

CONSTITUTION AND RULES
OF THE
HAIR & BEAUTY INDUSTRY
EMPLOYERS ASSOCIATION OF
SOUTH AUSTRALIA INCORPORATED

This is the annexure marked 'A' referred to in the statutory declaration of

_____ made on the _____

day of _____ 2016

Before me _____

Justice of the Peace

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Constitution and Rules of the HAIR & BEAUTY INDUSTRY EMPLOYERS ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED

1.0 NAME

The name of the Incorporated Association is **Hair & Beauty Industry Employers Association of South Australia Incorporated** referred to hereafter as “the Association”.

2.0 OFFICE AND BUSINESS ADDRESS

The location and business address of the Association shall be determined by the Board as defined in clause 12.

3.0 OBJECTS AND PURPOSE

- 1.1 To advocate on behalf of members and partnership members to appropriate bodies, seeking address and redress on issues which impact on the quality and development of the Hair and Beauty industry
- 1.2 To promote social intercourse and goodwill amongst its members and take all steps and do all things necessary or desirable for the welfare of the Hair and Beauty professions
- 1.3 To prevent and correct abuse in all matters in any way tending to damage or prejudicially interfere with the Hair and Beauty professions
- 1.4 To raise funds to support the objects of the Association through subscriptions, levies or voluntary contributions from members and from organisations with an interest in the Association and to make provisions for legal assistance for its members by expending monies out of the said sum in cases where members require legal advice or defence and where in the opinion of the Board of the Association legal assistance as aforesaid ought in the interest of the Association and its members be provided
- 1.5 To have cognisance of the demands and conditions of labour pertaining to the Hair and Beauty professions and to do all things necessary or desirable to ensure that the conditions of labour and wages are fair and reasonable, having regard to all interests
- 1.6 To provide a research and educational service for its members in the management of businesses
- 1.7 To represent its members with regard to industrial relations, including award negotiations and hearings
- 1.8 To educate, assess and issue formal accreditation to members or potential members of the Hair and Beauty professions (or their employees), in order to improve standards in the professions and to provide benchmarks to assist Members of this Association in assessing employees and potential employees
- 1.9 To do all such lawful things as may be incidental and conducive to the attainment of the above objects or any of them may be deemed necessary or expedient in the best interests of the Association

4.0 POWERS

For the purpose of carrying out its objects, the Association shall have the power to: -

- 4.1 acquire, hold, deal with, and dispose of, any real or personal property;
- 4.2 administer any property on trust;
- 4.3 open and operate bank accounts;
- 4.4 invest its moneys –
 - 4.4.1 in any security in which trust moneys may, by Act of Parliament, be vested;
 - or
 - 4.4.2. in any other manner authorised by the Rules of the Association.
- 4.5 give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 4.6 appoint agents to transact any business of the Association on its behalf;
- 4.7 enter into any other contract it considers necessary or desirable.

5.0 MEMBERSHIP

Membership of the Association as set out in Clause 5.1 is open to members of the **Hair & Beauty Industry Association of South Australia Incorporated** (“Industry Association”) who are business proprietors or employers operating hairdressing and/or beauty businesses legally trading within South Australia having an Australian Business Number (referred to as ‘ABN’) as well as life members of the Industry Association. Applications for membership will be subject to approval of the Board.

5.1 Membership Categories

Membership granted in accordance with Clause 5.0 are categorised as follows:

- A. Full membership may be granted to business proprietors and employers who otherwise fulfil the qualifications set out in rule 5 above provided that in the case of there being multiple proprietors of a business or an employer only one membership shall be granted to the multiple proprietors.
- B. Associate membership may be granted to a nominee of a business proprietor who is entitled to full membership, where the nominee is employed by the business proprietor at a location where the business proprietor carries on a hair and/or beauty business other than at the principal place where the business proprietor carries on its hair and/or beauty business.one or more branches of an industry specific business or entity legally trading within South Australia which has or is part of a parent organisation that has an ABN.
- C. Life membership shall automatically be conferred upon life members of the Industry Association who become members of the Association and also may be granted to any individual person in recognition of extraordinary service to the Association as predetermined and approved by the Board annually.

5.2 Membership Application Form

Applications for membership of the Association shall be tabled at the next scheduled Board meeting or general meeting.

5.3 Membership Admittance

All applications for membership shall be decided by a simple majority of members present at Board meeting or general meeting of members.

5.4 Register of Members

A register of members must be kept and contain;

- i. The name, address and ABN of each member
- ii. Nominated representative – see clause 5.1B
- iii. The date on which each member was admitted to the Association; and
- iv. If applicable, the date of, and reason(s) for, termination of membership.

5.5 Membership Representative(s)

Each business, employer or entity which is a corporation or has multiple owners and which is granted membership of the Association is required to nominate a representative who has the proper authority to represent and/or to act on behalf of the business or entity in all matters.

6.0 SUBSCRIPTION AND LEVIES

6.1 Annual Subscription fees shall be determined by Members from time to time in a General Meeting and shall be payable annually at a time also determined by the Members in General Meeting.

6.2 Where the need arises, Members in a General Meeting may declare a levy upon Members as they see fit provided always that the purpose of the levy does not contravene the Association's Objects.

6.3 In circumstances where membership subscriptions are outstanding for more than three months the member will be declared non-financial and cease to be a member of the Association, subject to clause 8 provided always that the Association may reinstate such Membership on such terms as it sees fit.

7.0 TERMINATION OF MEMBERSHIP

Termination of Membership or expulsion of any Member may be effected by resolution of the Board if a Member: -

7.1 become bankrupt or insolvent or make an assignment for the benefit of his creditors;

7.2 refuses to pay within the specified time, the annual subscription of the Association or any declared levy;

- 7.3 commits any act by observance or neglect which the Association considers dishonourable or inconsistent with the best interest of the Members or to the discredit of the Association in which circumstance the following shall apply –
- 7.3.1 Particulars of the charge shall be communicated to the Member at least one calendar month before the meeting of the Board at which the matter will be determined.
 - 7.3.2 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 7.3.3 of this Rule, cease to be a Member 14 days after the Board has communicated its determination to the members.
 - 7.3.3 It shall be open to a Member to appeal the expulsion at a General Meeting of the Association. The intention to appeal shall be communicated to the Executive Officer of the Association within 14 days after the determination of the Board has been communicated to the Member.
 - 7.3.4 In the event of an appeal under rule 7.3.3 of this Rule the Appellant's Membership of the Association shall not be terminated unless the determination of the Board to expel the Member is upheld by the Members of the Association in a General Meeting after the Appellant has been heard, and in such event Membership will be terminated at the date of the General Meeting at which the determination of the Board is upheld.

8.0 CESSATION OF MEMBERSHIP

Where a member ceases to be a member of the Hair & Beauty Industry Association of South Australia Incorporated, ceases to have an Australian Business Number (ABN) or ceases to operate a business legally within South Australia as set out in Clause 5.0 then membership of the Association pursuant to Clause 5.0 will automatically cease.

8.1 RESIGNATION

A Member may resign from Membership of the Association by giving written notice thereof to the Executive Officer or the President of the Association. Any Member so resigning shall be liable for any outstanding subscriptions and or levies, which shall be recovered as a debt due to the Association.

9.0 OFFICE BEARERS AND REGISTER

- 9.1 The office bearers of the Association shall be a minimum of seven (7) including the President and Deputy President, who shall be appointed to office by the Board elected at the Annual General Meeting unless there is an extraordinary vacancy in which case that vacancy may be filled by appointment of the Board.

- 9.2 For the purposes of the Associations Incorporation Act 1985, an Administrator or other such person as determined by the Board may also be the Public Officer of the Association.
- 9.3 The President and Deputy President shall be Full Members and shall hold office until the next succeeding Annual General Meeting at which they shall be eligible for re-election.
- 9.4 A register is to be maintained of office bearers, positions held and duration of the positions, relevant authorities to be notified of any changes within fourteen days.

10. DELEGATES

The Board shall appoint, as required, member delegates to represent the Association on Industry Committees and Organisations.

11.0 ADMINISTRATION

- 11.1 The affairs of the Association shall be managed and controlled by its Members in a General Meeting and not less than two General Meetings, including the Annual General Meeting, shall be held in any twelve months period.
- 11.2 To assist in the conduct of the affairs of the Association, Members shall at each Annual General Meeting, elect a Board to attend to business requiring attention between General Meetings provided always that discussions and/or actions taken by the Board shall be ratified at the next succeeding General Meeting. However, if deemed necessary, the Board may convene a Special General Meeting of Members to deal with any particular matter brought to its attention.
- 11.3 To assist with the administration and management of the Association's affairs, the Board may appoint an executive committee to attend to the day to day activities and may appoint an Administrator and or Executive Officer. The Administrator and or Executive Officer shall not be a Member of the Association.
- 11.4 The Board shall have the power to terminate the Administrator and or Executive Officer

12.0 BOARD OF DIRECTORS

- 12.1 The Board of Directors of the Association (referred to as the 'Board') shall comprise a minimum of seven Full Members including President and Deputy President or a maximum as predetermined from time to time by the Board. The Board shall include the President and Deputy President, the remaining Board of Directors elected at an Annual General Meeting should be representative of each membership group and at no time shall the Board be compromised by any one group or faction. An employee is not eligible for a Board Appointment.
- 12.2 The Board shall hold office until the next succeeding Annual General Meeting at which they shall be eligible for re-election.
- 12.3 A Director of the Board shall be a natural person.
- 12.4 The first Board shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to

- incorporation. The first Board shall hold office until the first annual general meeting after incorporation. At this time, not less than fifty percent of the Board, who shall be chosen by ballot, shall retire from the Board. At each subsequent annual general meeting one half of the Directors of the Board, being the longest serving members, shall retire.
- 12.5 A retiring Director of the Board 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 at least 28 days before the meeting by delivering the nomination of that person to the Administrator of the Association. The nomination shall be signed by a proposer who is a financial member of the Association and by the nominee.
- 12.6 Notice of all persons seeking election to the Board shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- 12.7 The Deputy President shall be Acting President of the Board and in the absence of the President.
- 12.8 The Board may appoint a Member to fill a casual vacancy and such appointment shall be ratified at the next succeeding General Meeting.
- 12.9 The Board shall meet when necessary for the dispatch of business. Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- 12.10 The Board may appoint sub-committees and/or elect committees as it sees fit.
- 12.11 A Director of the Board shall cease to act as such if;
- 12.11.1 disqualified by the Associations Incorporation Act 1985;
 - 12.11.2 expelled under these Rules;
 - 12.11.3 permanently incapacitated by ill health;
 - 12.11.4 absent without apology from more than three consecutive Board Meetings, or more than three Board Meetings in a financial year;

13.0 GENERAL MEETINGS

- 13.1 Further to the requirements of Rule 11.2, the Board may call a Special General Meeting of the Association at any time, and shall call an Annual General Meeting within six months after the end of the Association's financial year.
- 13.2 Upon a requisition in writing of not less than 10% of financial Members of the Association, the Board shall convene a Special General Meeting within one month of the receipt of the requisition, for the purpose specified in the requisition.
- 13.3 Every requisition for a Special General Meeting shall be signed by the Members submitting same and shall state the purpose of the meeting.
- 13.4 If a Special General Meeting is not convened within one month as required by sub rule (2) the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner 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.

- 13.5 Subject to sub rule (7) of this Rule at least fourteen 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. In the case of an Annual General Meeting the order of the business at the meeting shall include the adoption of the Annual Accounts for the immediately preceding financial year, the adoption of any reports called for by the Board, the election of Officers and a Board as prescribed in Rule 9 (1), the appointment of Auditors and any other business requiring consideration by the Association in General Meeting.
- 13.6 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.
- 13.7 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 appearing in the register of Members.
- 13.8 Where a notice is sent by post, notice shall be deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail.

14.0 PROCEEDINGS AT MEETINGS

- 14.1 Only financial Full Members shall be entitled to vote at any General Meeting.
- 14.2 The quorum at General Meetings shall be more than fifty percent of the appointed Board complement and be financial Full Members. Proxy representation shall be in accordance with Rule 16 of these Rules.
- 14.3 The President of the Board or if there shall be no President, then the Deputy President of the Board or in their absence, or on their declining to take, or retiring from the chair, one of the Board of Directors chosen by the meeting shall preside as President at every General Meeting of the Association.
- 14.4 If there is no such President or Deputy President present within five minutes after the time appointed for the holding of the meeting, the Members present may choose one of their number to be the President.
- 14.5 The President may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting 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.
- 14.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of the Board.
- 14.7 Except for the provisions of Rule 22 of these Rules, a resolution put to a vote at any General Meeting shall be decided by a simple majority on a show of hands, and a declaration by the President of the meeting that a resolution has been carried or lost, shall unless a poll is demanded by conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- 14.8 If a poll is demanded by the President of the meeting or by three or more Members present personally or by proxy, it shall be taken in such a manner as the President directs. The result of such a poll shall be the

resolution of the meeting, except that in the case of a special resolution a majority of not less than two thirds of the Members who being entitled to do so vote personally or by proxy at the meeting.

- 14.9 A poll demanded on the election of a President of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

15.0 MINUTES

- 15.1 Proper minutes of all proceedings of general meetings and Board meetings of the Association shall be entered after the relevant meeting in minute books kept for the purpose.
- 15.2 The minutes kept pursuant to this Rule shall be confirmed and signed by the President of the meeting at which the proceedings took place or by the President of the next succeeding meeting.
- 15.3 Where minutes are entered and signed they shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid unless the contrary is proved with supporting evidence.

16.0 PROXIES

- 16.1 All financial and Life Members shall be entitled to appoint another Member of the Association as a proxy, and attend and vote as directed at any General Meeting of the Association. The appointment of a proxy must be in writing and handed to the Administrator before commencement of the meeting.
- 16.2 Any Board member shall be entitled to appoint another Director of the Board of the Association as a proxy, to vote as directed at any Board Meeting of the Association. The appointment of a proxy must be in writing and handed to the President before commencement of the meeting.

17.0 RULES

- 17.1 The Association must prepare and maintain a suitable list of rules to govern the effective day-to-day operations of the Association. These rules can be changed from time to time at any general meeting, providing due notice has been given.
- 17.2 A resolution to alter the rules as provided in Rule 17.1 shall require a majority vote of not less than two thirds of members present or by proxy.
- 17.3 The registered Rules shall bind the Association and every Member to the same extent as if they had respectively, signed and sealed them, and agreed to be bound by all of the provisions thereof.

18.0 CONSTITUTION

- 18.1 This Constitution 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 clauses.
- 18.2 The alterations shall be registered with the South Australian Employment Tribunal, as required by the Fair Work Act 1994 and any Act amending the same or substituted therefor (The Act).
- 18.3 The Constitution and associated 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.
- 18.4 The Act provides that an alteration to the Constitution may be made by special resolution of the Association unless other provision is made in the Constitution. Note per requirements under Rule 94 of the South Australian Employment Tribunal Rules 2017, subject to any provision in the Constitution or a resolution to the contrary, an alteration to the Constitution or rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the Association.

19.0 THE SEAL

- 19.1 The Association shall have a common seal upon which its Corporate Name shall appear in legible characters.
- 19.2 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 President and one other Board Member.
- 19.3 The seal shall be kept in the custody of person as the Board may from time to time decide.

20.0 ASSOCIATION PROPERTY

All assets of the Association shall be under the control of the Board.

21.0 FINANCE

- 21.1 The funds of the Association shall be applied solely in defraying the expenses and carrying out the objects of the Association and no portion thereof shall be paid or applied directly or indirectly as a distribution of income and/or capital to Members, provided that nothing herein shall prevent the payment in good faith to any Officer or Servant of the Association or to any other person in return for services rendered to the Association.

- 21.2 All monies received by or belonging to the Association shall be banked in the name of the Association as directed by the Board.
- 21.3 The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association and shall be subject to annual audit as directed by the Board.
- 21.3 The Association's financial year shall commence on the 1st of July each year.
- 21.4 At each annual general meeting, the members shall appoint a qualified person to be auditor of the Association
- 21.5 The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- 21.6 If an appointment is not made at a annual general meeting, the Board shall appoint an auditor for the current financial year.

22.0 INDEMNITY

Any Board Director and Executive Officer as appointed shall at all times, be saved harmless and kept indemnified by the Association from and against all costs, losses and expenses which any Officer or Servant of the Association may incur or become liable to by reason of any act or thing done by them as such Officer or Servant or in any way in the discharge of their duties, and no Officer or Servant of the Association shall be liable for the acts, upsets, neglects or defaults of any other Officer or Servant unless the same happens through their own act or default.

No Member shall incur any liability on behalf of the Association except as provided in these Rules as in force from time to time or in accordance with resolutions or regulations recorded in the official Minutes of the Association.

23.0 WINDING UP

The Association may be dissolved or wound up by a resolution passed by a three quarters majority of the financial Members of the Association present and voting or by proxy. If there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall by similar resolution be transferred to some other Association, Corporation or Institution, having similar objects to the Association.

24.0 AFFILIATED ASSOCIATIONS

The Board shall have power to accept Affiliations of kindred Associations, provided that the objects of such kindred Associations shall conform to the objects of this Association. An appropriate sum shall be fixed by the Board as an affiliation fee.

25.0 SPOKESPERSON FOR THE ASSOCIATION

The Board may, as it sees fit, appoint an official spokesperson, or spokespersons, in respect of any or all industry matters as they arise.

26.0 INTERPRETATION OF CONSTITUTION

Where any doubt arises as to the interpretation or application of these rules, it shall be decided by a vote at a special general meeting.

27.0 DISPUTE RESOLUTION

27.1 The dispute resolution procedure set out in this rule applies to disputes under these rules between:-

- (i) a financial member and another financial member
- (ii) a financial member and the Association

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.

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.

In this rule "member" includes any person who was a financial member not more than six months before the dispute occurred.

Where the Board exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the Association, the rules of natural justice must be observed.