

**ATTACHMENT 1
TO THE INFORMATION MEMORANDUM
WORKERS' EDUCATIONAL ASSOCIATION
OF SOUTH AUSTRALIA INCORPORATED**



CONSTITUTION

1. THE NAME of the Incorporated Association is WORKERS' EDUCATIONAL ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED referred to herein as "Association".

2. IN THESE RULES, unless the contrary intention appears -

"Act" means the Associations Incorporation Act, 1985 and all amendments thereto;

"Annual General Meeting" means the general meeting of the Association convened for the purpose of complying with section 39 of the Act;

"Board" means the Board of the Association;

"Chief Executive Officer" means the person appointed by the Board to carry out the role of the chief executive of the Association;

"employee" means a person who at the relevant time is party to a contract of employment with the Association involving a minimum of 15 hours per week on a permanent or temporary basis, but shall not mean a person engaged as a tutor, lecturer or instructor on an hourly-paid basis; and

"Regulations" means the Associations Regulations, 2008 and all amendments thereto.

3. OBJECTS AND PURPOSES

The objects of the Association are to promote and provide diverse, accessible and cost effective adult education programs that encourage lifelong learning for South Australians and facilitate a sense of community.

4. POWERS

a. The Association shall have all the powers conferred by Section 23 of the Act. In addition, the Association shall have the power to conduct activities that are accessible from outside the State of South Australia.

b. All powers shall be exercised by the Board at meetings conducted in accordance with Rule 8, except where specifically delegated to the Chairperson, a committee of the Board, or the Chief Executive Officer. In the absence of the Chairperson the Board shall delegate the Chairperson's powers to the Deputy Chairperson or another member of the Board.

- c. The Association may partner with other educational service providers, Government agencies, not-for-profit or charitable organisations, and private sector industry to provide low-cost educational opportunities that fulfil its objects set out in Rule 3.
- d. The Association may maintain facilities suitable for study, training and community events and to provide those facilities for hire by other users for these purposes.
- e. The monies of the Association not immediately required may be invested in such manner as may be determined from time to time by the Board.
- f. The management of the funds and other property of the Association is controlled by the Board through delegated authority to the Chief Executive Officer who shall produce monthly financial statements for the Board, and as may be required.
- g. The Board may approve the payment of an honorarium to the elected Chairperson and the Deputy Chairperson of the Association.
- h. The payment of an honorarium for Board members other than the Chairperson and Deputy Chairperson may be approved by majority vote at the Annual General Meeting.

5. MEMBERSHIP

Membership of the Association shall comprise two categories only:

- a. Any adult domiciled in South Australia who attends a general meeting is considered to be a member of the Association.
- b. Life members, who shall be persons admitted to Life Membership by a majority vote of persons present at a general meeting on a recommendation from the Board of the Association.

6. THE BOARD

- a. The affairs of the Association shall be managed and controlled exclusively by a Board which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- b. The Board shall have the power to appoint such employees as are required, employ or engage solicitors, accountants or any other person to carry out the objects of the Association.
- c. The Board shall have the power to appoint committees as may from time to time be deemed necessary in order to carry out the objects of the Association. The Board shall not have the right to delegate to the committees powers greater than those conferred on the Board by the Act and these Rules. All committees shall be subject to control by the Board and:
 - i. committees shall report periodically to the Board and shall conduct their business in accordance with the directions of the Board;

- ii. committees may be appointed solely from members of the Board or may include any other member or non-member of the Association; and
 - iii. the Chairperson shall be *ex officio* a member of all committees.
- d. The Board shall carry into effect the resolutions of any general meeting.
- e. The Board shall appoint a Chief Executive Officer and a public officer required by the Act.
- f. The Board may delegate any of the Board's powers or functions (except this power to delegate) to any person or body. Any such delegation:
- i. must be made by resolution of the Board and communicated in writing signed by the Chairperson;
 - ii. may be conditional or unconditional;
 - iii. does not restrict the powers of the Board to act in any matter;
 - iv. is revocable at will by the Board
- g. i. The Board shall be comprised of nine natural persons, of whom seven shall be elected in accordance with Rule 6 g iv and Rule 6 i.
- ii. The Board may appoint a natural person to fill a mid-term vacancy, and such a Board member shall hold office until the next Annual General Meeting and shall be eligible for re-election.
- iii. If a Board member is granted leave of absence for more than three consecutive meetings of the Board, the Board may treat the absence as a mid-term vacancy and may appoint a natural person to fill the mid-term vacancy. A Board member so appointed shall hold office until the Board member granted leave returns from leave.
- iv. Seven members of the Board shall be elected for terms of three years commencing on the 1st July immediately following the Annual General Meeting of the Association. Terms will be staggered so that three members of the Board shall retire every third year and two members shall retire in each of the intervening years. Subject to Rule 6 g. v. retiring Board members shall be eligible for re-election. Any mid-term vacancies of two or one year terms will be filled at the next Annual General Meeting.
- v. Board members must step down after three consecutive terms of office and are not eligible for re-election at that time.
- vi. The Board may act notwithstanding any vacancy in its membership and no acts or proceedings of the Board shall be invalidated or voided by reason of any such vacancy, or by reason of any informality in the appointment to any person to any office.
- vii. The Board may appoint up to two natural persons to be members of the Board. The selection process for appointment and the term of the appointment shall be as determined by the Board from time to time. The Board may vary the appointment process and term of appointment from one appointment to another.
- h. At its first meeting of each year the incoming Board shall elect from among its members a Chairperson and a Deputy Chairperson who shall form the Executive Committee of the

Board and hold office until the declaration of the poll for the election of the Executive Committee at the first meeting of the Board in the following year.

- i. Any person (except an employee) who is an adult domiciled in the State of South Australia and not being disqualified by any provisions of the Act nor permanently incapacitated by ill-health, shall be eligible to nominate for election to the Board. The Board shall call for nominations not less than 35 days and not more than 42 days before the date of the Annual General Meeting of the Association, by any method of written communication and promotion it sees fit.
- j. Nominations for election to the Board shall be on a form prescribed by the Board from time to time and must be signed by the candidate to signify a willingness to stand for election. Self-nomination will be accepted. All nominees shall be required to sign a declaration stating that they are not disqualified from nominating for the Board by virtue of section 30 of the Act.
- k. Elections shall be held at the Association's Annual General Meeting, and only those adults domiciled in South Australia present at the meeting may vote.
- l. The Board shall appoint a Returning Officer as required to be responsible for the conduct of elections, such person not being a candidate for any vacant position.

7. DISQUALIFICATION OF BOARD MEMBERS

- a. The position of a Board member may fall vacant at the discretion of the Board if the member is:
 - i. disqualified by the Act;
 - ii. permanently incapacitated by ill health, or otherwise incapable to act;
 - iii. failing to carry out his or her duties and responsibilities ethically, in good faith and in the best interests of the Association and in accordance with any code of ethics approved by the Board from time to time; or
 - iv. absent without apology from more than three consecutive Board meetings, or more than three Board meetings in a financial year.
- b. If any of the above provisions shall apply to any Board member the Board may resolve to expel that person from the Board.

8. PROCEEDINGS OF BOARD

- a. The Board shall meet together for the dispatch of business at least six times each year.
- b. Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the Board shall be half plus one of the serving members.

- d. A conference by telephone or other electronic means between members of the Board will, for the purposes of these Rules, be taken to be a meeting of the Board at which the participating members are present if:
 - i. notice of the conference is given to all members of the Board in the manner determined by the Board for that purpose; and
 - ii. each participating member of the Board is capable of communicating with every other participating member during the conference.
- e. A proposed resolution of the Board becomes a valid resolution of the Board despite the fact that it is not voted on at a meeting of the Board if:
 - i. notice of the proposed resolution is given to all members in accordance with procedures determined by the Board; and
 - ii. a majority of members express concurrence in the proposed resolution by letter, fax, email or other written communication setting out the terms of the resolution.
- f. A member of the Board having pecuniary interest in a contract with the Association must disclose that interest to the Board as required by the Act, and shall not vote with respect to that contract.

9. SEAL

- a. The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- b. 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 two members of the Board.
- c. The seal shall be kept in the custody of such person as the Board may from time to time decide.

10. GENERAL MEETINGS

- a. The Board may call a special general meeting of the Association at any time, and shall call an Annual General Meeting in accordance with the Act.
- b. The Annual General Meeting shall be held within five (5) months after the end of the financial year.
- c. Subject to Rule 10 d at least fourteen days' notice of any general meeting shall be given. 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. In the case of an Annual General Meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Board and the auditors, the appointment of auditors and Board Members (if required), and any other business requiring consideration by the Association in general meeting.
- d. 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.

- e. Notices of general meetings of the Association shall be promoted in any way that the Board sees fit. In addition, notice of an Annual General Meeting shall be forwarded to Board members and persons who have responded to a call for nominations made by the Board in accordance with Rule 6 i.

11. PROCEEDINGS AT GENERAL MEETINGS

- a. Twenty five adult persons domiciled in South Australia present personally shall constitute a quorum at any general meeting.
- b. If within thirty minutes after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting the persons present shall form a quorum.
- c. The Chairperson of the Board or if there shall be no Chairperson, then the Deputy Chairperson of the Board or in their absence, or on their declining to take, or retiring from the chair, one of the Board members chosen by the meeting shall preside as Chairperson at every general meeting of the Association.
- d. If there is no such Chairperson or Deputy Chairperson present within five minutes after the time appointed for holding the general meeting, the persons present may choose one of their number to be the Chairperson.
- e. The Chairperson may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- f. When a general meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting.
- g. At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded, be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- h. If a poll is demanded by the Chairperson of the general meeting or by five persons or more present, it shall be taken in such manner as the Chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the persons who being entitled to do so vote personally at the meeting is required.
- i. A poll demanded on the election of a Chairperson of a general meeting or on any question of an adjournment shall be taken at the meeting and without adjournment.

12 MINUTES

- a. Proper minutes of all proceedings of meetings of the Association and of meetings of the Board shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- c. Where minutes are entered and signed they shall until the contrary is proved by evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

13. VOTING RIGHTS

Subject to these rules each person present who qualifies under Rule 6 k. shall be entitled to one vote at any general meeting of the Association.

14. BORROWING POWERS

- a. The Association may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of the Association.
- b. Subject to section 25 of the Act, the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.

15. FINANCIAL REPORTING

- a. The financial year of the Association shall begin on the first of January and end on the thirty first of December in the same year.
- b. The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association as required by Section 35 of the Act.
- c. 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.
- d. The annual return shall be lodged with the Corporate Affairs Commission within six months after the end of each financial year, accompanied by a copy of the accounts, the auditor's report, the Board's statement and the Board's report.
- e. An auditor who meets the requirements of Section 35 of the Act shall be elected at each Annual General Meeting The auditor shall hold office until the next Annual General Meeting and is eligible

for re-appointment. If an appointment is not made at an Annual General meeting, the Board shall appoint an auditor for the current financial year.

16. **PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

All the funds of the Association shall be applied to the payment of the expenses of the Association and in advancing the objects of the Association and not for the purpose of securing any pecuniary profit for or dividing the same among members of the Board, its employees, or any other persons or organisations except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

17. **WINDING UP**

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

18. **APPLICATION OF SURPLUS ASSETS**

If after the winding up of the Association there remains "surplus assets" as defined in the Act, such surplus assets shall be appropriated in accordance with this rule, that is: no funds or assets of the Association shall be paid or distributed amongst the members of the Association but shall be given or transferred to such other body or bodies formed for promoting objects similar to its own as a general meeting of the Association shall determine, where such other body shall not be one carrying on trading or securing a benefit, whether directly or indirectly to or for its members.

19. **LIABILITY**

The Board and members of Board committees of the Association shall be indemnified by the Association against all costs, losses and expenses which such official may incur by reason of any act done, bona fide, by such official in the discharge of their duty relating to the affairs of the Association and within the scope of their authority, except losses brought about by their own dishonesty or culpable negligence or an act or omission not in good faith.

20. **RULES**

- a. Subject to approval by a resolution of a general meeting of the Association, these rules may be altered (including an alteration to name), or be rescinded and replaced by substitute rules. Such an alteration will be done in the manner prescribed by Section 24 of the Act.
- b. The registered rules shall bind the Association and every Board member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

21. **TRANSITION**

a. This Rule applies in relation to the reduction of the number of elected Board members from twelve to seven.

b. For a period of three years from the date upon which Rule 6 g i providing for seven elected members is adopted by the Association, the Association may elect more than

seven but no more than twelve Board members. The election of Board members shall be in accordance with Rule 6g iv and Rule 6 i.

- c. In each of the three years during this period the Board shall determine the number of Board members who may be elected in accordance with Rule 6. In so doing the Board shall:
 - i. comply with Rule 21 b;
 - ii. have regard to the number of vacant Board positions that need to be filled;
 - iii. have regard to the need to maintain a number of Board members who have knowledge and experience of the Board's and the Association's activities;
and
 - iv. reduce the number of elected Board positions during the three year period to ensure that in the third year the total number of elected Board members does not exceed seven.