

THE SOUTH AUSTRALIAN APIARISTS' ASSOCIATION INCORPORATED

CONSTITUTION

(REVISED 1974 from ORIGINAL CONSTITUTION 1945
Further amendments 1992, 1996, 1999, 2005, 2007, 2018, 2019, 2022)

NAME

1. The name of the Association shall be:-
“The South Australian Apiarists’ Association Incorporated”.

DEFINED TERMS AND INTERPRETATIONS

2.
 - 2.1 **DEFINED TERMS**
In this Constitution, unless the contrary intention appears:-
Act means the *Associations Incorporation Act 1985* (SA).
Council means the council of management of the Association (Executive Council).
Council Member/Councillor means a member of the Council of management of the Association.
Current year’s subscription means the amount of money paid by the member in the current financial year of the Association on the basis of keeping their membership with the organisation current,
Financial Year means a financial year of the Association, as determined under Rule 21.
General Meeting means the annual general meeting of Members convened in accordance with the Constitution. All other general meetings of the membership shall be called extraordinary general meetings.
Member means a member of the Association.
Month means a calendar month.
Officer has the meaning given to it by the Act.
Public Officer has the meaning given to it in the Act.
Regulations mean regulations under the Act.
Subscription means the amount of money paid by the member in the Associations financial year for the basis of keeping their membership with the organisation.
 - 2.2 **INTERPRETATION**
 - (a) in the event of a question of interpretation of these rules the Council shall have the power to make a decision binding on all members.
 - (b) words importing the masculine, feminine or neuter gender include all other genders.
3. The objects for which the Association is established are:-
 - 1) to provide a means whereby the apiarists of South Australia may be represented through a common organisation.
 - 2) to create and foster a spirit of unity among apiarists and to protect, conserve, safeguard and promote the general interest of apiarists.

- 3) to consider and deal with all matters of interest directly or indirectly affecting the welfare of apiarists as may be referred to it by its members.
- 4) to promote the advancement of apiculture by the dissemination of information relating to all phases of the industry, the convening of field days and periodic conferences, and to ensure the dissemination of information by publication of a newsletter or similar which shall be posted or emailed free of charge to all financial members, and, or such other persons or bodies as may be decided upon by the Council from time to time.
- 5) to encourage scientific investigation, experimental and research work and training, in all phases of the industry.
- 6) to protect and improve the honey resources of the State and to co-operate with all bodies interested in forests' preservation, forest regeneration, tree planting and combating soil erosion.
- 7) to support apiary products and services, quality standards and export standards of quality and packing of apiary products.
- 8) to co-operate with all State or Commonwealth Government Departments, Companies, Co-operative Societies, Firms, State or Inter-State Associations, or Councils in all matters affecting the industry.
- 9) to make direct or indirect representations to the State or Commonwealth Governments to secure effective legislation, regulations, concessions or improved administration in matters affecting the industry or apiarists generally.
- 10) to raise any monies required for any of the purposes of the Association upon such terms and conditions and upon such securities or without security, as may be determined and in particular by the issue of bonds, debentures, bills of exchange, promissory notes, or by mortgage or charge on all or any of the property of the Association.
- 11) to purchase or otherwise acquire and to sell or otherwise dispose of any real or personal property of the Association.
- 12) to create or hold funds that may be used for the furtherance of any of the aforesaid objects.
- 13) to establish rules, policies and procedures for the proper management of the Association, for the conduct of members and for the determination of membership for just causes.
- 14) to establish and support, or to aid in the establishment and support of, or to affiliate with any society, Association, Council or Chamber formed for all or any of the objects of this Association.
- 15) to do all such other things as are incidental or conducive to the attainment of the aforesaid objects or any of them.

RULES

MEMBERSHIP

1. The qualifications of a member shall be:-
 - (a) Ordinary Member - that such member is a registered apiarist with the South Australian state Department of Agriculture.
 - (b) Associate Member - an apiarist who has retired from the industry, or a person interested in the welfare of the Association and industry.
 - (c) Life Member - any person, firm or body, who or which has performed such conspicuous services to the Association.
 - (d) that such member has paid the Annual Subscription as provided by Rule 22.
2. That a candidate for membership of the Association shall make application in writing for membership on the membership form provided (written or electronic).
3. Any person, firm or body, who or which has performed such conspicuous services to the Association as shall in the opinion of the Council render it desirable, may be appointed a "Life Member". Such Life Member shall be entitled to all the privileges of membership but shall not be called on to pay any Annual Subscription to the Association.
4. No person shall be admitted as a member, Life Member or Associate Member, unless such person is approved by the Council, and the Council shall have full discretion in the admission of any person to membership. The Council will approve all new members at the next consecutive Executive meeting.
 - (a) Any person outside the state or within the state who is considered by the Council to have contributed meritorious service to the industry or by reason of Government employment attached to the industry, may be admitted to the Association membership as an Honorary member, but carries no vote.
5. The Secretary shall keep in a secure electronic database, a duplicate register of members, the names and addresses, showing the date they became a member, and the date they ceased to be a member. A person having been a financial member but who fails to renew subscription within a period of thirty days of the due date will be issued with a gentle reminder note to renew subscriptions within thirty days of the date on the reminder. Failure to comply will deem the person to be a non-member until a new application is considered by the Council for reinstatement as a financial member.

EXECUTIVE COUNCIL

6. The number of the Councillors and the names of the first Councillors shall be determined at the first ordinary General Meeting, to be held in August 1945. The Council shall consist of not less than four, nor more than ten members. Nominees for Council shall have been a current financial member for a minimum period of one year following Council approval.
7. The Council elected by the members shall itself elect its President and Vice-President.
8. At the conclusion of each financial year:-
 - (a) one half of the Councillors for the time being shall retire from office, but each retiring Councillor shall if they have complied with these rules, be eligible for re-election.

- (b) the Councillors to retire each year, shall be those who have been longest in office since their last election, but as between Councillors who have been in office the same time unless they agree among themselves, those to retire shall be determined by lot.
9. The Association may, from time to time, increase or reduce the number of Councillors and may also determine the method of retirement.
10. Any casual vacancy occurring in the Council may be filled by the Councillors but the person so chosen shall be subject to retirement at the same time as if they had become a Councillor on the day on which the Councillor in whose place they are appointed, was last elected. The member to be appointed must meet the conditions of rule 6 of the Council.
11. If any member of Council is absent without apology for absence through the Chair or Secretary for (3) three consecutive meetings of the Council, the Council may dismiss the person concerned and may fill the vacancy by appointment. The act of filling the vacancy must meet rule 10 of the Council.
12. When an incorporated body is a member, Life Member or Associate Member, a person being a director, manager, secretary or other officer of such incorporated body, duly appointed in writing, shall be qualified to hold office as a Councillor as if such person were a member, Life Member or Associate Member. At the time of membership renewal each year, the person to be nominated must be defined. Any changes to this nomination during a financial year must be submitted in writing to the Council.
13. Until otherwise determined by the members in general meeting, no Councillor shall receive any remuneration for their services as a Councillor. Each Councillor, however, shall be entitled to receive from the funds of the Association in respect of each Council meeting attended an allowance for travelling expenses and a sustenance allowance for each day occupied in travelling and on the business of the Association, as may be determined by the Council, and this provision may be extended to cover any special and duly authorised services tendered to the Association.

PROCEEDINGS OF THE COUNCIL

14. The Councillors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they may think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair shall have a second or casting vote. A Councillor may, and the Secretary on the requisition of a Councillor, shall at any time summon a Council Meeting. Council meetings may be held, in-person or online (using audio/video conference software).
15. The quorum necessary for the transaction of business may be fixed by the councillors. Until otherwise determined, three Councillors shall form a quorum.
16. The President shall be Chair of the meetings of the Council. If at any Council meeting, the President is not present within fifteen minutes of the time fixed for the meeting, the Vice-President shall be Chair or, in their absence, the Councillors may choose one of their number to be Chair.
17. The Council may delegate any of their powers to committees consisting of such Councillors as the Council think fit, and committee so formed shall in the exercise of the powers so delegated conform to any rules that may be imposed by the Council.

POWERS AND DUTIES OF THE COUNCIL

18. The powers and duties of the Council shall be:-

- (a) to control and manage the affairs of the Association including the engagement and/or dismissal of any employees, volunteers or agents of the Association.
- (b) to control and manage the funds and other property of the Association.
- (c) to exercise all powers and do all such acts and things as the Association is, by its constitution and by Section 25 of the Act, or to perform such duties as directed by the Association in general meeting.

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

- 19. The Council shall at its first full meeting following the AGM appoint a Secretary and Treasurer and shall fix the duties and remuneration of the persons so appointed.
- 20. The Council shall cause minutes to be recorded and provided for the purpose:-
 - (a) of all appointments of officers made by the Executive Council.
 - (b) of the names of the Executive Councillors present at each meeting of the Council and of any committees.
 - (c) of all resolutions and proceedings at all meetings of the Association and of the Council or any committee or working groups appointed.

SUBSCRIPTIONS AND ACCOUNTS

- 21. The financial year of the Association shall be a period of twelve (12) months ending on the 30th day of April in each year.
- 22. The Annual subscription of all members, and Associate Members, other than Life Members shall be due and payable on the first day of May each year, and shall be on the basis of members' ownership of colonies of bees as set out hereunder. An Associate Member to be admitted on the lowest scale of fees, as prescribed for the owner of 1-50 colonies of bees. A person joining the Association after May 31st in any financial year will pay on a pro rata basis.
 - (a) Scale of fees to be decided by the Executive Council prior to the close of the financial year or the 30th day of April in any year.
 - (b) Basis of fees on ownership of colonies:-

1 to 50 colonies	401 to 500 colonies
51 to 100 colonies	501 to 600 colonies
101 to 200 colonies	601 to 800 colonies
201 to 300 colonies	801 to 1500 colonies
301 to 400 colonies	1501 and upwards

- 23. No unfinancial member shall be entitled to vote nor hold office, nor shall they be entitled to participate in any of the benefits, concessions, or other arrangements available to members of the Association.
- 24. The Council shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place; the assets and liabilities of the Association.

25. The Councillors shall cause to be prepared and laid before the members at each Annual General meeting a statement of income and expenditure and balance sheet, made up from the period ending April 30th in each calendar year.
26. Should the gross receipts of the Association in the previous financial year exceed \$200,000, the Council shall cause the accounts to be audited in accordance with the Act.
27. Auditors shall be appointed by the Association at the Annual General Meeting. Should the appointee through unforeseen circumstances be unable to perform the audit, the Council shall appoint an Auditor.

GENERAL MEETINGS OF THE MEMBERSHIP

28. A general meeting shall be held once in every calendar year, as may be decided by the Executive Council.
29. The above mentioned general meetings shall be called the annual general meetings. All other general meetings shall be called extraordinary general meetings.
30. The Councillors may, whenever they think fit, and shall within 21 days on the requisition made in writing by any ten financial members, convene an extraordinary general meeting.
31. Fourteen days' notice at least (exclusive of the day on which notice is served but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting, and in the case of special business, the general nature of that business shall be given to such members as are entitled to receive notices.

PROCEEDINGS AT GENERAL MEETINGS OF THE MEMBERSHIP

32. All business shall be deemed special that is transacted at an extraordinary meeting and all that is transacted at an annual general meeting, with the exception of the consideration of the accounts and balance sheet, the Annual Report, the election of Councillors, the Public Officer and other officers, the election of an Auditor. General meetings of the membership may be held, in-person or online (using audio/video conference software).
33. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Five members personally present shall be a quorum. If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon such a requisition as aforesaid, shall be dissolved, but in any other case, it shall stand adjourned to the same day in the next week at the same time and place as the Councillors may, by notice to the members, appoint. If at any such meeting a quorum is not present, any two members who are personally present shall be a quorum and may transact the business for which the meeting was called.
34. The President of the Council shall be the Chair-of every general meeting. If the President is not present within fifteen minutes after the time appointed for holding such meeting, or is unwilling to act, the Councillors may choose the Vice-President to be Chair, or if the Vice-President is not present, the members present shall choose one of their number to be Chair.
35. The Chair of a general meeting may, with the consent of the meeting, adjourn the same 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.

36. At any general meeting, unless a ballot is demanded by the Chair or by at least five members present and entitled to vote at the meeting, a declaration by the Chair, that a resolution has been carried by a particular majority and an entry to that effect in the minute record of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
37. If a ballot is demanded as aforesaid, it shall be taken at such time and place as the Chair directs, and either at once or after an interval of adjournment, and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
38. In the case of an equality of votes, whether on a show of hands or on a ballot, the Chair of the meeting shall be entitled to a second or casting vote.

VOTING RIGHTS OF MEMBERS

39. In the case of a poll or ballot being required (See Rule 37) each financial member, proxy, or attorney, shall have the same number of votes calculated on colony owned numbers as listed in the Association Membership Record, for plural voting, as hereunder:-

No of Colonies	Votes	No of Colonies	Votes
1 to 50 colonies	1	401 to 500 colonies	6
51 to 100 colonies	2	501 to 600 colonies	7
101 to 200 colonies	3	601 to 800 colonies	8
201 to 300 colonies	4	801 to 1500 colonies	9
301 to 400 colonies	5	1501 and upwards	10

- (a) A person who is made a life member while still an active registered apiarist retains their voting right entitlement. On retirement from commercial or active beekeeping, or, if they cease to own bees they will be entitled to one vote in a ballot.
 - (b) An Associate Member shall be entitled to one vote in a ballot.
40. Votes may be given either personally or by proxy or, in the case of a company, by a representative duly authorised. The instrument appointing a proxy shall be in writing under the hand of the appointer, or of their attorney, or if such an appointer is a corporation, under the hand of its secretary or manager for South Australia or of its attorney. No person shall be appointed a proxy who is not a member of the Association and qualified to vote, save that a corporation may appoint as its proxy any officer of such corporation, whether a member of the Association or not.
41. The instrument appointing a proxy shall be deposited in the hands of the Secretary (or their representative) not less than 48 hours before the person named in such instrument purports to vote in respect thereof.
42. Every instrument of proxy, whether for a specified meeting or otherwise, shall, as nearly as circumstances will permit, be in the form as set forth in the first Schedule of these Rules.
43. A notice may be given by the Association to any member, either personally or by sending it via email or by post to them at their last known address. Where notice is sent by post, service of the notice shall be deemed to be by properly addressing, prepaying and posting a letter containing the notice, and shall be deemed to have been effected upon the lapse of 24 hours from the time of posting thereof.
44. Notice of every general meeting shall be given to all members whose name appears on the register of members of the Association, and who have paid the current year's subscription as prescribed by these rules.

45. The Constitution and Rules may be amended at the Annual General Meeting or at any extraordinary general meeting, provided:-
- (a) 21 days written notice of such amendment has been given to members and,
 - (b) such amendment has been approved by a majority of not less than three fourths of such members as being entitled to vote in person or by proxy and so voting, provided that the number of members so voting shall be not less than 20.

BRANCHES

46. Any body of not less than ten financial members of the Association, in any district in South Australia, may apply to the Council for registration as a branch of the Association. Every branch shall be bound by the Constitution and Rules of the Association and shall comply with any regulations or directions of the Council.
47. A proportion of the subscriptions received by the Secretary may be returned to the duly appointed branch Secretary towards local expenses, if and when required, but no further allowance shall be made. The proportion so determined by the Executive Council.
48. Branches may make nominations to the Council.

SUSPENSION AND FORFEITURE OF MEMBERSHIP

49. The Council may suspend a member from the privileges of membership, may declare their membership forfeited, may admonish or censure a member if:-
- (a) in the opinion of the Council they have been guilty of any breach or failure to observe the provisions of these Rules or any by-laws made thereunder.
 - (b) in the opinion of the Council they have been guilty of dishonourable practices or conduct, or has been convicted of any action or wrongdoing affecting the welfare of other members of the industry.
 - (c) the suspended person shall if circumstances warrant have the right to appeal against their suspension or forfeiture of membership.
 - (d) if a member forfeits their membership or has their membership suspended by the Executive Council, no refund of membership fees will be issued.

NON-PROFIT CLAUSE

50. The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

DISSOLUTION CLAUSE

51. In the event of the Association being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities, shall be paid and applied by the Council in accordance with their powers to any fund, institution or authority, which is a non-profit organisation.

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

INDEMNITY

52. Every Council member shall be indemnified by the Association to the maximum extent permitted by the Act, against:-
- (a) any liability incurred by the councillor in his or her capacity as a council member to another person, unless such liability arises out of negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Association;
 - (b) any liability for costs and expenses incurred by that councillor; in defending proceedings, whether civil or criminal, in which judgement is given in favour of the councillor or in which the councillor is acquitted.

FIRST SCHEDULE

Reference Page 7, Rules 41, 42 & 43.

Appointment of Proxy Voter

SOUTH AUSTRALIAN APIARISTS' ASSOCIATION INCORPORATED

To: The Secretary or Representative of the Association

PROXY'S NAME:

PROXY'S ADDRESS:

.....

Is duly authorised to vote on my/our behalf at a meeting of the above Association to be held on:

Date of meeting:

MEMBER'S NAME:

Member's Signature: Date:

MEMBER'S ADDRESS:

.....

SECOND SCHEDULE

Reference Page 2, Rules 1 - 4

Application for Membership

NAME:

ADDRESS:

.....

Tel. No:

I the undersigned herewith apply for membership of The South Australian Apiarists' Association Inc.

A. I am a registered Apiarist with hives.

B. I wish to become an Associate Member as defined under Rule 1 (b) of the Constitution.
(Delete which classification above not applicable)

I agree to conform to the Rules as set forth in the Constitution.

Signed:

Date: