

LANDLORDS' ASSOCIATION (S.A.) INCORPORATED
CONSTITUTION

1. **Definitions**

- 1.1 "the committee" means the committee of management of the association.
- 1.2 "the act" means the Associations Incorporated Act 1985.

2. **Name**

The name of the association shall be

LANDLORDS' ASSOCIATION (S.A.) INCORPORATED

3. **Objectives**

The objectives of the association shall be;

- 3.1 Consideration and promotion of the welfare and interests of Landlords involved in the business of letting residential real estate in South Australia.
- 3.2 Effective and beneficial liaison with government at the State and Local level.
- 3.3 To present the Landlords' Association to the public and to the Tenants of South Australia in such a way as to allow the same to understand the aims and objectives of the association for them to appreciate the progressive inclination of the association.
- 3.4 That the above objectives be undertaken on behalf of members on a non-profit basis.
- 3.5 The association shall be a non-party political and non-sectarian organization and it shall promote the interests of all association members regardless of gender, cultural and racial background.
- 3.6 The association shall be a non-profit making organization. The assets and income of the association shall be applied solely in furtherance of its objectives and no portion shall be distributed directly or indirectly to any of its members except as a bona-fide compensation for services rendered or expenses incurred on behalf of the association.
- 3.7 To acquire and manage funds and assets required for the advancement of the above objectives.
- 3.8 To create and promote networks for mutual assistance among members.

- 3.9 To carry out all such lawful acts and activities, as are incidental or conducive to the advancement of the above objectives and other activities which would support the achievement of the stated objectives.

4. Powers of the Association

The association shall have the following powers in addition to and without limitation of all other powers conferred upon it by statute or by this constitution or implied by law, namely;

- 4.1 To accept any gift of property whether or not the same is subject or any trust or condition.
- 4.2 To acquire, hold and dispose of any form of property real or personal and to exercise all the powers given to an Association by Section 13 of the Associations Incorporation Act 1956 as amended.
- 4.3 To borrow, raise or secure the payment or repayment of monies and to invest the funds of the association.
- 4.4 To sell, lease, mortgage or dispose of or otherwise deal with all or any part of the property of the association.
- 4.5 To enter into contracts.
- 4.6 To impose any charges or fees that are considered appropriate for services and publications.
- 4.7 To open and operate on bank accounts (including by way of overdraft).
- 4.8 To employ persons under such conditions as the association may determine.
- 4.9 To do all such other things as may appear to the association to be necessary, incidental or conducive to the attainment of the objective of the association.

5. Common Seal

- 5.1 The association shall have a common seal and shall have the power to alter the same provided however that the word “incorporated” shall be legibly inscribed thereon.
- 5.2 The holder of the common seal shall be the President of the Association or nominated proxy.
- 5.3 The common seal shall not be affixed to any document except by and in the presence of two of the members of the committee and with the resolution of the committee or the association. Every document to which the common seal is affixed shall be endorsed in the following manner;

The Common Seal of the Landlords’
Association (S.A.) Incorporated
was hereunto affixed in the
presence of;

Signed

Signed

6. Affiliations

The association shall have the power to affiliate with any other organisation in order to further its aims and objectives.

7. Membership

- 7.1 Any person, company, association or other legal entity who is party to an oral or written Landlord and Tenant agreement and is a party to that agreement in the capacity of landholder or Landlord or as the party leasing, letting or granting the premises to a Tenant or Lessee such grant or interest being for valuable consideration and who accepts and affirms the constitution and objectives of the Council shall be eligible to join the Landlords’ Association (S.A.) Incorporated.
- 7.2 A person meeting the requirements under item 7.1 becomes a member of the association on payment in full of any annual membership fee which shall have been determined by the association at the annual general meeting and;

7.2.1 should a paid up member cease to be a Landlord, that member may continue to be a member of the association for two full calendar years after the date of which the property has been sold. Should the member not become a Landlord again within that period of time, then membership will cease.

7.2.2 that the Management Committee be empowered to consider application for membership in unusual or unique cases, where in the opinion of the committee that member may be of benefit to the association and to have the ability to approve such applications.

7.2.3 Membership shall be divided into three classes.

Class A – ordinary members as provided in clause 7.1

Class B – Honorary members as provided in clauses 7.5, 7.5.1 and 7.6

Class C – Life Membership which may be granted by a resolution at a General Meeting in recognition of services to the association.

A nomination for life membership shall be submitted in writing signed by the nominator to the committee who may recommend that the nomination be submitted to the next General Meeting of the association.

Life members shall be exempt from payment of annual subscriptions but shall be entitled to all rights and privileges of an ordinary member.

Life members shall not be permitted to attend committee meetings, unless an officer bearer of the association, or at the joint invitation of the President, Secretary and Treasurer.

7.3 There shall be a register of members of the association kept by the committee of the association.

7.4 The subscription fees for each class of membership shall be such sum as the members shall determine from time to time at a General Meeting, and be payable annually on the first day of July each year, or at such other time as the committee shall determine.

7.5 Honorary membership may be granted by the association at a general meeting to individuals who in the opinion of the association are worthy of such honour. Honorary members shall not have voting rights at association meetings and are not eligible for executive committee positions. A register of Honorary Members will be maintained.

7.5.1 Should an Honorary Member wish to become actively involved in the association and be able to vote and/or serve on committee, then on receipt of the annual membership fee and letter renouncing their honorary position, full membership will be granted.

7.6 The committee may recommend individuals for honorary membership to a general meeting.

7.7 Membership of the association shall cease on;

7.7.1 resignation in writing given to the committee;

7.7.2 non-payment of membership fees;

7.8 Membership of the association shall be provisionally suspended by a not less than three quarters majority vote of those present and voting at a general meeting of the committee.

7.9 In circumstances other than those covered in 7.8 a member of the association may be suspended by a not less than three quarters majority vote of those present and voting at a general meeting of the Association.

7.9.1 any suspended member may notify the secretary of a decision to appeal against a suspension, in writing, within 14 days of the suspension. In this case, the secretary shall request the committee to convene a special general meeting of the association in the prescribed manner at which the only business to be transacted shall be the appeal against the suspension which shall be specified in the notice convening the meeting.

7.9.2. the association shall not be required to accept the renewal of membership of any suspended member.

7.9.3 the committee may invite a person or persons to become patron(s) of the association, with such rights and duties as the committee shall from time to time determine.

8. **Management**

8.1 Management of the association is vested in a committee which is responsible to the membership. The committee shall consist of;

- (i) the President;
- (ii) the Vice President;
- (iii) the Secretary;
- (iv) the Assistant Secretary;

- (v) the Treasurer;
- (vi) the Assistant Treasurer;
- (viii) five (5) members of the association elected at the annual general meeting.

8.2 The function of the committee is to determine direction and policy, undertake strategic planning, to accept financial accountability, and to direct the day to day management of the association and such other tasks as shall be determined by the association's membership.

8.3 The committee may appoint sub-committees to deal with special tasks related to the objectives of the association. The members of such sub-committees and the duties to be carried out shall be determined by the committees. Each sub-committee shall have at least one nominee of the committee in order to facilitate liaison and to support the activities of the sub-committee.

8.4 The committee may appoint an executive made up of the office bearers together with one other committee member who shall meet to carry out day to day business delegated by the committee and who shall report to the subsequent committee meeting.

8.5 The committee may from time to time prescribe procedures for the conduct of general meetings and the management thereof.

8.6 The committee shall conduct itself in accordance with procedures prescribed by itself from time to time.

8.7 Any member of the committee shall cease to hold office;

8.7.1 upon resignation given in writing to the committee;

8.7.2 upon suspension from or cessation of membership of the association;

8.7.3 upon absence from three successive meetings of the committee without leave of absence granted by the President or a meeting of the committee provided however that the President or meeting as the case may be will not unreasonably withhold its consent to a request for leave of absence;

8.7.4 upon becoming permanently incapacitated by ill health;

8.7.5 cessation of membership of the committee shall not preclude membership of the association.

8.7.6 Should they fall under Section 30 of the Association's Incorporation Act 1985

8.7.7. A committee member may be removed by ordinary resolution at a general meeting of members before the end of the member's term if they:

(i) commit an act with intent to deceive or defraud the association, members or creditors of the association

(ii) make improper use of their position or information by virtue of their position so as to gain directly or indirectly any pecuniary benefit or material advantage for themselves or so as to cause a detriment to the association

(iii) have persistently and/or wilfully acted in a manner prejudicial to the interests of the association.

8.8 Vacancies unfilled or arising in the membership of the committee shall be filled by the committee from among the members of the association for the unexpired remainder of the term of office, provided however that if the committee should decline or fail to fill a vacancy, a special general meeting of the Association shall be convened in the prescribed manner at which the only business to be transacted will be the filling of the vacancy which shall be specified in the notice convening the meeting.

8.8.1 The management committee cannot delegate its functions or powers, but may appoint or engage a person to assist the committee in the performance of its functions.

8.9 The committee shall function validly notwithstanding any vacancies in membership other than in the position of President provided that its number shall not reduce below the quorum.

8.10 The quorum for committee meetings shall be six (6). In the event of the President and the Vice President being absent then, subject to Clause 12.2.vi and a quorum of six (6) committee members being present, the committee shall elect a chairperson from within those present to conduct that meeting.

8.10.1 If a quorum for a committee meeting is not formed within one half hour after the announced starting time, the meeting shall be adjourned and the members present must appoint another day for the meeting being a day at least seven (7) but not more than fourteen (14) days away.

8.10.2 If a quorum is not formed at the adjourned meeting within half an hour after the announced time, the persons who are present and entitled to vote constitute a quorum and may transact business in the usual way.

8.11 The President or two (2) other members of the committee shall have power to call a meeting of the committee.

- 8.12 Notice of meetings of the committee shall be given at the previous committee meeting or by seven (7) days written notice distributed to all committee members or in an emergency by such other notice as shall be ratified by the committee.
- 8.13 The committee shall meet as often as required to conduct the business of the Association and not less than ten (10) times each calendar year.
- 8.14 A member of the management committee may appoint another person to act as his or her proxy at any meeting of the committee that the member is unable to attend. The person appointed must be another member of the committee or a paid up member of the association. That authority -
- 8.14.1 must expressly relate to the specified meeting of the Association.
- 8.14.2 must be in a form acceptable to the Chair of the meeting.
- 8.14.3 must be provided to the Chair of the meeting prior to the commencement of the meeting.
- 8.14.4 may direct the authorised member to vote in a particular manner at the specified meeting.
- 8.14.5 shall apply to any adjournment of that meeting.
- 8.15 A member cannot exercise a proxy vote on behalf of more than three (3) other members at any particular committee meeting of the Association.
- 8.16 A proxy vote shall be counted for the purpose of constituting a quorum.

9. **Public Officer**

- 9.1 The committee shall appoint a public officer who will notify the appropriate government authority by the prescribed form of such appointment and within the time required of any vacancies or changes as required by the Associations Incorporation Act 1985 or amendments thereto.
- 9.2 The public officer shall hold office until another person is appointed to that position by the committee.

10 **Powers of the Committee**

- 10.1 The committee shall administer the affairs of the association pursuant to this constitution.

- 10.2 The committee shall have power to do things necessary for or incidental to the proper administration of the association including but not limited to;
- (i) to make decisions binding upon the association including decisions relating to the allocation investment and borrowing of money;
 - (ii) to enter into any necessary or desirable contract including contracts of employment.

11 **Annual General Meeting & Election of Committee**

11.1 An annual general meeting shall be held in August of each year to transact the business of the association, always including;

- (i) consideration of the annual report of the President of the association;
- (ii) consideration of an audited statement or statements of the financial affairs of the association for the year ended 30th June together with the budget for the current financial year;
- (iii) election of the committee and an auditor or auditors;
- (iv) minutes of the last annual general meeting for approval;
- (v) a report on the use of the common seal over the preceding year;

11.2 At least fourteen (14) days notice in writing of the agenda of the annual general meeting shall be given to each member of the association by post and by such additional means as the association or the committee may from time to time determine.

11.3 The committee of the association shall remain in office until the end of the annual general meeting at which time all offices shall be declared vacant.

11.4 A notice shall be sent to all members of the association no later than 14 days prior to the date appointed for the annual general meeting calling for nominations for election to the committee.

11.5 A retiring committee member shall be eligible to stand for election without nomination. Nominations for the committee must be in writing, lodged with the secretary, no later than seven (7) days prior to the date appointed for the annual general meeting and be signed by the nominee who shall be a member of the association.

11.5.1

A person submitting a nomination for the first time for any committee position shall provide the following information:

- (i) a brief statement providing details of relevant expertise or skills that they believe can be of benefit to the committee, and that they are prepared to actively contribute to the committee
- (ii) that they are not an undischarged bankrupt nor unable to hold a position on the committee as set out in the Association's Incorporation Act 1985.

11.6 The annual general meeting shall elect a chair and if required, a returning officer at the end of the meeting. Neither of these positions may be filled by a current member of the committee, nominees for the incoming committee or a paid staff member of the association.

11.7 In any case where there shall not be a sufficient number of candidates nominated, the annual general meeting may fill the remaining vacancy or vacancies.

11.8 Voting at the annual general meeting shall be by show of hands except that:

- (i) any contested election at an annual general meeting shall be by secret ballot;
- (ii) the meeting may by show of hands require any other vote to be by secret ballot;

11.9 In the event of a tied result the chair shall have the casting vote.

12. **Duties of the President**

12.1 The President is the principal officer of the association.

12.2 It is the duty of the President, subject to the direction of the membership and the committee;

- (i) to ensure the safekeeping of the common seal;
- (ii) to represent the association in its relations to State and Federal Government Agencies;
- (iii) to represent the association where appropriate on State and Federal bodies;
- (iv) to be the prime representative of the association in relation to other community organizations;
- (v) to represent the association publicly to make public statements on behalf of the association and to speak to the media on behalf of the association unless an

alternative spokesperson has been appointed by the committee or a general meeting;

- (vi) a. to chair committee and general meetings;
- b. in the absence of the President and Vice President or at the request of the President, Vice President or of a majority of a meeting, another member may act as chairperson for that meeting;
- (vii) to prepare with the secretary the agenda for committee and general meetings;

13. Vice President.

The Vice President shall assist the President in his/her duties and his/her absence from any meeting shall carry out at that meeting the duties of the President with the full authority of the President.

14. Treasurer

14.1 The Treasurer shall ensure that all monies received are paid into an account authorised by the committee in the name of the association. Payments shall be as petty cash or by cheque signed by two (2) authorised signatories of whom one shall be an office bearer of whom there shall be no more than four (4) appointed by the executive committee. Major or unusual expenditures shall be authorised in advance by the committee or a general meeting with exception of association insurances.

14.1.1 Payment of accounts and debts of the association can also be made by Electronic Funds Transfer or by other modern technology from a working account by any one (1) person of four (4) authorised signatories who have been appointed by the committee. Electronic Funds Transfer payments are limited to an amount agreed upon from time to time by the majority of members at a general or annual general meeting. The major monies in the term deposit will still require two signatories.

14.2 Major shall mean more than 3% of total cash assets.

14.3 The Treasurer shall ensure that records are kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member.

14.4 The Treasurer shall ensure that financial budgets and statements are prepared and shall submit a report on the finances to each executive committee meeting containing as a minimum a written monthly payment/receipt summary report with bank balances to date.

14.5 The Treasurer shall ensure that annual financial statements comprising either an account of receipts and payments and a statement of assets and liabilities or an account of income and expenditure and a balance sheet shall be prepared following the end of the association's financial year, which shall commence on the 1st day of July each year and end on the 30th day of June the following year unless altered at a general meeting.

14.6 The Treasurer shall ensure that the annual financial income/expenditure records and bank statements are audited by the Auditor before presentation to the annual general meeting or subsequent general meeting.

15. **Assistant Treasurer**

15.1 The assistant Treasurer shall assist the Treasurer in his/her duties and carry out other tasks as determined by the committee.

16. **Secretary**

16.1 The Secretary shall ensure that notice of meetings is given in accordance with the provisions of this constitution.

16.2 The Secretary shall ensure that records are kept of the association including the constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the association.

17. **Assistant Secretary**

The assistant Secretary shall assist the Secretary in his/her duties and carry out other tasks as determined by the committee.

18. **Minutes Secretary**

The minute Secretary shall prepare minutes of committee meetings and of general meetings and shall make the same available to the Secretary at least seven (7) days prior to the next occurring committee meeting and sufficiently prior to the next occurring general meeting as applicable to comply with Clause 19.5.

19. **General Meeting**

19.1 General meeting of the association including any special general meeting may be called by the committee from time to time to transact the business of the association as shall have been specified in the notice convening the meeting.

- 19.2 At least one general meeting will be held on dates to be selected by the committee during each of the first, second and fourth quarters of each calendar year.
- 19.3 At a special general meeting the only business to be transacted shall be that which shall be specified on the notice convening the meeting.
- 19.4 All conditions applying to general meetings apply equally to special general meetings.
- 19.5 At least fourteen (14) days notice in writing of any general meeting shall be given to each member of the association by post and by such additional means as the association or the committee may from time to time determine.
- 19.6 The quorum for any general meeting of the association shall be 5% of the members of the association.
- 19.7 If at any general meeting there is no quorum within 30 minutes of the time appointed for the commencement of the meeting then a majority of members present may decide to adjourn the general meeting for a period not exceeding fourteen (14) days. The quorum for such adjourned meeting shall be reduced to ten (10) persons failing which the meeting will lapse altogether.
- 19.8 A special general meeting shall be called by the Secretary within twenty eight (28) days of receipt of a directive to do so from the committee, or within twenty eight (28) days of receipt of a written request from three (3) committee members or within twenty eight (28) days of receipt of a written request signed by at least 10% of members.
- 19.9 Voting at general meetings (not being the annual general meeting) shall be by show of hands except that the meeting may by show of hands require any vote to be by secret ballot.

20. **Accounts & Audits**

The committee shall cause proper accounts to be kept of all monies received or disbursed by it for each financial year and shall cause such accounts and the accounts of any monies received or disbursed by any officer or sub-committee to be audited by an Auditor or Auditors appointed by the annual general meeting and shall furnish a copy of the audited accounts to each member of the association at or before the annual general meeting or subsequent general meeting.

21. **Alteration of Constitution**

- 21.1 The constitution may be altered at any general meeting of the association where notice of intention to alter the constitution has been included in the notice convening the meeting.

21.2 The text of the proposed alteration to the constitution must be tendered to the same general meeting.

21.3 No motion for alteration of the constitution shall be carried unless supported by a 70% majority vote of those present and voting at a general meeting at which the business of alteration of the constitution is transacted.

22. **Dissolution**

22.1 The association shall be dissolved by an 75% majority of members present and voting at a general meeting of the association at which the only business to be transacted shall be the dissolution of the association specified in the notice convening the meeting.

22.2 At least twenty eight (28) days notice in writing of any general meeting at which the only business to be transacted is the dissolution of the association shall be given to each member of the association by post and by such additional means as the association or the committee may determine.

22.3 The association shall be dissolved when the membership shall remain below ten (10) in number for a period of four (4) weeks.

22.4 On the dissolution of the association all property whether real or personal shall be returned to the source from which it was made over to the association provided however that with the approval of the source from which any remaining real or personal property was obtained, that such property shall be transferred to such other body formed for the promotion of identical or similar objectives to those of the association which shall have been approved at the meeting at which the association was dissolved provided that if the Council shall have been approved pursuant to Section 78 (4) and (5) of the Income Tax Assessment Act 1936 or amendments thereto then such other body shall also have been so approved.

23. **Indemnity**

No liability shall attach to a member or officer of the association for any act or admission by him/her or by the committee in good faith and in the exercise of his/her or its powers or functions or in the discharge of his/her or its duties in accordance with this constitution.

APPENDIX

Amendment history

2005 New Clause 7.2.1

2005 New Clause 7.2.2

2005 Amended Clause 11.3 The standing down of committee from beginning of meeting to end of meeting.

2005 Amended Clause 11.4 Typing error.

2005 Amended Clause 11.6 The election of a meeting chairperson from beginning of meeting to end of meeting.

2006 Amended Clause 8.3 Addition of a missing word "out".

2006 Amended Clause 8.10 Removal of President or Vice President to be a required part of committee meeting quorum.

2006 Amended Clause 11.6 The election of a meeting chairperson and if required, a returning officer from beginning of meeting to end of meeting.

2006 Amended Clause 12.2 (vi) To allow other members to act as meeting chairperson other than the President.

2006 Amended Clause 14.5 Wording changed to clarify the Treasurer's financial reports requirements for the financial year.

2006 Amended Clause 15.5 to be reworded to allow for the auditor's report to be presented at a general meeting later than the AGM as well as be redesignated to 14.6 causing all following clauses to be renumbered to a lesser number.

2006 Amended Clause 19 to be Clause 18 and wording altered to ensure the Minutes Secretary complied with the requirements of Clause 19.5

2006 Clause 21 to be Clause 20 and the allowing of the Auditor's report to be presented at a General Meeting later than the AGM.

2007 Amended Clause 19.6 Reduction of numbers to form a quorum at General Meetings from 10% down to 5% of financial members.

2007 Amended Clause 2. The current name of the Association is not correctly stated. The Association name is now to be **LANDLORDS' ASSOCIATION (S.A.) INCORPORATED** with the only variation allowed being **INCORPORATED** abbreviated to **INC**.

2008. Amended clause 8.10 adding subsections 8.10.1 and 8.10.2 relating to quorums.

2008 Added clause 8.14 and subclauses 8.14.1 to 8.14.5 introducing proxy votes.

2008 Added clause 8.15 restricting number of proxies to other members.

2008 Added clause 8.16 allowing a proxy vote to form part of the quorum.

2008 Amended clause 14.1 allowing insurances to be exempt from required prior approval.

2010 Added clause 7.5.1 allowing the revocation of honorary membership in order to have full voting rights.

2010 Added clause 8.7.6 referring to Sect 30 of the Associations' Incorporation Act 1985.

2010 Added clause 8.7.7 (i) (ii) and (iii) allowing for the dismissal of a committee member from committee for any wrongdoing.

2010 Added clause 8.8.1 allowing committee to appoint or engage help in the performance of it's functions.

2010 Reworded clause 11.5 and added clause 11.5.1 (i) and (ii) stipulating requirements of nominating members committee appointments.

2012 Added clause 7.2.3 re changes of membership types and the inclusion of Life membership. Amended 7.4 relating to the sum of subscription fees being determined by members.

2014 Added clause 14.1.1 relating to the payment of accounts and debts of the association by Electronic Funds Transfer.