

# ASSOCIATIONS INCORPORATION ACT 1985

## RULES OF THE WOMEN'S INSOLVENCY NETWORK SOUTH AUSTRALIA ASSOCIATION (WINSA)



### PART 1 PRELIMINARY

#### 1. NAME

The name of the Incorporated Association is Women's Insolvency Network South Australia Incorporated (**WinSA**) (**Association**).

#### 2. OBJECTS AND PURPOSES

2.1 The objects and purposes of the Association are to:

- (a) empower women in the insolvency, restructuring and related professions;
- (b) provide educational, personal, networking and business development opportunities;
- (c) offer a forum for mentoring;
- (d) foster lasting professional relationships; and
- (e) contribute to the wider community.

#### 3. INTERPRETATION

3.1 In these Rules, unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 1985* (SA) (as amended).

**Annual Subscription** means the annual membership fee payable as determined by the Committee from time to time.

**Application** means an application for membership in the Association.

**Association** means Women's Insolvency Network South Australia Incorporated ABN 74 133 445 146.

**Committee** means the Committee of Management of the Association.

**Committee Meeting** means a meeting of the Committee Members held in accordance with these Rules.

**Committee Member** means a member of the Committee referred to in clause 28.

**Entrance Fee** means the sum of \$10.00, or such other amount as determined by the Committee from time to time.

**Financial Year** means the period from 1 July in one year to 30 June in the following year.

**General Meeting** means a general meeting of members convened in accordance with clause 12.6 or 18.

**Minute Book** means the record of minutes and resolutions passed at General Meetings of the Association.

**Member** means a member of the Association.

**Officer** means a member of the Executive Committee referred to in clause 29.5.

**Ordinary Committee Member** means a member of the Committee who is not an Officer of the Association under clause 29.5.

**Person** means a natural person, a Company or Partnership as the context requires.

**Register of Members** means the Register referred to in clause 8.

**Regulations** means the *Associations Incorporation Regulations 2023*.

**Special Resolution** means a resolution passed at a duly convened meeting of the members of the Association if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Association; and
- (b) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the Association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.

**WinSA** means Women's Insolvency Network South Australia Incorporated ABN 74 133 445 146.

3.2 In these Rules, a reference to the Secretary is a reference:

- (a) where a person holds office under these Rules as Secretary of the Association – to that person; and
- (b) in any other case, to the Public Officer of the Association.

3.3 Words or expressions contained in these Rules will be interpreted in accordance with the *Legislation Interpretation Act 2021* (SA) and the Act as in force from time to time.

## **PART 2        POWERS OF THE ASSOCIATION**

### **4.    POWERS**

4.1 The Association has the powers to do all things which are incidental or conducive to the attainment of the objects and purposes of the Association.

4.2 Without limiting 4.1, the Association, subject to the Act, may:

- (a) acquire, hold, deal with, and dispose of, any real or personal property;
- (b) administer any property on trust;
- (c) open and operate bank accounts;
- (d) invest its moneys:
  - (i) in any security in which trust moneys may lawfully be invested; or
  - (ii) in any other manner authorised by the Rules of the Association.
- (e) raise and borrow money on such terms and conditions as the Association thinks fit;
- (f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (g) appoint agents to transact any business of the Association on its behalf;
- (h) enter into any other contract it considers necessary or desirable; and

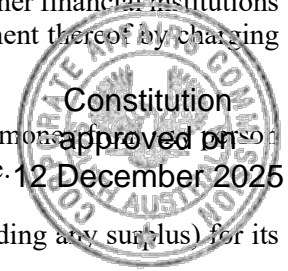


- (i) make rules, by-laws or regulations that bind the Membership of the Association and act as if they were a contract between Members and the Association.

4.3 Subject to clause 4 and the Act, the Association may borrow money from banks or other financial institutions on such terms and conditions as the Committee sees fit and may secure the repayment thereof by charging the property of the Association.

4.4 Subject to Section 53 of the Act, the Association may invite and accept deposits of money on such terms and conditions as may be determined by committee from time to time.

4.5 The Association may only exercise its powers and use its income and assets (including any surplus) for its objects and purposes.



## **5. NOT FOR PROFIT**

5.1 The Association must not distribute any surplus, income or assets directly or indirectly to its Members.

5.2 Subclause 5.1 does not prevent the Association from:

- (a) reimbursing a Member for expenses properly incurred by the Member; or
- (b) paying a Member for goods provided or services rendered by the Member.

## **PART 3 MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **DIVISION 1: MEMBERSHIP**

#### **6. APPLICATION FOR MEMBERSHIP**

6.1 Subject to clause 6.8 below, to apply to become a member of the Association, a Person must submit a written and / or electronic application to the Association, in the form and by the method approved by the Committee from time to time.

6.2 The Application must be accompanied by the Entrance Fee and the Annual Subscription Fee.

6.3 As soon as is practicable after the receipt of a completed Application together with the Entrance Fee and the Annual Subscription Fee, the Secretary will refer the Application to the Committee.

6.4 When an Application has been referred, the Committee will determine whether to approve or to reject the Application.

6.5 Upon the Application being approved by the Committee, the Secretary must as soon as practicable:

- (a) notify the applicant in writing of the approval for membership; and
- (b) enter the applicant's name in the Register of Members.

6.6 An applicant for membership becomes a Member of the Association and is entitled to exercise the rights of membership when the Person's name is entered in the Register of Members.

6.7 If it is determined to reject an Application, the Secretary must as soon as practicable notify the Applicant in writing of the rejection of the Application and return any money accompanying the Application to the Applicant. No reason needs to be given for the rejection of the Application.

6.8 If a Member is expelled pursuant to a resolution under clause 12.1 below, the expelled Member is not permitted to apply for membership for a period of 2 years from the date of expulsion.

6.9 A right, privilege, or obligation of a Person by reason of membership of the Association:

- (a) is not capable of being transferred or transmitted to another Person; and
- (b) terminates on the cessation of membership whether by death, resignation or otherwise.

## **7. ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

7.1 The Entrance Fee is:

- (a) payable by new Members to the Association at the time of first applying for Membership; and
- (b) is not payable by a Member who is renewing their Membership within the timeframe set by the Committee from time to time for the renewal of Memberships; and
- (c) payable by existing Members who fail to renew their Membership within the timeframe set by the Committee from time to time for the renewal of Memberships.

7.2 The Annual Subscription is payable in advance on or before 30 June in each year or at such other time as the Committee may determine.

7.3 Members who fail to renew their membership by 30 June in any year (or such other date as the Committee has determined) may renew their membership by paying the Annual Subscription plus the Entrance Fee.

7.4 If a Member is given notice by the Association that the:

- (a) Member's Annual Subscription Fee is overdue; and
- (b) Membership will cease at the end of 1 month from the date of that notification unless the Annual Subscription and any applicable Entrance Fee is received by the Association within that period,

the Member ceases to be a Member of the Association unless the Association receives the Annual Subscription and any applicable Entrance Fee within that period.

7.5 For the avoidance of doubt, the rights (including the right to vote) of a Member who has not paid the Annual Subscription by the due date are suspended until the Annual Subscription and any applicable Entrance Fee is paid, or Membership ceases in accordance with clause 7.4 above (whichever is earlier).

## **8. REGISTER OF MEMBERS**

8.1 The Secretary must keep and maintain a Register of Members containing:

- (a) for each current Member:
  - (i) the name of the Member;
  - (ii) the address for notice last given by the Member;
  - (iii) the date of becoming a Member; and
  - (iv) any other information determined by the Committee; and
- (b) for each former Member, the date of ceasing to be a Member.

8.2 The Register of Members is available for inspection free of charge by any Member on request.

## **9. GENERAL RIGHTS OF MEMBERS**

9.1 A Member of the Association who is entitled to vote has the right to:

- (a) receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;



- (b) submit items of business for consideration at general meeting;
- (c) attend and be heard at general meetings;
- (d) vote at a general meeting;
- (e) have access to the minutes of general meetings and other documents of the Association under clause 36.2(b); and
- (f) inspect the Register of Members.



9.2 A Member is entitled to vote if:

- (a) more than 10 business days have passed since the Member became a Member of the Association; and
- (b) the Member's membership rights are not suspended for any reason.

## 10. CESSATION OF MEMBERSHIP

- 10.1 The membership of a Person ceases on resignation, termination/expiry, expulsion or death.
- 10.2 If a Person ceases to be a Member of the Association, the Secretary must, within 14 days, enter the date the Person ceased to be a member in the Register of Members.
- 10.3 Information about a Person who is no longer a Member of the Association, other than the name of the Person and the date on which the Person ceased to be a Member of the Association, must be removed from the Register of Members within 14 days after the Person ceases to be a Member of the Association.
- 10.4 Should a Person cease to be a Member for any reason, no part of the Annual Subscription (nor any applicable Entrance Fee) is refundable.

## 11. RESIGNATION OF MEMBER

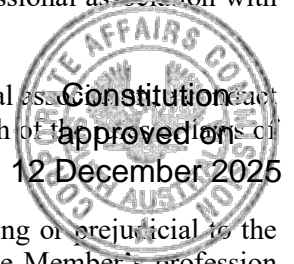
- 11.1 A Member who has paid all moneys due and payable to the Association may resign from the Association by giving 1 months' notice in writing to the Secretary of the Person's intention to resign from the Association.
- 11.2 Upon the expiration of the period of notice referred to in clause 11.1, the:
  - (a) Member will cease to be a Member; and
  - (b) Secretary must record in the Register of Members, the date on which the Member ceased to be a Member.
- 11.3 A Member is taken to have resigned if the Member is given a notice in accordance with clause 7.4 after failing to pay the Annual Subscription by 30 June and fails to pay the Annual Subscription and any applicable Entrance Fee within 1-month from the date of the notice.

## DIVISION 2: DISCIPLINARY ACTION

## 12. SUSPENSION OR EXPULSION OF MEMBER

- 12.1 Subject to these Rules, the Committee may by ordinary resolution:
  - (a) expel a Member from the Association; or
  - (b) suspend a Member from membership of the Association for a specified period;
 if a majority of the Committee at an ordinary Committee Meeting is of the opinion that the Member:

- (i) has refused or neglected to comply with these Rules or any of the written rules, by-laws, policies or regulations of the Association; or
- (ii) has been charged by a regulator, conduct commissioner or their professional association with conduct in breach of the rules or laws of their profession; or
- (iii) has had a charge established or proven against them by their professional association, board, commissioner, Tribunal or Court in relation to conduct in breach of the rules of their profession; or
- (iv) has engaged in conduct that the Committee considers to be unbecoming or prejudicial to the interests of the Association or otherwise brings the Association or the Member's profession (including law, accounting, insolvency and banking) into disrepute.



12.2 A resolution of the Committee under clause 12.1 does not take effect unless the Committee, at a meeting held in accordance with clause 12.3:

- (a) confirms the resolution; and
- (b) where the Member exercises a right of appeal to the Association under this clause, the Association confirms the resolution in accordance with this clause.

12.3 A meeting of the Committee to confirm or revoke a resolution passed under clause 12.1 must be held no earlier than 14 days, and no later than 28 days, after notice has been given to the Member in accordance with clause 12.4.

12.4 If the Committee passes a resolution under clause 12.1, and for the purposes of the notice required by clause 12.3, the Secretary will, as soon as practicable, serve a notice in writing on the Member:

- (a) setting out the resolution of the Committee and the grounds on which it is based;
- (b) stating the date, place and time of the meeting;
- (c) informing the Member that they, or their representative, may make submissions to the Committee at the meeting, by:
  - (i) attending that meeting in person or by their representative to address the Committee; and/or
  - (ii) giving to the Committee, at least 24 hours before the time and date of that meeting, a written statement for consideration of the Committee at the meeting;
- (d) informing the Member that if at that meeting the Committee confirms the resolution, the Member will have 7 days from the date of the meeting to lodge with the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.

12.5 If at the meeting of the Committee the Committee confirms the resolution, the Member may within 7 days after the meeting, lodge with the Secretary notice under clause 12.4(d) that the Member wishes to appeal to the Association in General Meeting against the resolution.

12.6 If the Secretary receives a notice under clause 12.5, the Secretary must notify the Committee and the Committee must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice. Notice of the General Meeting must be given to each Member of the Association who is entitled to vote as soon as practicable and must:

- (a) specify the date, time and place of the meeting; and
- (b) state:
  - (i) the name of the Member against whom disciplinary action has been taken;

- (ii) the grounds for taking that action; and
- (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the Member should be upheld or revoked.

12.7 At a General Meeting convened under clause 12.6:

- (a) no business other than the question of the appeal may be conducted;
- (b) the Committee will place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the Member, or their representative, will be given an opportunity to be heard; and
- (d) the Members present will vote by secret ballot on the question whether the resolution should be confirmed or revoked.



12.8 If at the General Meeting:

- (a) a majority of the Members present in person or by proxy vote in favour of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

12.9 If an appeal is lodged, then the resolution of the Committee under clause 12.1 does not take effect unless and until the resolution is confirmed by the General Meeting in accordance with clause 12.9.

### **DIVISION 3: GRIEVANCE PROCEDURE**

#### **13. APPLICATION OF PART**

13.1 The grievance procedure set out in this clause applies to disputes under these Rules between:

- (a) a Member and another Member;
- (b) a Member and the Committee;
- (c) a Member and the Association; or
- (d) a Committee Member and another Committee Member.

#### **14. PARTIES TO ATTEMPT TO RESOLVE DISPUTE**

14.1 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.

#### **15. MEDIATION**

15.1 If the parties are unable to resolve the dispute at the meeting referred to in clause 14.1, or if a party fails to attend that meeting, then the parties must, within 10 business days, hold a meeting in the presence of a mediator.

15.2 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:

- (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association; or
- (ii) in the case of a dispute between Committee Members, a Senior member of the Insolvency and Reconstruction industry appointed by a majority of the Committee Members; or
- (iii) in the case of a dispute between a Member and the Committee or the Association, a person who is a Nationally Accredited Mediator under the National Mediation Accreditation System of Australia, or a person approved by the Committee of the Association.

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15.3 A Member of the Association can be a mediator.

15.4 The mediator cannot be a Member who is a party to the dispute, or a member of the firm employing a party to the dispute.

15.5 The parties to the dispute must, in good faith, attempt to resolve the dispute by mediation.

15.6 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is given to the parties to the dispute throughout the mediation process.

15.7 The mediator must not determine the dispute.

15.8 The Association is not responsible for the costs of a mediation where the mediation is between two Members including where the two Members are Committee Members.

15.9 Where the mediation is between the Association and a Member, or the Committee and a Member, the Association will pay 50% of the costs of the mediator; and the disputing Member is to pay the balance.

15.10 If the mediation does not result in resolution of the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4 MEETINGS**

### **16. ANNUAL GENERAL MEETING**

16.1 The Association will in each calendar year convene an Annual General Meeting of its Members to be held within 3 months after the end of each financial year or such other time as required by the Act.

16.2 The Annual General Meeting will be held on such day, time and place as the Committee determines.

16.3 The Annual General Meeting will be specified as such in the notice convening it.

16.4 The ordinary business of the Annual General Meeting will be:

- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- (b) to receive from the Committee reports on the transactions of the Association during the last preceding financial year; and
- (c) to elect the Officers of the Association;
- (d) to elect the Committee Members; and



- (e) to receive and consider the financial statements of the Association for the proceeding Financial Year if required by the Act

16.5 The Annual General Meeting may transact special business of which notice has been given in accordance with these Rules.

16.6 The Annual General Meeting will be in addition to any other General Meeting that may be held in any year.



## 17. GENERAL MEETINGS

17.1 All meetings of Members other than the Annual General Meeting will be called General Meetings.

17.2 No business other than that set out in the notice under clause 19 may be conducted at the meeting.

## 18. GENERAL MEETINGS HELD AT THE REQUEST OF MEMBERS

18.1 The Committee will, on the requisition in writing of Members representing not less than 5 per cent of the total number of Members, convene a General Meeting of the Association.

18.2 The requisition for a General Meeting:

- (a) must state the objects of the meeting and any proposed resolutions; and
- (b) must be signed by the Members making the requisition; and
- (c) must be sent to the address of the Secretary; and
- (d) may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

18.3 If the Committee does not cause a General Meeting to be held within the month after the date on which the requisition is sent to the address of the Secretary, the Members making the requisition, or any of them, may convene a General Meeting to be held not later than three months after that date.

18.4 A General Meeting convened by Members pursuant to this clause 18 may only consider the business stated in the requisition and shall be convened in the same manner as far as possible as that in which those meetings are convened by the Committee and, all reasonable expenses incurred in convening the meeting will be refunded by the Association to the persons incurring the expenses.

## 19. NOTICE OF MEETING

19.1 The Secretary of the Association (or, in the case of a General Meeting convened under clause 18, the Members convening the meeting) must give to each member of the Association notice by pre-paid post, or by email to any email address appearing in the Register of Members:

- (a) at least 14 days before the date fixed for holding an Annual General Meeting; or
- (b) at least 21 days before the date fixed for any other General Meeting.

19.2 The notice of meeting referred to in clause 19.1 above must:

- (a) state the place, date and time of the meeting;
- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) if a resolution is proposed:
  - (i) state in full the proposed resolution;

- (ii) state that a Member may appoint another Member as proxy at the meeting; and
- (iii) include a copy of the relevant proxy form;

19.3 No business other than that set out in the notice convening the meeting will be transacted at the meeting

19.4 A Member desiring to bring any business before a meeting may give notice of that business to the Secretary, who will include that business in the notice calling the next General Meeting approved on 12 December 2025



## 20. USE OF TECHNOLOGY

20.1 A Member not physically present at a General Meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.

20.2 A Member participating in a General Meeting as permitted under clause 20.1 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

## 21. SPECIAL BUSINESS

21.1 All business transacted at a General Meeting and at an Annual General Meeting, with the exception of that referred to in clause 16.4 as being the ordinary business of the Annual General Meeting, will be deemed to be special business.

## 22. QUORUM AT GENERAL MEETINGS

22.1 No item of business will be transacted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present during the time when the meeting is considering that item.

22.2 Five (5) Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

22.3 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

- (a) if convened on the requisition of Members will be dissolved; and
- (b) in any other case will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.

22.4 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than 3) will constitute the quorum of that meeting.

## 23. ADJOURNMENT OF GENERAL MEETING

23.1 The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

23.2 Where a meeting is adjourned for 14 days or more, a like notice to that of the adjourned meeting will be sent to the Members in accordance with clause 19.2.

## 24. PRESIDING AT GENERAL MEETINGS

24.1 The President, or in the President's absence, the Deputy President (if one is elected pursuant to clause 29.1), the Secretary or the Treasurer will preside as Chairperson at each general meeting of the Association.

- 24.2 If the President, Deputy President, Secretary and Treasurer are absent from a General Meeting, the Committee Members present will elect one of the Committee to preside as Chairperson at the meeting.

## 25. VOTING AT GENERAL MEETINGS

- 25.1 On any question arising at a General Meeting of the Association, a Member has one vote only.
- 25.2 All votes will be given personally or by proxy.
- 25.3 In the case of an equality of votes, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 25.4 A question arising at a General Meeting of the Association will be determined on a show of hands and unless, before or on the declaration of the show of hands, a poll is demanded.
- 25.5 If a question is determined by a show of hands, declaration by the Chairperson that the resolution has on a show of hands, been carried, or carried unanimously or carried by a particular majority, or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against, that resolution.
- 25.6 If at a poll on any question is demanded by not less than 3 Members, it will be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll will be deemed to be a resolution of the meeting on that question.
- 25.7 A poll that is demanded on the election of a Chairperson, or on a question of an adjournment will be taken immediately and a poll that is demanded on any other question will be taken at such time before the close of the meeting as the Chairperson may direct.
- 25.8 A Member is not entitled to vote at any General Meeting unless all moneys due and payable by the Member have been paid.



## 26. PROXIES

- 26.1 Each Member is entitled to appoint another Member as a proxy to vote and speak on their behalf at a General Meeting other than at a meeting held pursuant to clause 12.6.
- 26.2 The notice must be in writing and received by the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 26.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the Member in any way as they see fit.
- 26.4 The notice appointing the proxy will be:
- (a) for a meeting of the Association convened by the Association, in the form set out in Appendix 1;
  - (b) in the case of a meeting convened by Members, in any other form so long as it complies with this clause 26.

## 27. MINUTES

- 27.1 The Committee must ensure that minutes are taken and kept of each General Meeting.
- 27.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 27.3 The minutes kept under this clause will be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- 27.4 In addition, the minutes of the Annual General Meeting must include:

- (a) the names of the Members attending the meeting;
- (b) proxy forms given to the Secretary in accordance with clause 26; and
- (c) if applicable:
  - (i) the financial statements submitted to the Members; and
  - (ii) the certificate signed by two or more Committee Members certifying that the financial statements are true and fair view of the financial position and performance of the Association.



27.5 Where minutes are entered and signed they will, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were deemed to have been duly held, and that all appointments made at a meeting were deemed to be valid.

## **PART 5 COMMITTEE**

### **28. COMMITTEE OF MANAGEMENT – ROLE, POWERS AND DELEGATION**

28.1 The affairs of the Association will be managed by the Committee constituted as provided in clause 29.

28.2 The Committee:

- (a) shall control and manage the business and affairs of the Association;
- (b) shall control and manage the funds and other property of the Association;
- (c) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and
- (d) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

28.3 The Committee may delegate to a member of the Committee or a subcommittee any of its powers and functions other than:

- (a) this power of delegation; or
- (b) a duty imposed on the Committee by the Act or any other law.

28.4 Any delegation given pursuant to clause 28.3:

- (a) must be in writing and may be subject to the conditions and limitations the Committee considers appropriate; and
- (b) may be revoked (wholly or in part) at any time by the Committee in writing.

### **29. COMPOSITION OF COMMITTEE**

29.1 The Committee will consist of

- (a) the Officers of the Association; and
- (b) at least 2 and no more than 8 Ordinary Committee Members (including the office held by the Immediate Past President),

each of whom shall be elected at the Annual General Meeting of the Association in each year, save for the Ordinary Committee Member office held by the Immediate Past President in accordance with clause 29.4.

29.2 All Committee Members must be current members of the Association at the time of election.

29.3 In electing Committee Members, the following eligibility criteria must be observed:

- (a) the number of Officers of the Association who are, as at the date of nomination, employed by the same organisation shall not exceed one; and
- (b) the number of Ordinary Committee Members who are, as at the date of nomination, employed by the same organisation shall not exceed two, unless otherwise determined by the President in their discretion. The President in exercising their discretion should give consideration to the number of nominees for Ordinary Committee Members and the mix of organisations represented.



29.4 Unless they are elected to another Officer position in accordance with clause 31, the Immediate Past President will hold office on the Committee as an Ordinary Committee Member until the Annual General Meeting immediately following the Annual General Meeting at which their tenure as President ended, subject to the Immediate Past President consenting to act in such capacity.

29.5 The Officers of the Association will be:

- (a) a President;
- (b) the Deputy President (if so elected);
- (c) a Treasurer; and
- (d) a Secretary.

### 30. DUTIES OF COMMITTEE MEMBERS

30.1 As soon as practicable after being elected or appointed to the Committee, each Committee Member must become familiar with these Rules and the Act.

30.2 The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.

30.3 Committee Members must exercise their powers and discharge their duties:

- (a) with reasonable care and diligence;
- (b) in good faith in the best interests of the Association; and
- (c) for a proper purpose.

30.4 Committee Members and former Committee Members must not make improper use of:

- (a) their position; or
- (b) information acquired by virtue of holding their position,

so as to gain an advantage for themselves or any other person, or to cause detriment to the Association.

30.5 In addition to any duties imposed by these Rules, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.

### 31. ELECTION OF OFFICERS AND VACANCY

- 31.1 Nominations of candidates for elections as Officers of the Association or as members of the Committee will be:
- (a) made in writing, and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 31.2 At the Annual General Meeting, separate elections must be held for each of the Officers of the Committee.
- 31.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated will be deemed to be elected and further nominations will be received at the Annual General Meeting.
- 31.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- 31.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot will be held in accordance with clause 32.



### 32. BALLOT

- 32.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a Member to act as returning officer to conduct the ballot.
- 32.2 The returning officer must not be a Member nominated for the position.
- 32.3 Before the ballot is taken, each candidate may make a short speech in support of their election.
- 32.4 The election must be by secret ballot.
- 32.5 The returning officer must give a blank piece of paper to:
- (a) each Member present in person; and
  - (b) each proxy appointed by a Member.
- 32.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 32.7 If the ballot is for more than one position:
- (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote and the position intended to be filled; and
  - (b) the voter must not write the names of more candidates than the number or positions to be elected.
- 32.8 Ballot papers that do not comply with clause 32.7(b) are not to be counted.
- 32.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 32.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 32.11 If the returning officer is unable to declare the result of an election under clause 32.10 because 2 or more candidates received the same number of votes, the returning officer must:

- (a) conduct a further election for the position in accordance with clauses 32.4 to 32.10 to decide which of those candidates is to be elected; or
- (b) with the agreement of those candidates, decide which of them is to be elected.

### 33. TERM OF OFFICE

- 33.1 Subject to clause 33.3 and 33.4, a Committee Member holds office until the positions or approved on 12 December 2025 declared vacant at the next Annual General Meeting.
- 33.2 Subject to clause 33.3, a Committee Member is eligible for re-election.
- 33.3 The President shall not be eligible for re-election for the same office for a period being greater than two consecutive years.
- 33.4 A meeting of the Committee may:
- (a) remove a Committee Member from office if, by special resolution, the Committee is of the opinion that the Committee Member:
    - (i) has refused or neglected to comply with these Rules or any of the written rules, by-laws, policies or regulations of the Association; or
    - (ii) has been charged by a regulator, conduct commissioner or their professional association with conduct in breach of the rules or laws of their profession; or
    - (iii) has had a charge established or proven against them by their professional association, a conduct board, commissioner, Tribunal or Court in relation to conduct in breach of the rules or laws of their profession; or
    - (iv) has engaged in conduct that the Committee considers to be unbecoming or prejudicial to the interests of the Association or otherwise brings the Association or the Member's profession (including law, accounting, insolvency and banking) into disrepute; or
  - (b) elect an eligible member of the Association to fill that vacant position.
- 33.5 A Committee Member who is the subject of a proposed special resolution under clause 33.4(a) may make representations in writing to the Secretary or President of the Association (not exceeding 5 pages) and may request that the representations be provided to the Committee Members.
- 33.6 The Secretary or the President may give a copy of the representations to each Committee Member or, if they are not so given, the representation must be read out at the meeting at which the special resolution is proposed so that all Committee Members have information relevant to the vote.
- 33.7 Where a special resolution is passed under clause 33.4(a), the Committee Member may, within 7 days, give written notice to the Secretary of the Association that the Committee Member wishes to appeal to the Association in General Meeting against the resolution.
- 33.8 If the Secretary receives a notice under clause 33.7, the procedure set out at clauses 12.6 to 12.9 apply.

### 34. VACANCIES

- 34.1 The office of a Committee Member will become vacant if a Committee Member:
- (a) ceases to be a member of the Association;
  - (b) is absent for more than three consecutive committee meetings, or more than half of the Committee meetings in a financial year, unless by resolution of the Committee a leave of absence has been granted or an apology has been accepted by the Committee;



(c) resigns their office; or

(d) otherwise ceases to be a Committee Member by operation of clause 33.4(a).

34.2 The Committee may appoint an eligible Member of the Association to fill a position on the Committee that:

(a) has become vacant under clause 34.1; or

(b) was not filled by election at the last annual general meeting.

34.3 If the position of Secretary becomes vacant, the Committee must appoint a Member to the position within 14 days after the vacancy arises.

34.4 The Committee may continue to act despite any vacancy in its membership.



### 35. PROCEEDINGS OF COMMITTEE

35.1 The Committee shall meet at least 8 times in each year at such place and such times as the Committee may determine.

35.2 Each member of the Committee must attend at least 50% of the Committee meetings held in each year and must not be absent for more than three consecutive Committee meetings (subject to clause 39 below). In the event that a Committee member does not so attend, the Committee may, by ordinary resolution, resolve to remove that member from the Committee.

35.3 Special meetings of the Committee may be convened by the President or jointly by any four Committee Members.

35.4 Written notice of each Committee meeting shall be given to each Committee Member a reasonable time before the meeting.

35.5 Written notice of any special meeting shall be given to each Committee Member a reasonable time before the meeting, with such notice specifying the general nature of the business to be conducted and no other business shall be transacted at such a meeting.

35.6 In cases of urgency, a meeting can be held without notice being given in accordance with clauses 35.4 and 35.5 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable, including email or text message (**Urgent Meeting**).

35.7 Any resolution made at an Urgent Meeting must be passed by an absolute majority of the Committee in attendance at the Urgent Meeting.

35.8 The only business that may be conducted at an Urgent Meeting is the business for which the meeting is convened.

35.9 The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.

35.10 The order of business may be determined by the Committee Members present at the meeting.

35.11 A Committee Member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee Member and the Committee Members present at the meeting to clearly and simultaneously communicate with each other.

35.12 Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.

35.13 No business shall be conducted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting will stand adjourned to the same place and at the same



hour of the same day in the following week unless the meeting was a special meeting or Urgent Meeting in which case it lapses.

35.14 At Committee meetings:

- (a) the President or in the President's absence the Deputy President, Secretary or Treasurer will preside, or
- (b) if the President, the Deputy President, Secretary and Treasurer are absent, the Committee present may elect one of their number as Chairperson of the meeting



35.15 Questions arising at a Committee meeting or of any sub-committee appointed by the Committee will be determined on a show of hands or, if demanded by a Committee Member, by a poll taken in such manner as the Chairperson may determine.

35.16 A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.

35.17 Each Committee Member present at a Committee meeting or of any sub-committee appointed by the Committee (including the Chairperson of the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the Chairperson of the meeting may exercise a second or casting vote.

35.18 The Committee may act notwithstanding any vacancy on the Committee.

35.19 A Committee Member who has a material personal interest in a matter being considered at a Committee meeting must disclose the nature and extent of that interest to the Committee.

35.20 The Committee Member who disclosed a material personal interest:

- (a) must not be present while the matter is being considered at the meeting; and
- (b) must not vote on the matter.

35.21 Clauses 35.19 and 35.20 do not apply to a material personal interest:

- (a) that exists only because the Member belongs to a class of persons for whose benefit the Association is established; or
- (b) that the Member has in common with all, or a substantial proportion of, the Members of the Association.

35.22 The Committee must ensure that minutes are taken and kept of each Committee meeting.

35.23 The minutes must record the following:

- (a) the names of the Committee Members in attendance at the meeting;
- (b) the business considered at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote; and
- (d) any material personal interest disclosed under clause 35.19.

## 36. SECRETARY

36.1 The Secretary of the Association must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

36.2 The Secretary must:

- (a) maintain the Register of Members in accordance with clause 8 (unless this role has been delegated to a Committee Member in accordance with these Rules);

- (b) keep custody of all books, documents and securities of the Association, except for the financial records referred to in clause 37.1(b);
- (c) subject to the Act and these Rules, provide Members with access to the Register of Members and the minutes of General Meetings; and
- (d) perform any other duty or function imposed on the Secretary by this Constitution;
- (e) act as the Public Officer of the Association.



### 37. TREASURER

37.1 The Treasurer of the Association must;

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association;
- (b) ensure that the financial records of the Association are kept in accordance with the Act; and
- (c) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association; and
- (d) ensure that at least one other Committee Member has access to the accounts and financial records of the Association.

### 38. SUB-COMMITTEES

38.1 The Committee may, from time to time, establish sub-committees with terms of reference it considers appropriate.

38.2 The Committee will have absolute discretion in appointing and removing Members of a sub-committee.

### 39. LEAVE OF ABSENCE

39.1 The Committee may grant a Committee Member leave of absence from Committee meetings for a period not exceeding 3 months.

39.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

39.3 The Committee may, having obtained the consent of the proposed appointee, appoint an eligible Member of the Association to be an alternate Committee Member in place of a Committee Member who has taken a leave of absence in accordance with clause 39.1.

39.4 In determining whether to appoint an alternate Committee Member, the Committee will have regard to the length of the leave of absence to be taken by the Committee Member and the operational requirements of the Committee Member during that period.

39.5 The Member that holds office as an alternate Committee Member, while they so hold office, will be entitled to receive notice of Committee meetings and to attend and vote accordingly and to exercise all the powers of the Committee Member for whom they are acting as an alternate.

39.6 An alternate Committee Member must vacate office if:

- (a) the Committee Member for whom they are acting as an alternate returns from their leave of absence;
- (b) the Committee Member for whom they are acting as an alternate vacates or is removed from office as a Committee Member pursuant to these Rules; or
- (c) the Committee removes the alternate Committee Member from office.

## **PART 6 MISCELLANEOUS**

### **40. COMMON SEAL**

- 40.1 The Common Seal of the Association will be kept in the custody of the President.
- 40.2 The Common Seal will not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal will be attested by the signatures two members of the Committee.
- 40.3 Every use of the seal will be recorded in the Minute Book of the Association.



### **41. FINANCIAL YEAR**

- 41.1 The first financial year of the Association will commence on 24 September 2008 and end on 30 June 2009, and thereafter all subsequent financial years will commence on 1 July and end on 30 June in each year.

### **42. ALTERATION OF RULES AND STATEMENT OF PURPOSES**

- 42.1 These Rules may be altered (including alteration to name) or be rescinded and replaced by substituted Rules in accordance with the Act.
- 42.2 The registered Rules will 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.

### **43. SERVICE OF NOTICES**

- 43.1 Except as otherwise specifically provided by this Constitution, any notice that is required to be given to a Member, by or on behalf of the Association, including any Officer or Committee Member of the Association, under these Rules may be given by:
- (a) delivering the notice to the Member personally;
  - (b) sending it by prepaid post addressed to the Member at that Member's address shown in the Register of Members; or
  - (c) electronic transmission, addressed to the Member at that Member's electronic address shown in the Register of Members.
- 43.2 Notice is deemed to be received by a Member:
- (a) when delivered to the Member personally;
  - (b) if sent by prepaid post, five business days after posting; or
  - (c) if sent by electronic transmission, at the time and on the day shown in the sender's electronic transmission report.

### **44. FUNDS**

- 44.1 The funds of the Association will be derived from Entrance Fees, Annual Subscriptions, donations, fundraising activities and such other sources as the Committee determines from time to time.
- 44.2 Subject to these Rules, the income of the property of the Association will be applied solely towards the promotion of the objects of the Association and no portion of it will be paid or transferred directly or indirectly by way of dividend, bonus or in any other manner by way of profits to Members of the Association.
- 44.3 Nothing in these Rules prevents the payment by the Association in good faith of remuneration:

- (a) to any Officer or employee of the Association or to any Committee Member in return for any services actually rendered to the Association;
- (b) for goods supplied in the ordinary and usual course of business; and
- (c) for payment of interest on money borrowed from any Member.



#### **45. FINANCIAL RECORDS**

45.1 The Association must keep financial records that:

- (a) correctly record and explain its transactions, financial position and performance; and
- (b) enable financial statements to be prepared as required by the Act.

45.2 The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

45.3 The Treasurer must keep in their custody, or under their control:

- (a) the financial records for the current financial year; and
- (b) any other financial records as authorised by the Committee.

#### **46. FINANCIAL STATEMENTS**

46.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.

46.2 Without limiting clause 46.1 those requirements may include:

- (a) the preparation of the financial statements;
- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Committee;
- (d) the submission of the financial statements to the Annual General Meeting of the Association; and
- (e) if applicable, the lodgment of any such statements in accordance with the Act.

#### **47. WINDING UP**

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

47.2 In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any Members or former Members of the Association.

47.3 Subject to the Act, the surplus assets must be given to a body that has similar purposes to the Association, and which is not carried on for the profit or gain of its individual Members.

47.4 The body to which the surplus assets are to be given must be decided by special resolution of Members in General Meeting.

#### **48. NON-LIABILITY OF MEMBERS**

48.1 Members will not be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of a winding up of the Association.

#### 49. OFFICERS' INDEMNITY AND INSURANCE

49.1 Subject to the Act, the Association shall indemnify every person who is or has been an Officer out of the assets of the Association to the Relevant Extent against:

- (a) any liability incurred by the Officer in or arising out of the conduct of the affairs or business of the Association, or in or arising out of the discharge of the duties of the Officer, unless Constitution approved on 12 December 2025 out of conduct involving a lack of good faith; and
- (b) costs and expenses incurred by the person in defending any proceedings.

49.2 Without limiting clause 49.1, the Association may, to the extent to which the Association is not precluded by law from doing so, execute and deliver any deed, agreement or other document in favour of any Officer or former Officer to whom this clause applies confirming the indemnities contained in this clause, in relation to that person. This clause 49 shall apply whether or not any such deed, agreement or other document is given.

49.3 To the extent permitted by law, the Association may (but is not obliged to) pay, or agree to:

- (a) make payments of amounts by way of premium in respect of any contract effecting insurance on behalf, or in respect of, an Officer against any liability incurred by the Officer in, or arising out of, the conduct of the business of the Association, or in or arising out of, the discharge of the duties of the Officer; and
- (b) bind itself in any deed (in such terms as the Committee consider appropriate) with any Officer to make the payments.

49.4 For the purposes of this clause 49, "**Relevant Extent**" means:

- (a) to the extent the Association is not precluded by law from doing so;
- (b) to the extent, and for the amount that the Officer is not otherwise entitled, to be indemnified and is not otherwise actually indemnified; and
- (c) where the liability is incurred in or arising out of the conduct of the business of another corporation or association, or in the discharge of the duties of the Officer in relation to another corporation or association, to the extent and for the amount that the Officer is not entitled to be indemnified out of the assets of that corporation or association.

Appendix 1

**WOMEN'S INSOLVENCY NETWORK SOUTH AUSTRALIAN  
FORM OF  
APPOINTMENT OF PROXY**



I,.....  
(Name)

of.....  
(Address)

being a member of WinSA

Appoint.....

of.....

being a member of WinSA, as my proxy to vote for me on my behalf at the  
\_\_\_\_\_ of the Association (annual general meeting or general meeting, as the  
case may be) to be held on

.....20..... and at any  
adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert  
details).

Signed.....

Dated .....