

ASSOCIATIONS INCORPORATION ACT 1985

**Rules for Leaders Institute of South Australia Inc.**

---

Table of Contents

<b>1.</b>	<b>Name</b> .....	<b>2</b>
<b>2.</b>	<b>Definitions</b> .....	<b>2</b>
<b>3.</b>	<b>Objects of the Association</b> .....	<b>2</b>
<b>4.</b>	<b>Powers</b> .....	<b>3</b>
<b>5.</b>	<b>Membership</b> .....	<b>3</b>
5.1	Types.....	3
5.2	Resignations.....	3
5.3	Expulsion of a Member.....	3
5.4	Register of Members.....	4
<b>6.</b>	<b>The Board</b> .....	<b>4</b>
6.1	Powers and Duties .....	4
6.2	Appointment .....	4
6.3	Proceedings of Board .....	5
6.4	Board Vacancy .....	5
6.5	Committees and sub-committees.....	5
<b>7.</b>	<b>The Seal</b> .....	<b>5</b>
<b>8.</b>	<b>General Meetings</b> .....	<b>6</b>
8.1	Annual General Meetings.....	6
8.2	Special General Meetings .....	6
8.3	Notice of General Meetings.....	6
8.4	Proceedings at General Meetings .....	7
8.5	Voting at General Meetings .....	7
8.6	Poll at General Meetings .....	7
8.7	Special and Ordinary Resolutions.....	7
8.8	Proxies .....	7
<b>9.</b>	<b>Minutes</b> .....	<b>8</b>
<b>10.</b>	<b>Dispute Resolution</b> .....	<b>8</b>
<b>11.</b>	<b>Financial Reporting</b> .....	<b>8</b>
11.1	Financial Year.....	8
11.2	Accounts to be kept.....	8
11.3	Accounts and reports to be laid before members .....	9
11.4	Annual Return.....	9
11.5	Appointment of Auditor .....	9
<b>12.</b>	<b>Prohibition against securing profits for Members</b> .....	<b>9</b>
<b>13.</b>	<b>Winding up</b> .....	<b>9</b>
<b>14.</b>	<b>Application of surplus assets</b> .....	<b>9</b>
<b>15.</b>	<b>Indemnity and Insurance</b> .....	<b>9</b>
<b>16.</b>	<b>Patronage</b> .....	<b>10</b>
<b>17.</b>	<b>Rules</b> .....	<b>10</b>

## 1. Name

---

The name of the incorporated association is Leaders Institute of South Australia Incorporated (*Association*).

## 2. Definitions

---

*Act* means the Associations Incorporation Act 1985;

*Board* means the board of management of the Association;

*Foundation Member* means the type of Member described in rule 5.1(a)(iii);

*General Meeting* means a general meeting of Members convened in accordance with these rules;

*GLF Program* means the Governor's Leadership Foundation Program offered by the Association;

*Graduate Member* means the type of Member described in rule 5.1(a)(i);

*Honorary Member* means the type of Member described in rule 5.1(a)(ii);

*Member* means a member of the Association, being a Graduate Member, an Honorary Member or a Foundation Member;

*Special Resolution* means a Special Resolution as defined in the Act; and

*Voting Member* means a Graduate Member or a Foundation Member.

## 3. Objects of the Association

---

The objects of the Association are to:

- (a) strive to be a key catalyst for positive change and prosperity in our State through the provision of innovative and inspirational development opportunities for our emerging and established leaders. ;
- (b) to partner with our versatile and influential graduates and other leading organisations to play a key role in the ongoing social, economic and environmental evolution of our State..
- (c) identify and recruit people capable of assuming leadership positions in the community from a wide range of backgrounds into our programs;
- (d) challenge our program participants to think beyond individual interests and to rise above differences and adversarial approaches;
- (e) promote a continuing alumni of graduates committed to improving the economic, environmental, social and cultural evolution of society; and
- (f) undertake any activity ancillary to the objects listed in this rule.

#### **4. Powers**

---

The Association shall have all the powers conferred by Section 25 of the Act.

#### **5. Membership**

---

##### **5.1 Types**

- (a) There are 3 types of Members:
  - i.) Graduate Members, being a participant who successfully completes the GLF Program, is awarded a “Fellowship” and who agrees to support the objects of the Association and be bound by its rules.
  - ii.) Honorary Members, being any natural person who practically exemplifies the ethos of the Association and who agrees to support the objects of the Association and be bound by its rules. The application for membership shall be made in writing, and proposed by an existing Voting Member and seconded by another Voting Member. The application must be signed by the applicant, the proposer and the seconder. Upon the acceptance of the application by the Board, the applicant shall be an Honorary Member.
  - iii.) Foundation Members, being the persons who have made a significant contribution to the Association, or as determined by the Board from time to time, and who agree to support the objects of the Association and be bound by its rules. Where a Foundation Member is an organisation it can nominate a person to vote on its behalf.
- (b) A person can only hold membership of one category at any one time.

##### **5.2 Resignations**

A Member may resign from membership of the Association by giving written notice to the public officer of the Association.

##### **5.3 Expulsion of a Member**

- (a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- (b) Particulars of the charge shall be communicated to the Member at least 1 month before the meeting of the Board at which the matter will be determined.
- (c) The determination of the Board shall be communicated to the Member, and in the event of an adverse determination the Member shall, (subject to rule 5.4(d) below), cease to be a Member 14 days after the Board has communicated its determination to the Member.
- (d) It shall be open to a Member to appeal to the Association in a General Meeting against the expulsion. The intention to appeal shall be communicated to the public officer of the Association within 14 days after the determination of the Board has been communicated to the Member.
- (e) In the event of an appeal under rule 5.4(d) above, the appellant’s membership of the Association shall not be terminated unless the determination of the Board to expel the

## Leaders Institute of South Australia Inc.

Member is upheld in a General Meeting after the appellant has been heard by the Members, and in such event, membership will be terminated at the date of the General Meeting at which the determination of the Board is upheld.

### 5.4 Register of Members

A register of Members must be kept and contain:

- i) the name and contact details of each Member;

## 6. The Board

---

### 6.1 Powers and Duties

- (a) The affairs of the Association shall be managed and controlled by a Board which in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in a General Meeting.
- (b) The Board has the management and control of the funds and other property of the Association.
- (c) The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- (d) The Board shall appoint a public officer as required by the Act.

### 6.2 Appointment

- (a) The Board shall be comprised of a chairperson, treasurer and not less than 3 and no more than 7 additional Board members.
- (b) A Board member shall be a natural person.
- (c) The first Board of the Association shall be comprised of such persons as hold office prior to incorporation, which will include 2 Board members appointed by the Graduate Members (Graduate Member's Board Nominees).
- (d) At each Annual General Meeting after incorporation, one Graduate Member's Board Nominee (whose two-year elected term has been completed) shall retire from the Board.
- (e) A retiring Board member shall be eligible to stand for reappointment.
- (f) Board members will be appointed as follows:
  - (i) A Graduate Member at each AGM so that there will be 2 Graduate Members' Board nominees on the Board at any time. This member will be the person who has been elected by a vote of the Graduate members; and
  - (ii) otherwise, by the Board as it sees fit from time to time in its absolute discretion, provided that no Board member may sit on the Board for more than 6 years unless approved by the Graduate Members and Foundation Members in a General Meeting, such approval being required for each subsequent 2 year term of office.

## Leaders Institute of South Australia Inc.

- (g) In relation to the Board members appointed pursuant to rule 6.2(f)(i), nominations must be delivered to the public officer of the Association at least 28 days before the meeting. The nomination should be signed by the proposer and by the nominee.
- (h) The Board may appoint a person to fill a casual vacancy, and such a Board member shall hold office until the next Annual General Meeting and shall be eligible for appointment to the Board.
- (i) A Board member must either be a Graduate Member, Foundation Member or Honorary Member.

### 6.3 Proceedings of Board

- (a) The Board shall meet together for a dispatch of business at least 4 times in a calendar year.
- (b) Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote.
- (c) A quorum for a meeting of the Board shall be one-half of the appointed number of Board members plus one (or if that is not a whole number, the next lowest whole number).
- (d) A member of the Board having a direct or indirect pecuniary interest in a contract or proposed contract, with the Association must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The members of the Board must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Association.

### 6.4 Board Vacancy

The office of a Board member shall become vacant if a Board member is:

- (a) disqualified from being a Board member by the Act;
- (b) expelled as a Member under these rules;
- (c) permanently incapacitated by ill health; or
- (d) absent without apology from more than 2 meetings in a calendar year.

### 6.5 Committees and sub-committees

The Board may appoint one or more committees or sub-committees to carry out such of its functions as it sees fit.

## 7. The Seal

---

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

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 2 Board members.

## **8. General Meetings**

---

### **8.1 Annual General Meetings**

- (a) The Board shall call an Annual General Meeting in accordance with the Act and these rules.
- (b) The first Annual General Meeting shall be held within 18 months after the incorporation of the Association, and thereafter within 5 months after the end of its financial year.
- (c) The order of the business at the meeting shall be:
  - (i) the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
  - (ii) the consideration of the accounts and reports of the Board and the auditor's report (if an auditor's report is required);
  - (iii) the election of Board members;
  - (iv) the appointment of auditors (if required); and
  - (v) any other business requiring consideration by the Association in a General Meeting.

### **8.2 Special General Meetings**

- (a) The Board may call a Special General Meeting at any time.
- (b) Upon a requisition in writing of not less than 25 Voting Members, the Board shall within 1 month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- (c) Every requisition for a Special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- (d) If a Special General Meeting is not convened within 1 month, as required by 8.2(b) above, the requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

### **8.3 Notice of General Meetings**

- (a) Subject to 8.3(b), at least 14 days notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- (b) Notice of a meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (c) A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by email to the email address last notified to the Association by the Member.

## Leaders Institute of South Australia Inc.

- (d) Where a notice is sent by email, service will be taken to have been effected on the day and at the time shown in the sender's 'sent items' folder, if it shows that the whole notice was sent to the Member's email address.

### 8.4 Proceedings at General Meetings

- (a) 20 voting Members, present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- (c) Subject to 8.4(d), the chairperson shall preside as chairperson at a General Meeting.
- (d) If the chairperson is not present within 5 minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Board member to be the chairperson of that meeting.

### 8.5 Voting at General Meetings

- (a) Subject to these rules, every Graduate Member and Foundation Member has 1 vote at a General Meeting of the Association.
- (b) Honorary Members may not vote at any General Meeting of the Association.
- (c) Subject to these rules, a question for decision at a General Meeting, other than a Special Resolution, must be determined by a majority of Members who are eligible to vote who vote in person or, where proxies are allowed, by proxy, at that meeting.
- (d) Unless a poll is demanded by at least 5 voting Members, a question for decision at a General Meeting must be determined by a show of hands.

### 8.6 Poll at General Meetings

- (a) If a poll is demanded by at least voting 5 Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

### 8.7 Special and Ordinary Resolutions

- (a) A Special Resolution is a Special Resolution as defined in the Act.
- (b) An Ordinary Resolution is a resolution passed by a simple majority at a General Meeting.

### 8.8 Proxies

A Voting Member shall be entitled to appoint in writing a natural person who is also a Voting Member to be their proxy, attend and vote at any General Meeting of the Association.



## **9. Minutes**

---

- (a) Proper minutes of all proceedings of General Meetings and of meetings of the Board, shall be entered within 1 month after the relevant meeting in minute books kept for that purpose.
- (b) The minutes kept pursuant to this rule must be confirmed by the Members or the members of the Board (as relevant) at a subsequent meeting.
- (c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **10. Dispute Resolution**

---

- (a) The dispute resolution procedure set out in this rule applies to disputes under these rules between –
  - (i) a Member and another Member; and
  - (ii) a Member and the Association
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- (d) In this rule "Member" includes any person who was a Member not more than 6 months before the dispute occurred.

## **11. Financial Reporting**

---

### **11.1 Financial Year**

The first financial year of the Association shall be the period ending on the next 31 December following incorporation, and thereafter a period of 12 months commencing on 1 January and ending on 31 December of each year.

### **11.2 Accounts to be kept**

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.

### **11.3 Accounts and reports to be laid before members**

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.

### **11.4 Annual Return**

The annual (periodic) return shall be lodged with Consumer and Business Services within 6 months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Board's statement, and the Board's report.

### **11.5 Appointment of Auditor**

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

## **12. Prohibition against securing profits for Members**

---

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 Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Association.

## **13. Winding up**

---

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

## **14. Application of surplus assets**

---

- (a) If after the winding up of the Association there remains surplus assets (as defined in the Act), such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its Members.
- (b) Such organisation or organisations shall be identified and determined by a resolution of Voting Members in a General Meeting.

## **15. Indemnity and Insurance**

---

- (a) The Association will indemnify each Board member of the Association out of the assets of the Association to the relevant extent against any liability incurred by the Board member in or arising out of the conduct of the Association or in or arising out of the discharge of the duties of the Board member, unless the liability was incurred by the Board member through a lack of good faith.

## Leaders Institute of South Australia Inc.

- (b) In any case where the Board considers it appropriate, the Association may execute a documentary indemnity in any form in favour of any Board member of the Association.
- (c) Where the Board considers it appropriate to do so, the Association may, to the relevant extent, pay amounts by way of premium in respect of any contract effecting insurance on behalf or in respect of a Board member of the Association against liability incurred by the Board member in or arising out of the conduct of the Association or in or arising out of the discharge of the duties of the Board member.
- (d) In this rule:
  - (i) Board member includes a former Board member.
  - (ii) to the relevant extent means:
    - (A) to the extent the Association is not precluded by law from doing so; and
    - (B) to the extent and for the amount that the Board member is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular but without limitation, an insurer under any insurance policy).
  - (iii) liability means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.

### **16. Patronage**

---

The Board may invite the Governor of South Australia to be Patron of the Association.

### **17. Rules**

---

These rules may be altered by Special Resolution of the Voting Members.

The alteration shall be registered with Consumer and Business Services, as required by the Act.

The registered rules shall bind the Association and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of its provisions.