

**Rules of the
INVENTORS ASSOCIATION OF AUSTRALIA (SOUTH AUSTRALIA) INCORPORATED
Registration No: A12201**

INTRODUCTORY NOTE – PLEASE READ

Rules of the INVENTORS ASSOCIATION OF AUSTRALIA (SOUTH AUSTRALIA) INCORPORATED.
Registration No: A12201 (June 22, 1988) - ABN 67 420 566 560 hereinafter referred to as the Association.

This is a transcript of the said Association Rules, which has been prepared from the Constitution in place as at 16 September 2021.

The original purpose in preparing this transcript was to allow some improvements to our Constitution to be made. A planned benefit is that this version is significantly more email friendly and the current monthly presentations are more clearly defined.

These Rules have been prepared from the example-rules-for-incorporated-Association fact sheet published by Consumer and Business Services in South Australia. Should you wish to see the Constitution as at 21st October 2020, it is available from the then Committee of the Association or from Consumer and Business Services in South Australia.

The contents of this file are:

1. This Introductory Note (1 page)
2. The transcript of our Constitution now known as Rules (8 pages)

The original transcript of these rules was prepared and typed by Brian Steinke, the current Treasurer, in October 2020 and was proofread by Eric Rodda, the then President of the Association and David Pinzone the then Committee Member of the Association.

Should you have any questions or comments to make, please feel free to direct them to either Eric or myself. Our contact details are on the Committee page of the July 2009 newsletter.

I trust that this work by Eric, David and I will be useful to our Association.

Brian Steinke
21st August 2021

NOTE: Notice of changes to the Rules - Approved at the AGM on July 20, 2023

Changes to: Rule 6.2 b. d. and e.

Please see a separate document on the www.inventors.asn.au website for detailed information.

Eric Rodda (President)
20th July 2023

1. Name

The name of the incorporated Association is
INVENTORS ASSOCIATION OF AUSTRALIA (SOUTH AUSTRALIA) INCORPORATED
in these rules called the "Association".

2. Definitions

"Committee" means the committee of management of the Association.

"Financial year" means the year ending 30 June.

"General Meeting" means a general meeting of members convened in accordance with these rules.

"Member" means a member of the Association.

"The Act" means the Associations Incorporation Act 1985;

"Special resolution" means a special resolution defined in The Act.

"Month" shall mean a calendar month.

3. Object or purposes of the Association

The purposes for which the Association is established are:

- i) To promote, encourage and assist invention and innovation.
- ii) To accept contribution for the purpose of promoting the Association in the form of sponsorship, donations, annual subscriptions or otherwise.
- iii) To publish in any form, any information that the Association may think desirable for the promotion of its purposes.
- iv) To maintain an open web-site to provide information regarding activities of the Association and a closed web site part to provide information to members.
- v) To arrange, when convenient on a monthly basis, a Presentation for members and visitors. No general meeting business is to be conducted at such Presentation and the Secretary will not be required to submit minutes of such a Presentation.

4. Powers of the Association

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

5. Membership

5.1 Eligibility and types

- a. A person is eligible to be a member of the Association on payment of the annual subscription payable under these rules.
- b. A person who is not a member of the Association is entitled to attend a Presentation monthly meeting upon payment of the visitor entrance fee. Such fee will be determined by the Committee.
- c. Membership application shall be made in writing to a committee member or online in the form as determined by the Committee.
- d. Other types of membership, e.g. Digital, will be determined by the Committee including any associated fees.
- e. Honorary Life Membership will be granted to persons as determined by the Committee.

5.2 Subscriptions

- a. The fee for membership shall be such sum as determined from time to time in a Committee meeting.
- b. The fee for membership shall be payable annually.
- c. A person who fails to renew their membership will no longer be a member of the Association.

5.3 Resignations

A member of the Association may resign from the Association or the Committee at any time by giving notice.

5.4 Expulsion of a member

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee 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 one month before the meeting of the committee at which the matter will be determined.
- c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d. It shall be open to a member to appeal the expulsion to the Association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the committee has been communicated to the member.
- e. In the event of an appeal under 5.4d above, the appellant's membership of the Association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the

Association, and in such event, membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

5.5 Register of members

A register of members must be kept and contain at least:

- i. The name and address of each member
- ii. The date on which each member was admitted to the Association, and
- iii. If applicable, the date of and reason(s) for termination of membership.

6. The committee

6.1 Powers and duties

- a. The affairs of the Association shall be managed and controlled by a committee 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 committee has the management and control of the funds and other property of the Association.
- c. The committee 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 committee shall appoint a public officer as required by The Act.

Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change (Form 10) with:

Consumer and Business Services, Chesser House, 91-97 Grenfell Street, Adelaide 5000;
postal address: GPO Box 1719, Adelaide 5001.

6.2 Appointment

- a. The committee shall be comprised of, but not limited to a chairperson known as the president, a secretary and a treasurer.
- b. A committee member shall be a natural adult person and a financial member of the Association.
- c. All committee positions shall be subject to re-election at each AGM.
- d. A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the Association has nominated that person preferably at least 7 days before the meeting by delivering the nomination of that person to the secretary of the Association. The nomination shall be signed by the nominator and by the nominee.
- e. Both the nominator and the nominee must be current financial members of the Association.
- f. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the committee without nomination.

6.3 Proceedings of committee

- a. The committee shall meet together for the dispatch of business at least three monthly.
- b. Questions arising at any meeting of the committee 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 committee shall be one half plus one of the members of the committee.
- d. A member of the committee 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 committee as required by The Act, and shall not vote with respect to that contract or proposed contract. The member of the committee 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 Disqualification of committee members

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

- Disqualified from being a committee member by The Act
- Expelled as a member under these rules
- Permanently incapacitated by ill health
- Absent without apology from more than four meetings in a financial year
- No longer the duly appointed representative of a corporate member.

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 authorization of the committee, 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 witnesses e.g., the chairperson and the secretary.

8. General meetings

8.1 Annual general meetings

- a. The committee shall call an annual general meeting in accordance with The Act and these rules.
- b. 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 committee and the auditor's report (if auditor's report is required)
 - iii. The vacation of current committee members and the election of committee members
 - iv. The appointment of auditors if required, as per The Act
 - v. Any other business requiring consideration by the Association in general meeting.

8.2 Special general meeting

- a. The committee may call a special general meeting of the Association at any time upon a requisition in writing of not less than 5 members of the Association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- b. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- c. If a special general meeting is not convened within one month, as required by 8.2a above, the requisitioning members, 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 committee, and for this purpose the committee shall ensure that the requisitioning members 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 8.3b, 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 post to the address or email appearing in the register of members. (See rule 5.5.)
- d. Where a notice is sent by post or email:
 - i. The serving of the notice is effected by properly addressing, prepaying and posting a letter or packet containing the notice or sending the email and receiving a delivery confirmation, and
 - ii. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter, email or packet would be delivered in the ordinary course of business.

9 Proceedings at general meetings

- a. Ten members (a lesser or greater number may be appropriate depending upon the size of the membership) 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. Unless otherwise permitted by The Act, the President shall preside as chairperson at a general meeting of the Association.
- d. If the chairperson is not present within five 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 committee member or one of their own number to be the chairperson of that meeting.

- e. The committee may determine that general meeting attendance can be accomplished on line. If the committee decides that members can attend on line, a notice to all members that on line attendance will be accepted, detailing the method, shall be sent to all members.

10 Voting at general meetings

- a. Subject to these rules, every member of the Association has only one vote at a meeting of the Association.
- b. 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 vote in person or, where proxies are allowed, by proxy, at that meeting.
- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.
- d. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the Association, to represent it at a particular general meeting or at all general meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

11 Poll at general meetings

- a. If a poll is demanded by at least five 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.

12 Special and ordinary resolutions

- a. A special resolution is as defined in The Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

13 Proxies

- a. A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.
- b. If the committee determines that a general meeting will include on line attendance, a proxy may attend on line and vote on behalf of the appointing member, at the general meeting.

14 Minutes

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books or backed up website depository kept for the purpose.

- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (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.

15. Dispute resolution

An application under Section 61 of The Act to the Court for an order may be made by a member of the Association or by a former member expelled from the Association (provided that the application is made within six months of the expulsion), who believes that the affairs of the Association are being conducted in a manner that is oppressive or unreasonable.

16. Financial reporting

- a. The financial year of the Association shall be a period of 12 months commencing on 1 July and ending on 30 June of each year.
- b. 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.
- c. The accounts, together with the auditor's report if required, on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

17. 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.

18. Winding up

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

19. 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.
The Association may determine to distribute surplus assets to nominated charities.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.

20. Rules

These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement by substitute rules.

The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, 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 the provisions thereof.

Note requirements of Section 24(6) and 24(7):

Signature of Applicant

Brian William Steinke

Treasurer and Public Officer

Inventors Association of Australia (SA) Inc.