



SURFACE COATINGS ASSOCIATION AUSTRALIA

CONSTITUTION

February 2021

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SURFACE COATINGS ASSOCIATION AUSTRALIA
Incorporated in South Australia

CONSTITUTION

1 PREAMBLE

From 1946 until 31 December 1967 the Oil and Colour Chemists' Association (OCCA), being an organisation established in the United Kingdom in 1918 for the fostering of the technology of surface coatings was represented in Australia through Sections and Branches. Coatings industries are those industries or organisations generally concerned with the production, marketing, usage, or research into paints, varnishes, lacquers, inks, sealants and adhesives, and includes suppliers of raw materials and manufacturing or testing equipment used in such industries.

An organisation styled Oil and Colour Chemists' Association Australia (OCCAA) consisting of five Sections, came in to being as an independent unincorporated association on 01 January 1968. Incorporation under the *Associations Incorporation Act 1985* of South Australia was effected on 26 September 1986.

In 1989 the Association's name was changed from Oil and Colour Chemists' Association Australia Inc to Surface Coatings Association Australia Inc and registered as such under the *Associations Incorporation Act 1985* of South Australia on 20 October 1989. A Constitution and Rules reflecting the changed name of the Association was approved 05 December 1989 and became operative on 01 January 1990.

The Constitution was revised in 2016, further revised in 2017/8 and 2020 and this version takes effect from 20th February 2021.

2. NAME

The name of the organisation shall be "Surface Coatings Association Australia Incorporated", hereinafter called "the Association".

3 DEFINITIONS

In this Constitution, unless the contrary intention appears, words importing the masculine gender shall include the feminine and neuter, words in the singular shall include the plural and words in the plural shall include the singular.

3.1 The Board

The Board means the committee of management of the Association.

3.2 Executive Director

Executive Director means a member of the Executive as defined in this Constitution.

3.3 Non-Executive Director

Non-Executive Directors are those Directors elected by a vote of the Membership.

3.4 Meeting of The Board

Meeting of The Board means a meeting of the committee of management of the Association.

3.5 Section

Section means the members of the Association grouped as determined by The Board.

3.6 Section Committee

Section Committee means the elected committee of management of a Section.

3.7 Board Committee

Board Committee means a committee formed at the request of The Board to perform a particular function on behalf of The Board.

3.8 Annual General Meeting

Annual General Meeting means a general meeting of members of the Association, convened in accordance with the rules of the Association.

3.9 Notice

Notice means giving of advice to members by electronic or other means.

3.10 Qualified Member

Qualified Member means a member who has demonstrated a level of technical competence and satisfied the requirements of the Professional Grading Regulations, and whose grading has been approved by The Board.

3.11 Affiliate Member

Affiliate Member means a member whose primary source of income derives from areas not normally associated with the functions of the Association.

3.12 The Act

The Act is the *Associations Incorporation Act 1985* of South Australia.

4 OBJECTS

4.1 Fundamental Object

The Fundamental Object of the Association shall be to further the development of the science, technology and management of the coatings or similar chemical processing industries, and to facilitate the exchange of information and ideas thereon.

4.2 Not for Profit

4.2.1 The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to its members or their associates except as bona fide remuneration for services or expenses incurred on behalf of the Association.

4.2.2 Notwithstanding Clause 4.2.1, The Board shall have the power to pay a member an appropriate fee for a specific project or function, carried out at the request of The Board for the benefit of the Association, and which is done in good faith and on terms no more favourable than if the member was not a member.

5.0 POWERS AND DUTIES

For the purpose of carrying out its objects, the Association may, subject to the Act and this Constitution—

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate ADI accounts; and
- (d) invest its moneys—
 - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) in any other manner authorised by this Constitution; and
- (e) borrow money upon such terms and conditions as The Board thinks fit; and
- (f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit; and

- (g) appoint agents to transact any business of the Association on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

6 MEMBERSHIP

6.1 Members

The membership of the Association shall:

- 6.1.1 consist of persons or organisations making application and payment of such fees by way of entrance subscription or otherwise as The Board shall from time to time determine,
- 6.1.2 be persons or organisations whose membership application is approved by The Board,
- 6.1.3 be person or organisations who assent to and agree to be bound by the Rules of the Association and of the Section to which they become attached.

6.2 Categories of Membership

- 6.2.1 Full members shall be persons who have a connection or interest in the coatings industries and shall have satisfied The Board as to their suitability. Full members shall be entitled to vote at any General Meeting of the Association and in referenda.
- 6.2.2 The Board shall have the power to create Affiliate membership. Affiliate members shall have no voting rights but may have other rights, responsibilities and benefits as determined by The Board from time to time.
- 6.2.3 The Board shall have the power to elevate to Life Membership those full members who by reason of their exceptional work on behalf of the Association it is desired to honour. They shall retain the same rights, responsibilities and benefits as full members.
- 6.2.4 The Board shall have the power to transfer to Retired Membership those full members who have satisfied The Board as to their suitability and meet the requirements determined by the Board from time to time. They shall retain the same rights, responsibilities and benefits as full members.
- 6.2.5 The Board shall have the power to grant Honorary Membership to persons not being members, whose eminence in scientific or industrial endeavour it is desired to recognize. Such Honorary Memberships may be permanent or tenable for a fixed period and shall have no voting or other rights in the Association.
- 6.2.6 The Board shall have the power to end the membership category of any member and transfer the member to an alternate category of membership.

6.3 Rights of Members

- 6.3.1 A full member shall be entitled to receive notices of, attend, participate in, vote in person or by proxy at any General Meeting of the Association, or vote in any meeting, plebiscite or referendum of the Association or of the Section to which they are attached.
- 6.3.2 All members shall be entitled to attend any technical session, conference, exhibition or seminar, or social function organized by the Association, subject to payment of any applicable fees.
- 6.3.3 All members shall be entitled to receive all relevant notices, statements, referenda, and publications of the Association or the Section to which they are attached, subject to any limitations imposed by The Board under Clause 6.2.2.

- 6.3.4 Except as determined by The Board, the rights of a member are not transferable and end when membership ceases.

6.4 Cessation of Membership

- 6.4.1 A person ceases to be a member of the Association if the member
- (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the Association, or
 - (d) fails to pay the annual membership subscription within a time set by the Board.
- 6.4.2 A person whose membership has ceased through non-payment of subscription or resignation may apply for readmission.

6.5 Membership Register

The Board shall establish and maintain a register of members of the Association specifying the name and postal address of each person together with the date on which the person became a member, and any other data deemed necessary by The Board.

6.6 Fees and Subscriptions

- 6.6.1 A member must pay to the Association such fees and subscriptions as determined from time to time by The Board.

6.7 Unethical Conduct

- 6.7.1 If it appears to The Board that any member has conducted themselves in an unethical manner it shall call upon them for an explanation and if after considering such explanation in the opinion of The Board by unanimous vote, the conduct of said member has been such as to bring discredit on the Association their name may be removed from the Register.
- 6.7.2 It shall be open to a member to appeal their expulsion at a Special General Meeting of the Association, such appeal to be communicated to the Federal Secretary within 14 days of the expulsion being communicated to the member. In the event of an appeal, their membership shall not be terminated unless the determination of The Board is upheld by the members in general meeting after the appellant has been heard by the members of the Association.

7 THE BOARD

7.1 Powers and Duties of The Board

- 7.1.1 Subject to the Act and this Constitution, The Board shall:
- (a) control and manage the affairs of the Association, and
 - (b) exercise all such functions as may be exercised by the Association other than those functions that are required by this Constitution to be exercised by a general meeting of members of the Association, and
 - (c) have the power to perform all such acts and do all such things as appear to The Board to be necessary or desirable for the proper management of the affairs of the Association.
- 7.1.2 The Board may appoint such persons or organisations for such purposes as it deems necessary to assist it in carrying out any of its functions.
- 7.1.3 The Board shall appoint a Public Officer as required by the Act.

7.2 Composition of The Board

7.2.1 The Board shall consist of:

The President
The Federal Secretary
The Federal Treasurer
The Federal Membership Secretary
(which Officers together shall be called the Executive)
The Vice President

and a number of Non-Executive Directors elected by the full members of the Association, the number being determined by the Board from time to time.

The Board may also appoint up to two Independent Directors who may not need to be members of the Association if it believes that their skills would assist in the management of the affairs of the Association.

The President shall not be a member of any Section Committee (other than as ex-officio).

All members of The Board, with the exception of the Independent Directors, shall be Qualified Members.

All members of The Board shall occupy their several positions in an honorary capacity.

7.3 Board Vacancies

7.3.1 The office of a Board member shall become vacant if the member

7.3.1.1 is disqualified from being a Board member by the Act

7.3.1.2 ceases to be a member of the Association

7.3.1.3 is permanently incapacitated by ill health

7.3.1.4 is absent without apology from more than two meetings in a financial year.

7.4 Removal of a Board member

7.4.1 The Board may, by ordinary resolution carried as an item of Business-with-Notice, remove any Board member for any reason considered by The Board to be a failure to carry out their duties as Board Members adequately, or for behaviour likely to be an impediment to the furtherance of the Aims and Objects of the Association. A person removed from The Board under this Clause shall not be eligible for reappointment to The Board for a period of time determined by the Board.

7.4.2 A Board member removed from office under 7.4.1 shall have the right of appeal to a Committee established for the purpose by The Board. The committee shall contain at least three and no more than five members all of whom shall have been members of the Association for at least 25 years. The composition of the Committee shall be acceptable to both the Board and to the member lodging the appeal. No current member of The Board may be a member of the committee. The Committee shall elect one of its members as Chairman, who will have a casting vote in the event of a tie.

The decision of the Committee shall be final.

7.4.3 Any Independent Director may be removed from office by a majority vote of the Board.

7.5 President

- 7.5.1 The President shall be elected at meeting of The Board by a majority vote of The Board from nominations received by the Federal Secretary at least 21 days prior to the Annual General Meeting. Such nominations may be made by any full member.
- 7.5.2 The President shall continue in office until they resign or until there is an alternate nomination for the position, in which case there shall be an election.

7.6 Federal Secretary

- 7.6.1 The Federal Secretary shall be nominated by the President and their appointment shall be confirmed at a meeting of The Board. Their term shall continue from year to year.
- 7.6.2 The Federal Secretary shall keep minutes of:
 - (a) all appointments of office bearers and members of The Board, and
 - (b) the names of members of The Board present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.
- 7.6.3 Minutes of proceedings at a meeting must be signed as a true and correct record by the chairman of the next succeeding meeting.

7.7 Federal Treasurer

- 7.7.1 The Federal Treasurer shall be nominated by the President and their appointment shall be confirmed at a meeting of The Board. Their term shall continue from year to year.
- 7.7.2 The Federal Treasurer shall ensure:
 - (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
 - (b) that correct books and accounts are kept showing the financial affairs of the Association, and,
 - (c) that all payments on behalf of the Association are authorised or ratified at a meeting of The Board.

7.8 Federal Membership Secretary

- 7.8.1 The Federal Membership Secretary shall be nominated by the President and their appointment shall be confirmed at a meeting of The Board. Their term shall continue from year to year.

7.9 Vice President

- 7.9.1 The Vice President shall be nominated by the President and their appointment shall be confirmed at a meeting of The Board. Their term shall continue from year to year.

7.10 Directors

- 7.10 The term of office of Directors shall be determined by The Board from time to time and they shall be eligible for re-election.

7.11 Election of Directors

- 7.11.1 Directors, other than Independent Directors, shall be elected by those members entitled to vote as and when Board positions become vacant by expiration of their term of office.
- 7.11.2 The method and timing of the election shall be determined by the Board.

- 7.11.3 If the Board has established Sections under Clause 11 of this Constitution, the Board shall ensure that, as nearly as possible all such Sections are represented on the Board, subject to there being nominations for the positions from those Sections.

8 BOARD MEETINGS

8.1 Proceedings

- 8.1.1 Written notice of a meeting of The Board shall be given by the Federal Secretary at least 21 days before the time appointed for the holding of the meeting.
- 8.1.2 Notice of a meeting under Clause 8.1.2 shall specify the general nature of the business to be transacted at the meeting.
- 8.1.3 A quorum for a Board meeting shall comprise the nearest whole number above one half of the number of Ordinary Directors plus at least two members of the Executive.
- 8.1.4 At a meeting of The Board, the President or, in the President's absence, the Vice President, Federal Treasurer or Federal Secretary in that order shall be the chairman for that meeting of The Board.
- 8.1.5 A Director who is unable to attend a meeting of the Board and who has provided an apology to the Secretary may request that an observer attend the meeting in their stead. Such observer must be approved in advance by the Executive, shall have no voting rights and must agree to adhere to the normal obligations of confidentiality.

8.2 Voting and Decisions

- 8.2.1 Except where otherwise specified, questions arising at a meeting of The Board shall be determined by a simple majority of votes.
- 8.2.2 Each person eligible to vote who is present at a meeting of The Board shall be entitled to one vote, but in the event of an equality of votes on any question the chairman shall have a casting vote in addition to a deliberative vote.
- 8.2.3 A member of The Board having a direct or indirect pecuniary interest in a 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 proposed contract.
- 8.2.4 Any act or thing done or suffered by The Board is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of The Board.

8.3 Delegation by The Board to a Board Committee

- 8.3.1 The Board may delegate to a Committee of The Board, any of its powers and functions other than this power of delegation or a duty imposed on The Board by the Act or any other law. The delegation shall be in writing and may be subject to conditions and limitations The Board considers appropriate. The Board may, in writing, revoke a delegation wholly or in part.

8.4 The Seal

- 8.4.1 The Association shall have a common seal upon which its corporate name shall appear in legible letters.

- 8.4.2 The seal shall not be used without the express authorisation of The Board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the President and the Federal Secretary.

9 GENERAL MEETINGS

9.1 Presiding Member at General Meetings

- 9.1.1 The President, or in the President's absence, the Vice President, Federal Treasurer or Federal Secretary, in that order, shall preside as chairman at each general meeting of the Association.
- 9.1.2 If the officers nominated under Clause 9.1.1 are absent or unwilling to act, the members present shall elect one of their number to preside as chairman at the meeting.

9.2 Making of Decisions at General Meetings

- 9.2.1 A question arising at a general meeting of the Association is to be determined by either:
(a) a show of hands, or
(b) if on the motion of the chairman or if 5 or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
- 9.2.2 If the question is to be determined by a show of hands, a declaration by the chairman as to whether carried or lost, and an entry in the minutes is evidence of the fact without proof of the number of votes recorded.
- 9.2.3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairman.

9.3 Voting at General Meetings

- 9.3.1 A member is not entitled to vote at any general meeting of the Association unless the member is a full member and all money due and payable by the member to the Association has been paid.
- 9.3.2 On any question at a general meeting of the Association a member has one vote only.
- 9.3.3 In the case of an equality of votes at a general meeting, the chairman of the meeting shall have a casting vote in addition to a deliberative vote.

9.4 Proxies

- 9.4.1 A member shall be entitled to appoint in writing another member of the Association to be their proxy and attend and vote at any general meeting of the Association.
- 9.4.2 Proxies shall not be taken into account when determining whether a quorum is present.

9.5 Annual General Meeting

- 9.5.1 An Annual General Meeting of the Members shall be held in accordance with the Associations Incorporation Act 1985 of South Australia. It shall take place at a time and place to be determined by The Board.
- 9.5.2 Notice of an Annual General Meeting shall be given to each member 21 days before and shall specify the place date and time of the meeting and shall include the President's annual report and the audited financial statement and shall specify the nature of the business to be transacted at the meeting.

9.5.3 The order of business of the Annual General Meeting shall be:

- to receive the minutes of the preceding Annual General Meeting,
- to receive the minutes of any Special General Meeting held since the previous Annual General Meeting,
- to receive and to determine upon the annual report of the President,
- to receive and if thought fit to adopt the audited financial statement for the year,
- to confirm the auditors,
- to transact business with-notice,

9.5.4 No item of business shall be transacted at an Annual General Meeting unless a quorum is present. Five members present, being members entitled under this constitution to vote, shall constitute a quorum for the transaction of the business of an Annual General Meeting.

9.6 Special General Meeting

9.6.1 A Special General Meeting of the Association shall be convened by the Federal Secretary within 21 days of the receipt by them of a requisition or request:

- from the President, or
- signed by 10% of members of the total number of members.

Any such requisition, signed by the appropriate number of members, shall state the matter to be considered at such meeting.

9.6.2 Notice of a Special General Meeting shall be given to each member 21 days before and shall specify the place date and time of the meeting and shall specify the nature of the business to be transacted at the meeting.

9.6.3 No business other than that specified in the notice convening a special general meeting shall be transacted at the meeting.

9.7 Quorum for Special General Meetings

9.7.1 No item of business is to be transacted at a special general meeting unless a quorum of members entitled under this constitution to vote is present.

9.7.2 The quorum at any special general meeting of the Association shall be 5% of the total number of members and shall include one member from each Section.

9.7.3 If within half an hour after the appointed time for the commencement of a special general meeting a quorum is not present, the meeting:
(a) if convened on the requisition of members, is to be dissolved, and
(b) in any other case, is to stand adjourned to a time and place to be nominated by the Federal Secretary but no longer than 28 days

9.7.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 5) shall constitute a quorum.

9.8 Minutes

9.8.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of The Board, Committees and Section Committees shall be entered within one month after the relevant meeting in minute books kept for the purpose.

- 9.8.2 The minutes kept pursuant to this Clause shall be confirmed by the members of the Association or the members of The Board, Committees or Section Committees (as relevant) at a subsequent meeting.
- 9.8.3 The minutes kept pursuant to this Clause shall be signed by the chairman of the meeting at which the proceedings took place, or by the chairman of the next succeeding meeting at which the minutes are confirmed.
- 9.8.4 Where minutes are entered and signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at the meeting shall be deemed to be valid.
- 9.8.5 Minute books may be stored electronically.

10 FINANCIAL AND FUNDS MANAGEMENT

10.1 Funds – Source

- 10.1.1 The funds of the Association are derived from entrance fees and annual subscriptions of members, donations and such other sources as The Board determines.
- 10.1.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.

10.2 Funds – Management

- 10.2.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as The Board determines.
- 10.2.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be authorised by any two members of the Executive, being members authorised to do so by The Board.
- 10.2.3 All payments shall be authorised or ratified by The Board and recorded in the minutes

10.3 Financial Reporting

- 10.3.1 The financial year of the Association shall be the period of 12 months commencing on 1 January and ending on 31 December of each year.
- 10.3.2 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- 10.3.3 If required by the Act, the annual return shall be lodged with South Australian Consumer and Business Services within the time frame nominated in the South Australia Associations Incorporation Regulations.
- 10.3.4 The accounts, together with the auditor's report on the accounts, The Board's statement and The Board's report, shall be laid before members at the Annual General Meeting.

10.4 Appointment of Auditor

10.4.1 At each Annual General Meeting, the members shall appoint a person to be auditor of the Association.

10.4.2 The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

10.5 Winding up and Application of Surplus Assets

10.5.1 The Association may be wound up in the manner provided for in the Act.

10.5.2 If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets may be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

10.5.3 The Association may determine to distribute surplus assets to nominated educational institutions and/or charities.

10.5.4 Such organisation or organisations proposed as recipients of surplus assets shall be identified and determined by a resolution of the members at a general meeting.

10.6 Indemnity

10.6.1 Every member of The Board or its Committees, and every member of Section Committee or its Sub-committees, and every auditor, paid servant or agent of the Association, shall be indemnified out of the property of the Association against any liability incurred by them while acting in their said capacity in defending any proceedings in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is under the Association Incorporation Act 1985 of South Australia granted to them by the court.

11 SECTIONS

11.1 Power to Form Sections

11.1.1 The Board shall have the power to form, disband or amalgamate Sections.

11.1.2 Sections shall operate under this Constitution and by-laws of The Board

12 BY-LAWS

12.1 Power to Make By-Laws and Operating Procedures

12.1.1 The Board shall have the power to make by-laws and develop operating procedures to control and manage the affairs of the Association.

12.1.2 Such by-laws and operating procedures shall be in accord with all facets of this Constitution.

12.1.3 In the event that any by-law is found to be in conflict with this Constitution or the Act, it shall be declared void; however, any actions resulting from such by-law shall be deemed to be lawful.

12.1.4 By-laws and operating procedures may be authorised or changed as an item of business-with-notice at a meeting of The Board, by unanimous vote of The Board.

12.2 Rules in Conflict

- 12.2.1 In the event that any by-law or operating procedure be or become in conflict with any new or amended rule or operating procedure, The Board is hereby empowered to amend or further amend that rule or operating procedure to make it consonant, according to the procedure in Clause 12.1.4.

13 CONSTITUTION

13.1 Alteration of Constitution

- 13.1.1 Proposed amendments to this Constitution shall be considered as business-with-notice at meetings of The Board and shall be carried by resolution at two consecutive meetings.
- 13.1.2 Upon such resolution being carried at the second meeting of The Board, The Board shall arrange for a referendum of members, returnable in not less than two nor more than three months from the date of distribution.
- 13.1.3 Such referendum shall provide information to the membership as to the detailed reasons and ramifications of the proposed amendment to the Constitution.
- 13.1.4 Upon certification by the returning officers appointed by The Board that the proportion in favour of the proposition in the referendum exceeds a majority of votes cast and, if Sections have been formed under Section 11 of this Constitution, is carried by a majority in a majority of Sections, then The Board shall assent to and ratify the proposal.

13.2 Registration of Constitution

- 13.2.1 Any alteration to this Constitution shall be registered with the Office of Consumer and Business Services, Corporate Affairs Commission, SA, as required by the Act.
- 13.2.2 Registration 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.
- 13.2.3 Where any of this Constitution or associated rules and operating procedures are in conflict with the requirements of the Associations Incorporation Act 1985 of South Australia, or a matter arises on which this Constitution is silent, then the provisions of the said Act or Regulations made there-under shall apply insofar as it is practicable to do so.