THE LABORATORY MANAGERS ASSOCIATION OF SOUTH AUSTRALIA INC.



**ABN: 45891413257**

**CONSTITUTION**

**September 29, 2020**

1. **NAME**

The name of the incorporated not-for-profit organisation is **The Laboratory Managers Association of South Australia Incorporated,** referred to herein as“the Association”.

1. **INTERPRETATION**

In these Rules the following items shall have the following meanings unless the context indicates otherwise:

**"Act"** means the South Australian Associations Incorporation Act 1985, as amended.

**"Association"** means an Association and/or an organisation.

**"By-Law"** means a by-law of The Laboratory Managers Association of South Australia Incorporated made pursuant to clause 15

**"Commission"** means the Corporate Affairs Commission as defined in the Act.

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

**“Electronic Mail”** means email or any other electronic means that can be delivered to each individual member, including an SMS/text

**"Financial Member"** means a member who has paid their annual subscription.

**"Financial Year"** means the financial year of The Laboratory Managers Association of South Australia Incorporated, commencing on 1 July in one year and ending on 30 June of the following year

**"General Meeting"** means the Annual General Meeting or any Special General Meeting of The Laboratory Managers Association of South Australia Incorporated

**“Hub Group”** is a regional sub-group of The Laboratory Managers Association of South Australia Incorporated

**"Lapsed Member"** has the same meaning as in clause 5.3.2.2

**“LMASA”** an abbreviation ofThe Laboratory Managers Association of South Australia Incorporated.

**Member”** means a member of the Association, either a Financial Member or an Un-Financial Member but not Lapsed Members

**“Natural Person”** is an individual human being and not a legal, business or other entity.

**"Objects"** means the purposes of The Laboratory Managers Association of South Australia Incorporatedunder clause 3.

**"Office Bearers"** means the President, Vice-President, Secretary and Treasurer.

**"President"** means the President of The Laboratory Managers Association of South Australia Incorporated

**“Proxy”** a written authorization empowering another person to attend, vote and act for the signatory, at a meeting

**"Register"** means the register of members to be kept pursuant to the Act

**"Rules"** means the Constitution of The Laboratory Managers Association of South Australia Incorporated

**"Secretary"** means the Secretary of The Laboratory Managers Association of South Australia Incorporated

**"Special Resolution"** is as described in the Interpretation

section of the Associations Incorporation Act, 1985

**"Sub-Committee"** means any Sub-Committee of the Committee, along with co-opted members, appointed by the Committee to undertake responsibilities as determined by the Committee from time to time in accordance with clause 7.6

**“Treasurer” "** means the Treasurer of The Laboratory Managers Association of South Australia Incorporated

**“Un-Financial Member”** means a member who has not yet paid their annual subscription but is not yet a Lapsed Member.

**“Vice-Presiden**t" means the Vice-President of The Laboratory Managers Association of South Australia Incorporated

**"Working Party"** means a working party created by the Committee in accordance with clause 7.6

**"Year"** means a calendar year and **"month"** means a calendar month.

1. **OBJECTS**

**3.1** To act as a support for members.

**3.2** To facilitate training, education and development.

**3.3** To assist in communicating ideas and information.

1. **POWERS**

The Laboratory Managers Association of South Australia Incorporated will have all the powers conferred by Section 25 of the Act which must be exercised solely for furthering the Objects.

1. **MEMBERSHIP**

**5.1** **Eligibility**

5.1.1 Membership is open to all persons working in the education environment, both state and independent, as laboratory personnel in the science area.

5.1.2 To be eligible for membership, the person must reside in South Australia or the Northern Territory.

5.1.3 The Committee may grant membership to persons not eligible for membership under clause 5.1.2.

5.1.4 The decision of the Committee on the eligibility for membership shall be final and at the sole discretion of the Committee.

**5.2** **Procedures**

Procedures for application and admission will be determined by the Committee in accordance with the By-Laws.

**5.3** **Subscriptions**

**5.3.1**  **Annual Subscription**

Each member shall pay an annual subscription determined by the Committee in accordance with the By-Laws, and payable on the 1st of January.

**5.3.2 Non Payment of Subscriptions**

Any member whose subscription is in arrears by:

5.3.2.1 two (2) months in any calendar year shall be dealt with by the Committee in accordance with the By-Laws.

5.3.2.2 five (5) months in any calendar year shall automatically cease to be a member of The Laboratory Managers Association of South Australia Incorporated and shall forfeit all rights and claims upon The Laboratory Managers Association of South Australia Incorporated (“Lapsed Member’’).

5.3.2.3 Procedures for the lapsing of membership shall be determined by the Committee in accordance with the By-Laws.

**5.3.3 Life Membership**

5.3.3.1 The Committee may grant Life Membership to any member.

5.3.3.2 Procedures for Life Membership will be determined by the Committee in accordance with the By-Laws.

5.3.3.3 No membership subscription is required of members with Life Membership.

**5.4 Cessation**

**5.4.1 Termination**

Any member will cease to be a member if they:

5.4.1.1 resign from membership of The Laboratory Managers Association of South Australia Incorporated by notice in writing to the Secretary or Public Officer of the Association, or

5.4.1.2 cease to be a member in the circumstances referred to in clauses 5.3.2.2 above and 5.4.2 below.

**5.4.2 Expulsion**

The Committee may in accordance with the By-Laws expel a member for just cause. The member has the right to appeal to the Committee, who may reverse its decision. Once the Committee has reviewed its decision on the issue, the decision of the Committee shall be final and not subject to any further appeal.

**5.5 Register of Members**

The Committee shall cause to be kept and maintained a register of members, in which shall be entered the full name, school, school address, email address and date of entry of the name of each member.

The Register will also record, if applicable, the date of, and reason(s) for, termination of membership.

1. **EFFECTS OF MEMBERSHIP**

Member Obligations: Members acknowledge and agree that:

**6.1** they are bound by the Rules and By-Laws of The Laboratory Managers Association of South Australia Incorporated.

**6.2** they shall comply with and observe the Rules and the By-Laws and any determination or resolution which may be made or passed by the Committee.

**6.3** the Rules and the By-Laws are necessary and reasonable for promoting the Objects of The Laboratory Managers Association of South Australia. Incorporated

**6.4** they are entitled to such benefits, advantages, privileges and services of The Laboratory Managers Association of South Australia Incorporated upon such conditions as are prescribed under these Rules and By-Laws.

**7. THE COMMITTEE**

**7.1 Functions**

The Committee shall be responsible for the overall strategy and policy direction of The Laboratory Managers Association of South Australia Incorporated as well as the general conduct and management of the business, property and assets of the Association and may exercise all powers as are required under the Act or these Rules.

**7.2 Structure**

The Committee shall be comprised of a President, Vice-President, Secretary, Treasurer, and a minimum of four and a maximum of six Committee members, all of whom shall be financial members of the Association.

A committee member shall be a natural person.

**7.3** **Election of Committee**

7.3.1 No person shall be eligible to stand for election unless a member of the Association has nominated him/her at least seven (7) days before the meeting by delivering the nomination of that person to the Secretary of the Association. The nominations shall be signed by the proposer and by the nominee to signify willingness to stand for election.

7.3.2 If only the required number of persons are nominated to fill existing vacancies, the Secretary shall report accordingly to the Annual General Meeting, and the Chairperson shall declare such persons duly elected as Committee members.

7.3.3 Election of Office Bearers of the Committee, ie. President, Vice-President, etc, will be voted on by the members present at the Annual General Meeting.

7.3.4 The Committee may appoint a natural person to fill a casual vacancy, and such a Committee member shall hold office until the next Annual General Meeting of the Association and shall be eligible for reappointment.

**7.4**  **Disqualification of Committee Members**

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

7.4.1 disqualified by the Act;

7.4.2 expelled under the rules;

7.4.3 permanently incapacitated by ill health;

7.4.4 absent without apology for more than three Committee meetings;

7.4.5 absent for more than three Committee meetings without a reason that is deemed acceptable by the Committee;

7.4.6 ceases to be a member of the Association.

**7.5 Proceedings of The Committee**

7.5.1 The Committee shall meet together for the dispatch of business four (4) times per year, or as deemed necessary.

* + 1. Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote.
    2. A quorum for a meeting shall be half the Committee plus one.
    3. A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.
    4. If unable to attend a Committee meeting, a member of the Committee may in writing appoint a proxy from the members of the Committee, or may attend all or part of a meeting by telephone or other electronic means and may vote.
    5. The Committee may hold any meeting by electronic means in accordance with the requirements of the Constitution and the By-Laws.

**7.6 Sub-Committees, Working Parties and Hub Groups**

7.6.1 The Committee may appoint Sub-Committees to undertake specific roles on behalf of the Committee.

7.6.2 The Committee may establish Working Parties to complete specified tasks.

7.6.3 Both Sub-Committees and Working Parties may co-opt people outside the Committee to support them in their roles/tasks.

7.6.4 The Committee shall have the power, from time to time, to authorise the establishment of Hub Groups. The activities and conduct of the Hub Groups will be determined by the Committee in accordance with the By-Laws.

**8 GENERAL MEETINGS**

**8.1 Types**

**8.1.1** **Annual General Meeting**

An Annual General Meeting of The Laboratory Managers Association of South Australia Incorporated shall be held each year at such time and place as the Committee shall determine, after referring to the Act. The business of the Annual General Meeting shall be that required by the Act together with any other business identified by the Committee. The ordinary business of the Annual General Meeting must include:

8.1.1.1 confirming the minutes of the previous Annual General Meeting.

8.1.1.2 receiving from the Committee reports on the proceedings and transactions of the Committee during the preceding financial year, including the audited statement of the financial position of The Laboratory Managers Association of South Australia Incorporated.

8.1.1.3 electing the members of the Committee.

8.1.1.4 appointing auditors for The Laboratory Managers Association of South Australia Incorporated.

**8.1.2 Special General Meeting**

A Special General Meeting of The Laboratory Managers Association of South Australia Incorporatedmay be convened at any time by direction of the Committee or by such requisitions as are provided by the Act.

The Committee must, on receiving a requisition in writing, signed by not less than 5% of members, convene a Special Meeting of members, within 1 month of the receipt of the requisition, for the purpose specified in the requisition.

8.1.3 If within 30 minutes after the time appointed for the meeting, a quorum of members is not present, a meeting convened upon requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

8.1.4 No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

8.1.5 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 members.

**8.2** **Special and Ordinary Resolutions**

8.2.1 A special resolution as defined in section 2. Interpretation, of the Associations Incorporation Act 1985 is a resolution that must be passed by not less than 75% of those entitled to vote and in attendance at a General Meeting.

8.2.2 An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

**8.3 Proxies**

A member shall be entitled to appoint in writing a natural person who is also a member to be their proxy and attend and vote at any General Meeting of the Association.

**8.4 Notice of General Meetings**

8.4.1 Subject to 8.4.2, at least fourteen (14) days prior to the date of that meeting, a notice will be sent to members setting 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.

8.4.2 Notice of a meeting at which a Special Resolution is to be proposed shall be given at least twenty one (21) days prior to the meeting.

**8.5 Quorum**

Ten (10) members present personally or by proxy shall constitute a quorum at any General Meeting.

**8.6 Chairperson**

The President or in the absence of the President, the Vice-President, shall preside as Chairperson of a General Meeting, and in the absence of both the President and the Vice-President a Committee member, elected by the members at the meeting, shall preside.

**8.7 Voting**

8.7.1 Voting at a General Meeting shall be taken by a show of hands or as the Chairperson directs but any member present may demand a poll which shall be immediately taken, and the result declared by the Chairperson.

8.7.2 A poll demanded on the election of the Chairperson of a meeting or any question of an adjournment, shall be taken at the meeting without adjournment.

**8.8 Electronic General Meetings**

The Laboratory Managers Association of South Australia Incorporated may hold any General Meeting by electronic means in accordance with the requirement of the Rules and the By-Laws.

At such meetings, voting may be carried out by electronic means in accordance with the requirement of the Rules and the By-Laws.

**9. NOTICES**

**9.1** Notices may be given to any member or person on the Committee by sending the notice by electronic mail to the member’s electronic mail address, or by pre-paid post to the member’s registered school address.

**9.2** Where a notice is sent by electronic mail, service of the notice is deemed to be effected on the next business day after the electronic mail was sent, provided that there is no indication in writing that the electronic mail was not able to be sent.

**9.3** Where a notice is sent by post, service of the notice will be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 3 days after posting.

**10. MINUTES**

**10.1** Proper minutes of all proceedings of meetings of the Association and meetings of the Committee, shall be entered within one month after the following meeting in the minute books kept for the purpose.

**10.2** The minutes kept pursuant to this rule shall be voted on and accepted by the members (who were present at the previous meeting) and present at this meeting.

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

**11.** **LIABILITY**

The liability of members of The Laboratory Managers Association of South Australia Incorporated is limited.

**12. DISSOLUTION OF THE LABORATORY MANAGERS ASSOCIATION OF SOUTH AUSTRALIA INCORPORATED**

**12.1** If The Laboratory Managers Association of South Australia Incorporated shall be wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be disposed of in accordance with Section 43 of the Act.

**12.2** Surplus assets as defined in the Act, shall be given according to the By-Laws.

**13. THE SEAL**

**13.1** The Association shall have a common seal upon which its corporate name shall appear in legible characters.

**13.2** The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the President or the Vice-President and the Secretary, or other persons approved by the Committee for the purpose.

**13.3** The seal shall be kept in the custody of the Secretary, or such other person as the Committee may from time to time decide.

**14.** **DECISIONS ON THE MEANING OF THE RULES**

If any doubt arises as to the proper meaning of these Rules, the decision of the Committee shall be final and conclusive.

**15. BY-LAWS**

**15.1** The Committee may make By-Laws as it may deem appropriate for the proper conduct, control and management of The Laboratory Managers Association of South Australia Incorporated and, in particular, may by any such by-law regulate the:

15.1.1 management and good governance of The Laboratory Managers Association of South Australia Incorporated.

15.1.2 provision of services to or on behalf of The Laboratory Managers Association of South Australia Incorporated and its members.

15.1.3 conduct of members.

15.1.4 procedure of meetings of The Laboratory Managers Association of South Australia Incorporated, the Committee, Sub-Committees and Working Parties.

15.1.5 admission of members and their rights upon membership of The Laboratory Managers Association of South Australia Incorporated.

15.1.6 formation of any Sub-Committees and Working Parties, including the composition, terms of reference and other relevant matters, and

15.1.7 all such matters as are commonly the subject matter of regulation for the proper conduct of Associations, organisations and bodies similar to The Laboratory Managers Association of South Australia Incorporated and not otherwise expressly dealt with in this Constitution.

**15.2** Where a By-Law is inconsistent with this Constitution, the Constitution shall prevail to the extent of the inconsistency.

**16. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.