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## 1. Organisation and Membership

### *1.1. Organisation Name*

The name of the organisation shall be –  
Natural Health Society (S.A.) Inc.  
hereinafter referred to as “the Society.”

### *1.2. Objectives of the Society*

- 1.2.1. To promote the physical, intellectual and social well-being of people by way of lectures, social activities, discussions and any other activities.
- 1.2.2. To organise research that will enable the carrying-out of any, or all, the objects of the Society.
- 1.2.3. To encourage individual effort to restore the health of human beings, animals and plants by way of:
  - a. Consumption of whole foods;
  - b. Organic, biodynamic or similar methods of soil management;
  - c. Using and recommending only products that do not contain chemicals and/or compounds harmful to human beings;
  - d. Encouraging legislation to prohibit the use of harmful or potentially harmful chemicals, sprays, fertilisers, preservatives and/or any other harmful additives;
  - e. Encouraging legislation to exclude the use of nanotechnology or genetically engineered/modified components until such time as independent long-term studies have proved them safe for human health and the environment.
- 1.2.4. To lease, rent, establish, maintain and conduct rooms, or other places, for the attainment of these objects.

- 1.2.5. To buy and sell any apparatus, appliance, remedy, books, periodicals, charts or goods, to procure, grow, condition, compound, prepare, supply commodities and articles, for food or use, or any other such things of kindred nature, which may be found to be in any way advantageous to the objects of the Society and which complies with the "Associations Incorporation Act 1985."
- 1.2.6. To encourage co-operation with other people or bodies of similar interests by means of –
- regular members' meetings
  - distribution of a newsletter by electronic or other means.
- 1.2.7. In the carrying out of the objects of the Society there shall be no discrimination against any member, because of his or her race, gender, religious, political or other beliefs.
- 1.2.8. The Society shall operate as a non-profit organisation.

### **1.3. Affiliation**

The Society is not formally affiliated with, subordinate to or superior to any other organisation, either locally (South Australia), nationally or internationally.

### **1.4. Financial Year**

The financial year for the Society shall be from 1<sup>st</sup> January to 31<sup>st</sup> December.

### **1.5. Members**

- (a) Membership shall be open to those who uphold the aims of the Society and who are enrolled with the sanction of the Committee.
- (b) Participating membership of the Society is open to any person who is at least twelve (12) years of age  
*provided* the intended member
- (c) is committed to the objectives and guiding principles of the Society and agrees to comply with this constitution, and
- (d) has paid such membership fees as may be fixed from time to time by the Committee.
- (e) A member is subject to expulsion for any action which contravenes the objectives of the Society.

### **1.6. Life Members**

- (a) From time to time the Committee may recommend the appointment of Life Members from amongst those who have rendered the Society outstanding service. In acknowledgement of outstanding service, Life Members are not required to pay any subscription fee for membership.
- (b) Life Members shall be appointed individually at the Annual General Meeting by a vote of members present.

## 2. Roles and Responsibilities

### Roles

#### 2.1. *Officers*

- (a) Elected Officers of the Society shall be the following:

President

Vice President

Secretary

Treasurer

Librarian

Technology Coordinator

- (b) The officers shall be elected from financial members at the Annual General Meeting and shall have been members of the Society for at least twelve (12) months continuously prior to the Annual General Meeting.
- (c) A financial member may be elected to more than one (1) but no more than two (2) officer positions at any particular Annual General Meeting.
- (d) Such officers elected shall hold office for twelve months and be eligible for re-election.
- (e) In the event of any vacancy occurring in an elected Officer position during the year, the Committee shall have the power to appoint a new member to fill the vacancy without further reference to the membership.

#### 2.2. *Executive*

The Executive shall consist of the following Elected Officers

President

Vice President

Secretary

Treasurer

#### 2.3. *Auditor*

The Annual General Meeting shall, on the recommendation of the Committee, appoint any non-member to be the Auditor of the Society.

#### 2.4. *Public Officer*

The Committee shall from time to time appoint any member other than the Auditor to be the Public Officer of the Society and may revoke any such appointment.

### **2.5. *Committee of Management***

- (a) There shall be a Committee of Management, hereinafter referred to as “the Committee,” which shall comprise
  - i. the Elected Officers,
  - ii. the Public Officer and
  - iii. a minimum of four (4) members who shall be elected from financial members at the Annual General Meeting and shall have been members of the Society for at least six (6) months continuously prior to the Annual General Meeting.
- (b) Such Committee members elected shall hold office for twelve months and be eligible for re-election.
- (c) In the event of any vacancy occurring in a non-Officer position during the year, the Committee shall have the power to appoint a new member to fill the vacancy.

### **2.6. *Sub Committees***

Sub-committees may be appointed by the Committee for specific purposes.

### **2.7. *Assistant Roles***

The Committee may appoint an Assistant to any Elected Officer position on an as-needs basis; .the appointment shall stand until revoked by the Committee or the appointee resigns the position.

### **Responsibilities**

In the following descriptions, -

- The term “responsible for” means responsibility for performing the task rests with the identified position.
- The term “ensures” means the task may be delegated, and responsibility for completion rests with the identified position.

Responsibilities may be swapped between Roles until the next Annual General Meeting, with the agreement of the Committee (to facilitate better mix/match between skills and duties).

#### **2.8. *President***

The President is responsible for pursuing and driving the Objectives of the Society through appropriate activities. Those activities include, but are not limited to, -

- Strategic planning for the Society, in conjunction with the Committee
- In consultation with the Committee, expanding the membership through promoting the Society via various media
- Ensuring sound financial management
- Ensuring research to enable the Society to benefit from developments in technology
- Chairing the general meetings and Committee meetings
- Liaising with the Secretary and Committee to develop appropriate agendas for meetings
- In consultation with the Committee, preparing the Annual Report
- Being the “public face” of the Society

#### **2.9. *Vice President***

The responsibilities of the Vice President include, but are not limited to, -

- Deputising for the President
- Ensuring the maintenance of complete and accurate membership records
- Other duties as directed by the President

#### **2.10. *Secretary***

The responsibilities of the Secretary include, but are not limited to, -

- Managing all written correspondence
- Preparing appropriate agendas for all meetings, in consultation with the Committee
- Maintaining proper records of all meetings and decisions made
- Ensuring the production of the Society’s regular newsletter to members, including coordinating and sourcing the provision of appropriate material from members and external sources

- Engaging and arranging guest speakers for the general meetings, in support of the Society's primary objective
- Ensuring that all electronic communications are properly managed

### **2.11. Treasurer**

The Treasurer is responsible for the sound management and reporting of the Society's finances. The responsibilities of the Treasurer include, but are not limited to, -

- Maintaining proper records of the Society's finances, thereby facilitating audit by an independent authority or service provider
- Providing a complete and accurate written report at each meeting which summaries all financial activity since the previous report to such a meeting. Thus,
  - A report to a general meeting covers activity since the previous general meeting;
  - A report to a Committee meeting covers activity since the previous Committee meeting;
  - A report to an Annual General Meeting covers activity since the previous Annual General Meeting.

### **2.12. Librarian**

The Librarian supports the Society's objectives by managing the Society's collection of information which is available for loan to members. The collection includes –

- Printed material (books, magazines, newsletters, pamphlets, brochures, etc)
- Audio cassettes and Video cassettes
- Audio compact discs and Video compact discs.

The Librarian or Assistant Librarian -

- Determines appropriate borrowing fees
- Ensures the maintenance of appropriate records of the Society's library materials
- Manages the loan of material to members
- Manages the collection of borrowing fees and the account book, and reporting on those financial details to the Committee
- Coordinates the acquisition of new material and the disposal of old or surplus material
- Manages the dispersal of funds raised via borrowing fees by actions including –
  - Acquisition of new material for the Library
  - Payment of dividend to the Treasurer

### **2.13. Technology Coordinator**

The Technology Coordinator supports the Society's operations by

- Researching the use and relevance of audio and computer equipment, and making recommendations to the Committee
- Being responsible for the maintenance of the Society's electronic presence (web page/s, social media)
- Supporting the production of audio records of guest speakers, for the benefit of members who cannot attend meetings.

### **2.14. Executive**

The Executive is responsible for authorising financial activity on the Society's accounts.

### **2.15. Auditor**

The Auditor shall audit the Society's books of account, as provided by the Treasurer. The audit of the Society's financial affairs of the previous financial year shall be conducted as early as possible in the Society's new financial year.

### **2.16. Public Officer**

The Public Officer has legal responsibilities for submitting documents to appropriate authorities (such as Office of Business and Consumer Affairs, S.A. Government), and is the contact person for the official business of the organisation.

### **2.17. Committee**

- (a) The Committee shall be responsible for the general management of the Society and shall provide for the administration and control of the affairs and property of the Society.
- (b) The Committee shall have the following powers
  - to fix and vary subscription rates for members from time to time
  - to make rules for the collection thereof
  - to waive payment in cases of genuine hardship
  - to grant membership because of special circumstances.
- (c) The Committee may remunerate any person for services rendered to the Society.
- (d) The Committee may make rules consistent with this Constitution for the regulation of its own proceedings and for defining the respective powers and duties of any sub-committee or officer of the Society and for the government of the Society generally.
- (e) The Committee shall have power to appoint sub-committees for specific purposes. The President and Secretary shall be ex-officio members of all sub-committees. The Committee shall at all times retain the right to review or revoke any actions of its sub-committees or officers.
- (f) As necessary, the Committee shall set up a process for the hearing and determination of disputes between members.
- (g) A meeting of the Committee may be called by the President, or by any two Committee members via the President, whenever required.

### 3. Processes and Events

#### Processes

##### **3.1. Voting**

- (a) At all general meetings officers and financial members shall have one vote each.
- (b) At all meetings, the chairperson shall be entitled to a deliberative vote and to a casting vote where there is equality of voting.
- (c) All questions shall be decided by a simple majority except as prescribed for Alterations to the Constitution.
- (d) All elections shall be decided by secret ballot using optional preferential voting, where there is more than one candidate; where there is only one candidate, a simple vote shall be sufficient unless a secret ballot is called for.

##### **3.2. Minutes**

Accurate minutes shall be kept of all general meetings and shall be available for examination by any member. No resolution of a previous general meeting shall be rescinded unless members receive at least fourteen (14) calendar days' written notice of the proposed rescission.

##### **3.3. Finance**

- (a) The Committee shall cause to be kept proper books of account in which shall be kept full true and complete records of the affairs and transactions of the Society.
- (b) The Treasurer shall receive all monies and issue receipts for same and shall submit a financial statement at each Committee meeting which details the activity since the previous report.
- (c) The Committee shall take the necessary steps to open a bank account in the name of the Society and all monies received shall be paid into this account forthwith. All accounts other than the regular ones shall be authorised and passed by the Committee for that purpose.
- (d) Bank account/s can be operated upon by any two members of the Executive.
- (e) Two signatories of the Executive for the bank account/s shall not withdraw more than three thousand dollars (\$3,000) for any one item, without the simple majority vote of approval of financial members at a general meeting. This clause shall not limit the valid transfer of funds between the Society's accounts.



### **3.4. *Audit***

As soon as practicable after the close of the Society's financial year (and also whenever requested by the President of the Society), the financial affairs of the Society shall be audited by an independent auditor. The auditor's report on the financial affairs of the society shall be presented to the Committee or the Annual General Meeting.

### **3.5. *Assets***

No part or parts of the assets of the Society shall be given or transferred in any way to any member or members of the Society or to their family members or associates except that

- payments in good faith may be made to a member of the Society for services rendered to the Society, or for goods supplied in the ordinary way of business, or for any reasonable out of pocket expenses incurred by a member of the Society acting under the authority of the Committee, or
- surplus or obsolete materials and equipment may be disposed of as appropriate under the authority of the Committee.

### **3.6. *Alteration to Constitution***

- (a) Alterations to this Constitution may be made by a resolution passed by a two thirds majority of those present and entitled to vote at a general meeting.
- (b) At least one calendar months' notice of the meeting and of the proposed alteration/s shall be given.

### **3.7. *Membership - Resignations***

- (a) Annual membership subscriptions shall be due at the start of the Society's financial year. Any member whose subscription is outstanding after the April meeting date will be deemed to have resigned from the Society and will no longer be entitled to any of the privileges of membership and will no longer receive the newsletter. Such members whose membership has lapsed are to be notified of such lapse by the Vice President.
- (b) Any member resigning from the Society or ceasing to be a member from any cause whatsoever shall not be entitled to, nor have any claim upon, any portion whatever of the property of the Society.

### **3.8. *Membership - Expulsions***

Expulsion of a member shall be by decision of the Committee (see *Membership* section).

Appeals against such expulsion shall be determined by an Appeals Panel elected by members at a general meeting.

### **3.9. *Regulations***

The Committee may make regulations consistent with this Constitution for the better management of the Society including -

- i. the conduct of elections;
- ii. disputes between members;
- iii. all other relevant matters.

**Events**

**3.10. General Meetings - Annual and Special**

- (a) Annual General Meetings shall be held during the month of March and shall be open to the public.
- (b) The Annual General Meeting shall –
  - i. Choose a Chair from the floor who is a financial member;
  - ii. Confirm the Minutes of the previous Annual General Meeting and of Special General Meetings if any;
  - iii. Receive and adopt the Annual Report of the Committee;
  - iv. Receive and adopt the audited statement of accounts and payments and balance sheet for the financial year;
  - v. Elect the Officers and Committee members for the coming year;
  - vi. Appoint an auditor;
  - vii. Transact other business of which fourteen (14) calendar days' written notice has been given.
- (c) Special General Meetings may be called by the President or at the request of at least five (5) financial members of the Society provided that at least fourteen (14) calendar days' written notice is given to all members and the business to be discussed is in the notice.
- (d) The President, or in his/her absence the Vice President, of the Society shall preside at all general meetings of the Society. If the President and Vice President shall be absent, unable or unwilling to act as Chairperson of a meeting the members present at the meeting shall appoint one of their number to be Chairperson.
- (e) A number equivalent to ten percent (10%) of the financial members, other than Committee and Officers, present at Special General Meetings shall constitute a quorum.
- (f) A number equivalent to fifteen percent (15%) of the financial members, other than Committee and Officers, present at Annual Meetings shall constitute a quorum.
- (g) There is no recognition of proxy votes.

**3.11. Committee Meetings**

- (a) The Committee shall meet at least five (5) times in each year.
- (b) If any member of the Committee is absent from three (3) consecutive meetings without an acceptable apology or leave, membership of the Committee may be terminated by the Committee.
- (c) Five (5) members, including two (2) Officers, shall constitute a quorum at Committee meetings.

**3.12. Winding Up**

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