Before approving a Chair extension, the Committee must invite every other eligible committee member to express willingness to serve and record the outcome. The incumbent must not participate in the extension decision or count towards quorum for it. Another eligible member must preside, the ordinary committee quorum must be met, and approval requires a majority of valid votes cast without a casting vote. The resolution must record the reason, the extension end date and the earlier service counted. The extension may not take service beyond seven years in the same consecutive-service period. Members must be notified of the decision and reasons. Annual election under rule 6.4.1 still applies.

6.5 Vacancies and removal

- 6.5.1** A committee position becomes vacant on death, written resignation, expiry of term, disqualification under the Act, cessation of the membership or eligibility supporting the position, withdrawal of an entity representative's authority where that authority supports the seat, or removal under this rule.
- 6.5.2** Members in general meeting may remove a committee member by ordinary resolution after at least 21 clear days' notice specifying the proposed removal and reasons, with a fair

opportunity for that member to be heard. Removal from the Committee does not itself terminate Association membership.

- 6.5.3** The Committee may remove a person from an office-bearer role, without removing the underlying committee seat, by the votes of at least 75% of the other committee members then in office who are eligible to decide the matter. The person must receive at least 14 clear days' written notice of the proposed removal and reasons and a fair opportunity to respond. That person has no vote and does not count towards quorum for the decision. The ordinary committee quorum must be met and at least three eligible committee members must participate. There is no casting vote. A replacement is elected under rule 6.4.
- 6.5.4** The Committee may declare a seat vacant for absence without apology from more than four committee meetings in a financial year, after giving written particulars, at least 14 days to respond and a fair opportunity to be heard. The affected person must not vote or count towards quorum for the decision; the quorum threshold remains unchanged. A person whose capacity to serve is in question must first be offered reasonable arrangements to participate. Any other involuntary removal follows rule 6.5.2.
- 6.5.5** A person leaving the Committee or an office-bearer role must promptly hand over the Association's records, property and access arrangements to the authorised successor or Secretary. Removal of a subcommittee member is dealt with under rule 6.10.3.

6.6 Committee meetings and quorum

- 6.6.1** The Committee must meet at least five times each financial year. The Chair may call a meeting and must do so within 14 days after a written request by at least two committee members stating the business. The Secretary gives at least seven clear days' written notice and an agenda to every committee member. If the Chair or Secretary does not act on a valid request in time, the requesting members may give that notice themselves. Shorter notice for urgent business requires the agreement of every committee member entitled to attend; the reason and agreement must be recorded.
- 6.6.2** Meetings may be physical, electronic or hybrid if every participant can hear and be heard, receive the relevant material and participate effectively. An electronic participant counts as present while connected. The chair must pause affected business if a failure prevents a quorum from participating.
- 6.6.3** Quorum is calculated by dividing the number of committee members currently in office by two, rounding down to a whole number and adding one, with a minimum of three. A person excluded from a particular decision for a conflict is not counted as present for that decision; the quorum threshold remains unchanged.
- 6.6.4** If fewer than five committee members remain in office or an ordinary quorum cannot be formed, the remaining Committee may act only to fill existing vacancies under rule 6.3.5, convene a general meeting, comply with an unavoidable legal obligation or protect assets against imminent loss. At least two unconflicted committee members must approve such action and record and report it to members. This limited authority does not override a statutory prohibition or permit creation of additional positions. Ordinary business resumes when the defect is remedied.
- 6.6.5** Except for the limited action permitted by rule 6.6.4, no business may be decided without quorum. If quorum is absent after 30 minutes, or is lost during a meeting and cannot promptly be restored, the meeting must be adjourned and any unfinished business reconvened on notice under rule 6.6.1. No reduced quorum applies at the reconvened committee meeting.

6.7 Voting at committee meetings

- 6.7.1** Each committee member, including a casual replacement or a person whose valid existing appointment is protected by rule 12.6, has one deliberative vote. An ordinary question passes if more valid votes support than oppose it. Abstentions are recorded separately and excluded from votes cast. On an equality of votes on an ordinary question, provided at least one valid vote has been cast, the eligible committee member presiding may exercise one additional casting vote. If that vote is not exercised, the tied question fails. There is no casting vote in elections, a Chair extension, expulsion, removal from office or any decision requiring a specified majority under these Rules. A decision requiring voting support cannot pass unless at least one eligible committee member votes in favour.

6.8 Committee proxies

- 6.8.1** Proxy voting and substitute representatives are not permitted at committee meetings. An entity member's new representative does not take the place of an elected or appointed committee member without a separate valid election or appointment.

6.9 Decisions outside committee meetings

- 6.9.1** A unanimous written resolution may be passed without a meeting if its identical text is circulated to every committee member and every member entitled to decide it expressly assents in writing. At least the number required for quorum under rule 6.6.3 must be eligible to decide it, and the Committee must be entitled to conduct ordinary business under rule 6.6.4. Silence is not assent. It cannot be used for a Chair extension, expulsion, removal from office or an issue requiring a general meeting. Any conflict restrictions apply and the outcome must be entered in the minutes of the next meeting.

6.10 Subcommittees

- 6.10.1** The Committee may establish a subcommittee and delegate specified functions to it by written resolution. The resolution must state its membership, chair, authority, financial limits, quorum, voting arrangements and reporting obligations. A subcommittee may not delegate its authority further or bind the Association beyond the authority granted to it.
- 6.10.2** A subcommittee must act within its written terms, keep a record of decisions and report regularly to the Committee. Its members must disclose and manage conflicts on the same basis as rule 6.11. The Committee retains oversight and responsibility for delegated functions.
- 6.10.3** The Committee may change or revoke a delegation, alter a subcommittee's membership or dissolve it by written resolution. Where removal is based on alleged misconduct, the person must receive the allegations, a reasonable opportunity to respond and an impartial decision. Removal from a subcommittee does not remove Association membership or a separate committee seat.

6.11 Conflicts of interest

- 6.11.1** A committee member must disclose to the Committee the nature and extent of a direct or indirect pecuniary interest in a contract or proposed contract as soon as it becomes known, and at the next AGM as required by section 31 of the Act. The statutory exceptions remain applicable. The Secretary must record disclosures and their management.
- 6.11.2** A person prohibited by section 32 of the Act from taking part in a decision must not vote, exercise a casting vote or count towards quorum for that decision. Under these rules the person must leave the decision-making part of the meeting, after providing factual information if requested. Other material conflicts must be disclosed and managed by the unconflicted members, using the same exclusion where impartial decision-making would otherwise be compromised. Candidature in an election alone is not such a conflict; statutory restrictions concerning contracts still apply.

- 6.11.3** If exclusions prevent quorum, the matter must be deferred or referred to members at a properly notified general meeting where lawful. A Committee policy cannot override a statutory prohibition.

7 General meetings

7.1 Annual general meeting

- 7.1.1** An AGM must be held within five months after each financial year ends, or within a different period lawfully permitted by an applicable exemption. An AGM must still be held annually even if the Act does not otherwise require it for the Association.
- 7.1.2** AGM business includes confirmation of the previous AGM minutes; the Committee and financial reports; any required auditor's report and appointment of an auditor; declarations of interests required by law; elections to vacant elected positions; and other business specified in the notice. The notice must identify any special resolution separately.

7.2 Special general meetings

- 7.2.1** The Committee may convene an SGM at any time. It must also convene an SGM on a written requisition signed by at least the lesser of ten voting members or 20% of all voting members, rounded up. The requisition must state the business and any proposed resolution.
- 7.2.2** Within one month after receiving a valid requisition, the Committee must give notice of an SGM to be held within 60 days after receipt, complying with rule 7.3. Only the notified business may be transacted. If the Committee fails either to give notice in time or to hold the meeting within 60 days, the requisitionists may convene it themselves, to be held within three months after the failure, on the same notice and business requirements. The Committee must provide reasonable assistance with service of notices, and the Association must reimburse reasonable documented meeting costs.

7.3 Notice of general meetings

- 7.3.1** All members must be given at least 21 clear days' written notice of a general meeting. The notice must state the date, time, venue or electronic participation arrangements, and the business to be considered. It must expressly identify any special resolution and include its full text. A proposed replacement constitution or other document necessary to understand a special resolution must be supplied with the notice as a printed copy or electronic attachment, or by a direct link satisfying rule 7.3.3.
- 7.3.2** Notice may be delivered personally, by post to the member's notified postal address, or electronically to an address the member has designated for notices where the member has consented to electronic delivery. Consent may be express or reasonably inferred from conduct, subject to applicable law, and may be withdrawn. Electronic notice is given when it becomes capable of retrieval at that designated address. Any known delivery failure must be remedied. Postal delivery time must be allowed before the clear notice period begins. The Secretary must retain evidence of notice and delivery.
- 7.3.3** A linked document must be clearly identified in the notice by title, date and version, be available when notice is given, and be readily accessible, downloadable and retainable without payment or a login. The Association must preserve the exact notified version and keep it available until the meeting and any adjournment have concluded. A member must be supplied promptly with an electronic attachment or paper copy on request. Publication on a website does not replace giving notice to every member under rule 7.3.2.
- 7.3.4** A voting member may request an item of business by written notice to the Secretary at least 35 clear days before the meeting, including the text of any proposed resolution. A timely lawful item within the Association's powers must be included in the meeting notice.

Only notified substantive business may be decided, apart from procedural motions necessary to conduct or adjourn the meeting. A materially changed proposal requiring fresh notice must be deferred. Neither the Committee nor the meeting may waive a statutory notice requirement.

7.4 Quorum and adjournment

- 7.4.1** Quorum is the lesser of 25% of all voting members, rounded up, or ten voting members, represented personally, through an authorised entity representative or by valid proxy, with at least three natural persons entitled to exercise votes actually participating in the meeting. A member is counted once regardless of the number of capacities in which a person attends.
- 7.4.2** Quorum must be present when business begins and maintained for each decision. If it is not present within 30 minutes after the scheduled start, a meeting called on members' requisition lapses. Any other meeting stands adjourned to the same time and place, including any electronic access arrangements, seven days later. Members must be promptly notified. Only the original notified business may be dealt with.
- 7.4.3** At the adjourned meeting, the voting members represented constitute quorum, provided at least three natural persons entitled to exercise votes participate. If that minimum is not met within 30 minutes, the meeting lapses and must be called afresh. A reduced quorum does not reduce the majority required for a special resolution.
- 7.4.4** If quorum is lost after business has begun, decisions must pause. If it is not restored within 30 minutes, the chair must adjourn the unfinished business to the same time and place seven days later and notify members promptly. Rules 7.4.2 and 7.4.3 apply to attendance at that adjourned meeting. The minutes must record the time quorum was lost and decisions already made.

7.5 Presiding at general meetings

- 7.5.1** The Chair presides, or the Deputy Chair if the Chair is unavailable or unable to act impartially. If neither can preside, the voting members represented elect an adult individual present and entitled to exercise a vote to preside. Only one person presides at a time. The presiding person must conduct proceedings fairly, allow reasonable discussion, maintain order, establish quorum before decisions and declare and record voting results.

7.6 Making decisions

- 7.6.1** Voting may be by show of hands with separate recording of proxy and representative votes, unless a ballot is required under rule 6.3.3 or demanded by at least five voting members represented. A ballot must preserve each member's voting entitlement and an auditable count. A demand concerning the election of the presiding person or adjournment is dealt with immediately; another ballot must be completed before the meeting closes.
- 7.6.2** If a counting error is identified before the meeting closes, the presiding person must arrange a recount or a fresh vote on the same question and record the correction. A declaration of the result does not remove a member's right to challenge the conduct of the meeting under these Rules or the law.

7.7 Voting

- 7.7.1** Each voting member has one vote. An ordinary resolution passes if more valid votes support than oppose it. A tied ordinary resolution fails. There is no casting vote at a general meeting. Special resolutions require the majority and notice specified in rule 2.7. Abstentions and invalid ballots are recorded separately and excluded from votes cast.
- 7.7.2** A member's vote may be exercised by only one of the member, its authorised representative or its proxy on a question. If the member or its representative personally

exercises the vote, a proxy must not also exercise it. A person acting for separate legal members must identify each capacity so the count remains accurate.

7.8 Proxy voting

- 7.8.1** A voting member may appoint in writing a natural person aged at least 18 who is either an individual voting member or the authorised representative of a voting entity member as proxy for a specified general meeting and its adjournment. The appointment must identify the member, proxy and meeting, be signed by the member or its authorised signatory, and state any voting instructions.
- 7.8.2** A signed copy, including a scanned or electronic copy, must reach the Secretary before voting begins. The notice may request earlier delivery for checking, but may not impose an earlier validity deadline. The proxy must attend and follow the instructions given. If no direction is given, the proxy may exercise discretion. Written revocation received before the vote takes effect immediately.

7.9 Use of technology

- 7.9.1** A general meeting may be physical, electronic or hybrid, provided members have a reasonable opportunity to participate, hear and be heard, ask questions and vote. The notice must explain access and voting arrangements and an assistance contact. Electronic participants count as personally present while participating. Voting solely by email outside a duly convened meeting is not authorised by this rule.
- 7.9.2** The presiding person must pause or adjourn affected business if technical failure prevents quorum or materially prevents eligible participants from participating fairly. The incident and response must be recorded.

8 Minutes

8.1 Meeting records

- 8.1.1** The Secretary must enter accurate minutes of all general and committee meetings in the Association's records within one month after the meeting. They must record attendance and representative or proxy capacities, quorum, conflicts, resolutions, voting results, appointments and actions. Written committee resolutions must also be recorded. Records must be kept at the Association's place of operation or in the custody of an officer authorised by the Committee, in accordance with section 51 of the Act.
- 8.1.2** Minutes must be submitted for confirmation at a subsequent relevant meeting and signed by the person who presided at the original meeting or the meeting at which they are confirmed, consistently with section 51 of the Act. Any correction must be recorded. An accurate copy may be signed for statutory lodgement before later formal confirmation, provided it is identified as not yet confirmed.

8.2 Access to records

- 8.2.1** Any member may inspect general-meeting minutes without charge. The Secretary must arrange access promptly and within one month after a request, without restricting any more immediate statutory right. Members must have access to the current Rules. Committee records may be kept confidential for legitimate privacy, contractual or commercial reasons, subject to the Act and other legal inspection rights. Confidentiality does not permit withholding a required disclosure.

9 Financial matters

9.1 Financial year

9.1.1 The financial year begins on 1 July and ends on 30 June.

9.2 Management of funds

9.2.1 Association funds must be kept in accounts in its name. Payments and commitments must be for its objects and within a budget or authority approved by the Committee.

9.2.2 Every payment, including an electronic payment, must be approved by two authorised persons, at least one of whom is a committee member. Neither may approve their own reimbursement or a payment in which they have a material personal interest. Where the banking system cannot enforce two approvals, the second approval must be documented before release.

9.2.3 The Committee must record account signatories, spending delegations, card limits and controls. Cheques and other negotiable instruments require two authorised signatures, at least one being a committee member. These controls do not limit any stricter legal or funding requirement.

9.3 Accounting records

9.3.1 The Committee must ensure accounting records correctly record and explain the Association's transactions and financial position and allow preparation of annual financial statements. Records must be kept at the Association's place of operation in South Australia or in the custody of an officer authorised by the Committee, and retained for any period required by law.

9.4 Application of income and assets

9.4.1 The Association's income and capital must be applied exclusively to its objects. No portion may be distributed directly or indirectly to members or their associates, except bona fide reasonable remuneration for approved services or reimbursement of expenses properly incurred for the Association, as permitted by law and subject to rules 6.11 and 9.2.

9.4.2 Membership confers no ownership interest in the Association's assets. Nothing in these rules authorises an unlawful distribution, indemnity or private benefit.

9.5 Appointment of auditor

9.5.1 Where an audit is required by the Act, another applicable law, a binding funding obligation or a resolution of members, the AGM must appoint an independent auditor. For an audit under the Act, the auditor must satisfy sections 35(2)(b) and 35(4), including the applicable qualification and independence requirements. The auditor holds office until the next AGM and may be reappointed.

9.5.2 If a required appointment is not made at the AGM, or an auditor vacancy arises, the Committee must appoint an eligible auditor promptly so the required audit can be completed on time. These Rules do not otherwise require an audit solely because the Association holds an AGM.

9.6 Accounts and reports to members

9.6.1 The Committee must prepare annual financial statements and present them to members at the AGM together with its report and any auditor's report. If the Association is prescribed, it must also prepare and present the accounts, committee statement and reports required by the applicable provisions of the Act, including section 34 or 35 as appropriate.

9.7 Periodic returns and reporting status

- 9.7.1** The Committee and Public Officer must arrange statutory financial returns and other required filings within the applicable deadlines. Where section 36 of the Act applies, the periodic return must be lodged with CBS within six months after the financial year ends, with the required accompanying documents. An exemption, including one under section 34 for a relevant prescribed association, applies only when its conditions are met and only to the obligations it covers.
- 9.7.2** The Committee must assess and record the Association's reporting status each financial year. A statutory exemption does not itself remove an obligation separately imposed by these Rules or a binding funding agreement.

10 Rules and by-laws

10.1 Alteration of Rules

- 10.1.1** These Rules may be altered, rescinded or replaced only by special resolution, with notice complying with rule 7.3. The Public Officer must arrange lodgement with CBS within one month after the alteration and retain the adopted text and evidence of lodgement and registration. A change of name takes effect only as provided by the Act. The Rules bind the Association and all members.

10.2 By-laws and policies

- 10.2.1** The Committee may make, amend or revoke by-laws and operating policies consistent with these Rules and must make those affecting members reasonably accessible. A by-law or policy may not alter membership categories, voting rights, quorum, committee composition or terms, or the amendment procedure. A matter governed by these Rules may be changed only under rule 10.1.

10.3 Inconsistency with the Act

- 10.3.1** If a provision conflicts with the Act or Regulations, the latter prevail to the extent of the conflict. The Committee must arrange correction through the proper amendment process.

11 Winding up

11.1 Voluntary winding up and deregistration

- 11.1.1** Members may resolve by special resolution to wind up the Association or apply for voluntary deregistration, subject to the applicable requirements of the Act. The Committee must follow the relevant statutory process, including any required declaration, notice and protection of creditors. A member resolution alone does not complete winding up or deregistration. Court-ordered or other statutory processes remain available.

11.2 Application of surplus assets

- 11.2.1** After liabilities and the costs of winding up or deregistration have been paid, surplus assets must be distributed, subject to the Act and binding funding conditions, to one or more organisations with similar objects and rules prohibiting distribution of income and assets to their members. Members must identify the recipients by special resolution, subject to any lawful direction or order. Surplus assets must not be distributed to members.

12 Commencement and transition

- 12.1** These Rules take effect at the close of the general meeting that adopts them. That entire meeting, including any committee elections, quorum, proxies and voting, is conducted

under the rules in force when it opened. Adoption does not apply a proposed lower quorum, new voting right or new committee allocation to that meeting.

- 12.2** Existing memberships continue in their existing categories. Adoption does not itself grant Lifetime membership. Within 60 days, the Secretary must reconcile member identities and representative authorities under rule 5.10, without creating duplicate memberships or cancelling membership solely because its description requires correction.
- 12.3** A committee member validly in office when these Rules commence, including a person elected at the adopting AGM, continues for the unexpired term of that appointment, subject to resignation, statutory disqualification or lawful removal. Rule 12.6 applies to existing honorary or skills appointments. The new annual size-setting and election arrangements first apply at the first AGM held at least 45 clear days after commencement. Until that AGM, the authorised total remains the valid total immediately before commencement and may not be increased. Existing vacancies may be filled only under rule 6.3.5. Adoption creates no new committee position or power to make honorary or skills appointments.
- 12.4** Within 14 days after commencement, the Committee must elect the four office bearers under rule 6.4. The Committee must establish and record the Chair's earlier continuous service, which counts towards the six-year limit. A person who has reached that limit may be elected only within an extension validly approved under rule 6.4.8; a person who has already reached seven years in the same consecutive-service period cannot receive a further extension. A valid existing Public Officer appointment continues without reappointment.
- 12.5** Before the first AGM under the new allocation, the Committee must record continuing members' valid appointment dates and unexpired terms. Existing elected terms must not be shortened merely to change the allocation or stagger retirements. A newly elected position may have a one-AGM initial term only where needed to establish approximate half rotation; other new elected positions have two-AGM terms. The nomination call and AGM notice must identify each available term, candidates must consent to it, and separate ballots must be held for different terms. Later changes to the allocation follow the same approach for new elected positions.
- 12.6** A valid existing appointment made for honorary status, skills or representation, rather than election or replacement in an elected position, continues for its existing unexpired fixed term. If it has no fixed expiry, it ends at the close of the first AGM held after these Rules commence. The individual retains one committee vote while validly continuing in office, but honorary status alone gives no general-meeting vote. Continuation is not defeated solely by the new election-eligibility requirement, but remains subject to resignation, loss of an existing supporting authority, statutory disqualification or lawful removal. No such appointment may be renewed or extended under these Rules. The person must meet the new eligibility requirements before seeking election or a new casual appointment. A person elected to a new term ceases any protected appointment when the new term begins and holds only one seat.
- 12.7** The first authorised total under rule 6.2 must accommodate valid continuing terms protected by this rule. If no timely total is notified for the first AGM described in rule 12.3, it is eight positions or the greater number needed to accommodate those terms. Every position not occupied by a continuing member is an elected position. Where valid continuing terms exceed twelve, those terms are preserved until expiry and no additional position may be filled while the excess remains. At an AGM held less than 45 clear days after commencement, the previous nomination, election, term and size-setting provisions apply only to the extent needed to conduct those elections, subject to the prohibition on new honorary or skills appointments and the expiry rule in rule 12.6. Other provisions of these Rules apply.

- 12.8** These transitional provisions preserve valid appointments only. They do not validate a defective appointment, extend an expired term or retrospectively change a completed decision. The Committee must determine existing authority from the previous rules and the Association's records before relying on it.
- 12.9** Where a valid existing committee appointment is recorded in an entity member's name, only the adult natural person documented as its authorised representative in that role immediately before commencement may continue in the position, with written consent to serve and subject to eligibility under the Act. If no such individual can be established, the position is a vacancy to be filled under these Rules. This provision does not validate a defective appointment or permit an entity to install a different individual without a valid election or appointment.