
**SOUTH AUSTRALIAN
INDEPENDENT RETAILERS INC**

CONSTITUTION

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1.	NAME	1
2.	DEFINITIONS	1
3.	OBJECTS	1
4.	POWERS	1
5.	MEMBERSHIP	2
	5.1 Application	2
	5.2 Acceptance	2
6.	THE BOARD	2
	6.1 Powers and duties	2
	6.2 Appointment	2
	6.3 Proceedings of Board	3
	6.4 Disqualification of Board Members	3
	6.5 Committees and Advisory Committees of Board	3
7.	THE SEAL	4
8.	GENERAL MEETING	4
	8.1 Annual General Meetings	4
	8.2 Special General Meeting	4
	8.3 Notice of Members' Meetings	4
	8.4 Proceedings at Members' Meetings	5
	8.5 Voting at Members' Meetings	5
	8.6 Poll at Members' Meetings	5
	8.7 Delegates	6
	8.8 Special and Ordinary Resolutions	6
9.	MINUTES	6
10.	FINANCIAL REPORTING	6
	10.1 Financial year	6
	10.2 Finance	7

10.3	Appointment of Auditor	7
11.	PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS	7
12.	WINDING UP	7
13.	APPLICATION OF SURPLUS ASSETS	7
14.	CHANGES TO CONSTITUTION	8
15.	CONSTITUTION BINDING	8
16.	TRANSITION	8

1. NAME

The name of the incorporated association is The South Australian Independent Retailers Incorporated.

2. DEFINITIONS

“Act” means the *Associations Incorporation Act 1985*.

“Association” means The South Australian Independent Retailers Incorporated.

“Board” is the group of Members in which the management of the Association is conferred and which is more particularly described in clause 6.

“Constitution” means these rules of the Association together with such rules as are incorporated in these rules by virtue of the Act.

“Delegate” shall mean a person representing a Member at Members’ Meetings.

“Executive Officer” means the person for the time being appointed by the Board and who may from time to time carry out the duties of this position but with a different title.

“Member” means a member of the Association.

“Members’ Meetings” means all meetings of Members held pursuant to this Constitution.

“Month” means a calendar month.

“Public Officer” shall be as defined in the Act.

“Special Resolution” means a special resolution defined in the Act.

3. OBJECTS

The objects of Association are to:

- (a) advocate for and on behalf of owners of independent retailers in South Australia
- (b) educate and inform all those who need to understand about independent retail in South Australia
- (c) influence government policy relating to independent retailers in South Australia
- (d) do all such matters and things as may be incidental to the achievement of the objects in (b), (c) and (d).

4. POWERS

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

5. MEMBERSHIP

5.1 Application

An owner of an independent retail store in South Australia may apply to the Association to be a Member. Such application shall be in such form as the Board from time to time may require and also be accompanied by the fee set by the Board for such applications, if any.

5.2 Acceptance

The Board shall consider all applications by persons to become Members and shall have the power to accept or deny such applications provided however that the Board may not act capriciously in denying such applications and must give reasons for denials to the unsuccessful applicants.

6. THE BOARD

6.1 Powers and duties

- (a) The affairs of the Association shall be governed and controlled by a Board which, in addition to any powers and authorities conferred by this Constitution, 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 this Constitution required to be done by the Association in Members' Meeting.
- (b) The Board shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Association on which this Constitution is silent.
- (c) The Board shall appoint a public officer as required by the Act.
- (d) The Board shall impose such fees, levies or additional fees or levies on Members as shall be reasonably necessary for the Association to carry out its objects.

6.2 Appointment

- (a) The Board shall be comprised of no less than seven and not more than nine Members, one of whom chairs the Board.
- (b) The Executive Officer shall not be a Board member but shall report to the Board.
- (c) The Board shall be appointed by the Members in Members' Meetings.
- (d) The Board shall appoint the chair.
- (e) Board members, except the chair, shall be appointed to two year terms.
- (f) Subject to the other provisions of this clause 6.2, a retiring Board member shall be eligible to stand for re-appointment.

- (g) The Board may appoint a person to fill a casual vacancy, and such person shall hold office until the next Members' Meeting at which Board members are elected and shall be eligible for election to the Board at that meeting.
- (h) The duration of the casual vacancy shall not be until the next Annual General Meeting.

6.3 Proceedings of Board

- (a) The Board shall meet together as often as necessary for effective governance of the Association.
- (b) At meetings of the Board the chair shall have a casting vote in addition to a deliberative vote.
- (c) A quorum for a meeting of the Board shall be one half of the Board members of the Board from time to time.
- (d) A Board 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.

6.4 Disqualification of Board Members

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

- (a) is disqualified from being a Board member by the Act;
- (b) is expelled as a Board member under this Constitution;
- (c) is incapacitated by ill health and is unable to carry out the duties of a Board member as a result;
- (d) ceases to be a Member;
- (e) resigns as a Board member; or
- (f) is absent without apology for more than three Board meetings in a financial year.

6.5 Committees and Advisory Committees of Board

- (a) The Board may create committees and advisory committees of the Board from time to time under specific terms of reference.
- (b) The committees and advisory committees shall consist of members as the Board sees fit and shall report to the Board in such manner as the Board deems fit.
- (c) The Board may delegate any of its powers or functions to a committee as the Board sees fit.

7. THE SEAL

- 7.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- 7.2 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 chair and another Board member.

8. GENERAL MEETING

8.1 Annual General Meetings

- (a) The Board shall call an Annual General Meeting in accordance with the Act and this Constitution.
- (b) The Annual General Meeting shall be held within 5 months after the end of the Association's 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 Members' Meeting held since that meeting
 - (ii) the consideration of the accounts
 - (iii) the appointment of Board members as required by this Constitution
 - (iv) the appointment of an auditor
 - (v) any other business requiring consideration by the Members in the meeting including any amendments, alterations, additions, variations or rescissions to the Constitution
 - (vi) deciding other motions on notice (the notice to be in written form and provided to the Executive Officer on or before a date as notified prior to the Annual General Meeting).

8.2 Special General Meeting

- (a) The Board may call a Special General Meeting of the Association at any time for specified purposes.
- (b) No business other than that specified in the requisition shall be conducted at such a meeting except that which in the opinion of the chair, is an amendment relevant to the subject matter of the motion, or directly arising out of the matter comprised in the motion.

8.3 Notice of Members' Meetings

- (a) At least 14 days' notice of any Members' Meeting shall be given to Members excepting where a Members' Meeting at which a Special

Resolution is proposed, in which case at least 21 days' notice of the Members' Meeting shall be given to Members.

- (b) The notice shall set out where and when the Members' Meeting will be held, and particulars of the nature and order of the business to be transacted at the Members' Meeting.
- (c) A notice of meeting may be given by the association to any Member by servicing the Member with the notice personally, via prepaid post or delivery, or by sending it by email address of the Member without bounce-back notification.

8.4 Proceedings at Members' Meetings

- (a) The quorum for Members' Meetings shall be ten Members present in person.
- (b) If within 30 minutes after the time appointed for the Members' Meeting a quorum of Members is not present, the meeting shall be 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 clause 8.4(d), the chair of the Board shall preside as chair at Members' Meetings.
- (d) If the chair is not present within five minutes after the time appointed for holding the Members' Meeting, or the chair is present but declines to take or retires from the chair, the Members may choose one of their own number to be the chair of that meeting.

8.5 Voting at Members' Meetings

- (a) Subject to this Constitution, every Member has only one vote at a Members' Meeting.
- (b) Subject to this Constitution, a question for decision at a Members' Meeting must be determined by an ordinary resolution excepting where a Special Resolution is required, in which case such a question for decision must be determined by special resolution.
- (c) Unless a poll is demanded by at least two Members, a question for decision at a Members' Meeting must be determined by a show of hands.

8.6 Poll at Members' Meetings

- (a) A poll may be demanded by at least two Members with respect to a question for decision at a Members' Meeting. If a poll is so demanded it must be conducted in a manner specified by the person presiding at the Members' Meeting and the result of the poll shall be the resolutions of the Members' Meeting on that question.
- (b) A poll demanded for the election of a person presiding at a Members' Meeting or on a question of adjournment of a Members' Meeting must be

taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Delegates

- (a) A Member or group of Members can appoint a delegate to speak and/or vote on his, her or their behalf at a Members' Meeting.
- (b) In the event of such an appointment the delegate shall have the same rights to vote speak and/or vote at a Members' Meeting as the appointing Member or Members would have had if he, she or they had attended the Members' Meeting in person.
- (c) The appointment and address of each delegate shall be notified to the Executive Officer before the particular Members' Meeting in a form, if any, reasonably required by the Board.

8.8 Special and Ordinary Resolutions

- (a) A special resolution is a resolution passed by a 75% majority of those Members present at a Members' Meeting.
- (b) An ordinary resolution is a resolution passed by a simple majority of those Members present at a Members' Meeting.
- (c) The chair of a Members' Meeting shall have a casting vote in addition to a deliberative vote at that Members' Meeting.

9. MINUTES

- (a) Proper minutes of all proceedings of Members' Meetings and of meetings of the Board, shall be entered within one month after the relevant meeting in a minute book kept for that purpose.
- (b) The minutes kept pursuant to this Constitution must be confirmed by the Members or the Board (as relevant) at a subsequent meeting.
- (c) The minutes kept pursuant to this Constitution shall be signed by the chair of the meeting at which the proceedings took place or by the chair 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. FINANCIAL REPORTING

10.1 Financial year

The Association's financial year commences on 1 July and ends 30 June of the subsequent year.

10.2 Finance

- (a) Proper accounting and other records shall be kept in accordance with the Act, and by generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be maintained by the Executive Officer and kept in the care and control of the Executive Officer.
- (b) The Association shall retain its records for at least 7 years after the completion of the transactions or operations to which they relate.
- (c) Subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed by the Executive Officer or the Board, the accounts shall be open to inspection (but not copying) by the Members.
- (d) The Board shall submit to the Annual General Meeting the accounts of the Association in accordance with this Constitution and the Act.
- (e) The Executive Officer shall cause to be made available to all persons entitled to receive a notice of the Annual General Meeting of the Association in accordance with this Constitution, a copy of the accounts, the Board's report, the Auditor's report and any other document required under the Act (if any).

10.3 Appointment of Auditor

- (a) At each Annual General Meeting, the Members shall appoint a person to be auditor of the Association in accordance with section 35 of the Act.
- (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.

11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and assets of the Association shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be distributed directly or indirectly to the Members of the Association except as bona fide compensation by an officer or servant of the Association or to any Member in return for any services rendered to or expenses incurred on behalf of the Association or reasonable and proper rent for premises let by any Member to the Association.

12. WINDING UP

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

13. 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 Members in Members' Meeting.

14. CHANGES TO CONSTITUTION

All changes to the Constitution shall be registered as required by the Act.

15. CONSTITUTION BINDING

The provisions of the Constitution as changed from time to time shall bind the Association and each 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.

16. TRANSITION

The founding Members of the Association shall appoint an interim Board, the Members of which shall hold office only until the first Annual General Meeting when all Board positions will be put to the Members for election.