



## **SELF INSURERS OF SOUTH AUSTRALIA INC**

### **CONSTITUTION**

#### **1. NAME**

The Association is registered as the SELF INSURERS OF SOUTH AUSTRALIA INC ("**SISA**"), being a non-profit Association.

#### **2. OBJECTIVES**

- (a) To be the recognised representative body for self insurance in South Australia.
- (b) To provide networking, information, support and guidance to self insurers with regard to:
  - (i). Their rights and obligations under the South Australian return to work scheme and relevant work health and safety legislation.
  - (ii). Events and developments of interest to members.
- (c) To be a financially strong and growing association that:
  - (i). Includes all eligible self insurers in its membership.
  - (ii). Aably represents its members in, and directs its members' funds towards, the development of an environment that is conducive to the role of self insurance in the State's economic and social wellbeing.
  - (iii). Is legally compliant and managed to the required prudential standards.
  - (iv). Is respected by regulators, Government, employer and employee associations.
- (d) To promote the highest levels of achievement in work health and safety and return to work both within the SISA membership and to the broader community.
- (e) To ensure that self insurers' views are known when legislation and policy development are under consideration.
- (f) To facilitate the delivery of relevant, high quality and cost-effective education and training to self insurers.
- (g) To provide support and advice to organisations seeking self insurer status under the South Australian legislation.
- (h) To do all such things as are incidental or conducive to the attainment of the above objects.

#### **3. THE ASSOCIATION**

SISA shall have power with the authority of the Committee to do the following:

- (a) Insofar as the law may allow to purchase, acquire, hold, maintain, lease and dispose of, (by sale, lease or licence or otherwise howsoever) any real or personal property and

to erect, purchase, hire, maintain or furnish any buildings or appliances for the use and purpose of SISA.

- (b) To borrow or raise money with or without security by any means whatsoever including overdraft, for any purpose of SISA and to mortgage or pledge any asset of SISA as security for any loan guarantee and insofar as the law may allow to grant any debenture or fixed or floating charge over the assets of SISA or any of them.
- (c) To publish such magazines, periodicals and reports as may be determined from time to time and to promote education and literature with reference to the objectives of SISA.
- (d) To affiliate with any body whether incorporated or not, having the same or similar objectives and to appoint representatives to any such bodies.
- (e) To assist in or concur in the establishment of any other Association having similar objectives.
- (f) To employ and dismiss employees or agents.
- (g) To give donations, subsidies or contributions to any association or body, whether social, benevolent, educational patriotic, charitable or otherwise, and to establish and support or aid in the establishment and support of associations, institutions, funds or trusts of a social, educational, benevolent, patriotic or charitable nature and to endow, establish or give donations to or for scholarships, bursaries and grants of an educational nature.
- (h) To make any investment approved by the Committee.
- (i) To do all such acts and things as may be calculated to attain or assist in the attainment of all or any of the objectives SISA as the Committee may in its absolute discretion decide.
- (j) The income and property of SISA, however derived, shall be applied solely towards the promotion of the objectives of SISA, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of SISA or relatives of such members, providing that nothing herein shall prevent payment in good faith of remuneration to any officer or servant of SISA or to any member of SISA in return for any service actually rendered to SISA or reasonable and proper rental for premises let to SISA by any member of SISA.
- (k) Membership of SISA does not confer on a member, except as may be provided by the rules of SISA, any right, title or interest in any real or personal property of SISA. A member of SISA is not liable, except as may be provided by the rules of SISA, for the debts and liabilities of SISA.

#### **4. MEMBERSHIP**

- (a) Any employer that:
  - (i) Is granted self insured employer status by the Board of the Return to Work Corporation of South Australia (trading as ReturnToWorkSA) under Section 129 of the South Australian *Return to Work Act 2014* as amended from time to time, or

- (ii) Is granted a licence by the Commonwealth Safety, Rehabilitation and Compensation Commission under Section 104 of the Commonwealth *Safety, Rehabilitation and Compensation Act 1988* as amended from time to time, or
- (iii) Is deemed to be a self insured employer under Section 130 of the South Australian *Return to Work Act 2014* as amended from time to time, or
- (iv) Is self insured under section 129(2)(b)(i) of the South Australian *Return to Work Act 2014* as amended from time to time.

and wants to become a full member of SISA must furnish its name and address and the name of its nominated representative to the Manager, together with the portion of the annual subscription payable under clause 4(d). The power of electing members shall vest in the Committee and such elections shall be conducted in such manner as the Committee shall determine. The Committee shall have an absolute discretion in determining whether to admit an applicant to full membership.

(b) Any person or entity that is:

- (i) Eligible for but has not yet obtained self insured employer status under section 60 of the South Australian *Return to Work Act 2014* as amended from time to time , or
- (ii) Eligible for but has not yet obtained a licence under Section 104 of the Commonwealth *Safety, Rehabilitation and Compensation Act 1988* as amended from time to time, or
- (iii) A person or entity that provides services to any member admitted by the Committee under clause 4(a), or
- (iv) Is a related body corporate of an employer who is a full member, or
- (v) Deemed to be a self insured employer under Section 130 of the *Return to Work Act 2014*;

can apply to the Committee to become an associate member of SISA. The Committee shall have an absolute discretion in determining whether to admit an applicant to associate membership. An associate member may attend all general meetings and other events held by SISA but does not have the right to vote.

(c) Any person or entity that has, in the opinion of a quorum of the Committee, rendered exceptionally meritorious service to SISA and its members, may be made an honorary life member of SISA under such terms as the Committee may determine from time to time. However, membership under this clause 4(c) does not provide the right to vote as SISA members or to nominate for Committee membership.

## **5. MANAGEMENT**

- (a) The general affairs of SISA shall be under the management and direction of the Committee, who shall be appointed, (subject to section 30 of the South Australian *Associations Incorporation Act*), by the members in an annual general meeting.
- (b) The Committee shall consist of at least five (5) members and no more than twelve (12) members, one of whom will be the chairperson of SISA. Representation of self insured employers registered under Section 130 of the *Return to Work 2014*, shall be less than half of the total number of the Committee at any one time. Committee members shall

be elected by the membership at an annual general meeting and shall be the nominated representative of their full member organisation.

- (c) Office bearers of the Committee shall consist of the Chairperson, Deputy Chairperson and Treasurer.
- (d) The person nominated to have the authority of SISA will be the Chairperson, or in his/her absence, the Deputy Chairperson.
- (e) The Manager is directly responsible to the Chairperson and the Committee of SISA. The role of the Manager is to promote the SISA's profile, liaise with other organisations and provide service to members. The Manager is also responsible for the administration of SISA and the maintaining of SISA's records.
- (f) Members of the Committee and employees, of SISA shall at all times act honestly and with reasonable diligence in the discharge of the duties of their office. They shall not breach confidentiality of the Committee as defined by the Committee from time to time, or in relation to a particular matter as it arises, make improper use of the information acquired by virtue of their positions as members of the Committee or employees of SISA so as to gain directly or indirectly an advantage for themselves or any other person, or so as to cause a detriment to SISA. Where such action takes place, the office bearers of SISA shall determine appropriate action which may include expulsion from the Committee. The member or members shall be advised in writing of notice of the office bearers' determination and be given the right to reply in terms of natural justice at the next Committee meeting.
- (g) Members of the Committee shall at all relevant times act in the best interests of the Association and self insurance generally, as determined by the Committee from time to time; and
  - (i) Where a policy or decision of the Committee conflicts with the commercial or other interests of the employer of one or more members of the Committee, or conflicts with the personal interests of a member or members, that member or members must, (subject to sections 31 and 32 of the *South Australian Associations Incorporation Act*), consider the interests of the Association and self insurance generally, as determined by the Committee, in precedence to the interests of the relevant employer or employers, or the personal interests of the member or members.
  - (ii) Any member of the Committee who is unable to comply with paragraph (g)(i) for any reason must abstain from any vote of the Committee where the conflict may influence that member's vote.
- (h) Members of the Committee must not act with an intent to deceive or defraud SISA, its members or creditors of any other person or body corporate.
- (i) All members of the Committee:
  - (i) Shall hold office for no more than two years but may be re-elected.
  - (ii) must give notice at least 21 days prior to the annual general meeting, immediately preceding their second year of elected office of their intention to complete the remainder of their term of office.

- (iii) in the absence of the notice required under Section 5(i)(ii) the Committee member shall cease to hold office and their position on the Committee shall be declared vacant.
- (j) The Committee shall cause minutes to be made and retained for the purpose of all resolutions of any proceedings at meetings of the Committee and of any annual general meeting of SISA. The minutes must be confirmed by those present at a subsequent meeting and signed by the person who presided at the meeting at which the proceedings took place or by the person presiding at the meeting at which the minutes are confirmed. The minute records must be kept at the office of SISA. Minutes of annual general meetings must be available for inspection by members without charge.
- (k) A casual vacancy in the Committee occurs if:
  - (i) a Committee member is disqualified under section 30 of the *South Australian Associations Incorporation Act*;
  - (ii) a Committee member resigns in writing;
  - (iii) a Committee member dies;
  - (iv) the Committee declares vacant a position under clause 5(l);
  - (v) a Committee member ceases to be the nominated representative of a full member or becomes the nominated representative of a different full member; or
  - (vi) the full member, which nominated the committee member as its nominated representative, ceases to be a full member.
- (l) If a Committee member does not attend three consecutive Committee meetings without an apology acceptable to the Committee, the Committee may declare vacant that Committee member's position. The Committee must first notify the Committee member in writing of the intended action and give the Committee member an opportunity to explain his or her absence.
- (m) If a casual vacancy occurs under clause 5(k), the Committee may:
  - (i) Appoint an interim Committee member who is an employee of a full member and is authorised by the full member to be so nominated, to hold office until the next annual general meeting; or
  - (ii) Invite the full member which had nominated the former Committee member as its nominated representative to nominate a replacement; or
  - (iii) Leave the vacancy unfilled until the next annual general meeting.

## **6. QUORUM AND VOTING**

- (a) The quorum for Committee meetings shall be five members.
- (b) Committee members may attend and vote at Committee meetings by telephone provided that:
  - i. Telephone attendance of Committee meetings by any member is not any more frequent than one meeting in three without the prior approval of the Committee.

- ii. Any telephone attendance of Committee meetings must be arranged with and approved by the Manager or Office Manager of SISA no less than one week in advance of the relevant meeting.
  - iii. Committee members attending by telephone must at all times ensure that no other person is able to monitor or overhear the proceedings of the relevant Committee meeting. Failure to comply with this requirement will be deemed to be a breach of clause 5(f).
  - iv. Any cost of attendance by telephone (beyond the cost of equipment purchased or leased by SISA to facilitate such attendance) is to be borne by the relevant Committee member or the organisation he or she represents.
  - v. The Committee may impose such further conditions and guidelines on telephone attendance as it sees fit.
  - vi. The Committee may extend, suspend or remove the telephone attendance rights of any member for any reason it sees fit.
- (c) The quorum for general meetings shall be the nominated representatives of twelve full members (present in person or by proxy appointed under clause 12).
  - (d) If there shall not be a quorum at the expiration of 30 minutes from the time appointed for any meeting, such meeting shall stand adjourned for a period not exceeding fourteen (14) days and the Chairperson may determine that those present at an adjourned meeting shall constitute a quorum. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (e) Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairperson of the meeting shall have a second and casting vote.
  - (f) Subject to clause 8(d) of this constitution:
    - (i) at a Committee meeting, each committee member shall be entitled to one vote;
    - (ii) at a general meeting, the nominated representative of each full member (present in person or by proxy appointed under clause 12) shall be entitled to one vote.

## **7. SUB COMMITTEES**

- (a) The Committee may establish and terminate sub-committees to advise the Committee on any matter as it thinks fit.
- (b) The Committee may appoint and remove the members of any sub-committee.
- (c) The Committee may set and vary the terms of reference and procedural rules of any sub-committee.
- (d) Each sub-committee must:
  - (i) make recommendations to the Committee on issues raised by the Committee;
  - (ii) provide expertise, advice, recommendations and assistance to the Committee, other sub-committees, full members and associate members on matters relevant to its terms of reference.
- (e) Each sub-committee must conform to the aims, objectives and policies of SISA.

- (f) The Committee may appoint a person to convene and chair the meetings of each sub-committee, or it may require each sub-committee to elect its own chair..

## **8. EXPULSION OF MEMBERS**

- (a) A member may be expelled from SISA by being in breach of the Constitution and/or where it is perceived by the Committee that the said member has acted contrary to the interests of SISA. In the case of expulsion, the Committee will give twenty-one (21) days' notice and reasons for the expulsion.
- (b) It shall be open to a member to appeal to SISA in a general meeting against the expulsion. The intention to appeal shall be communicated to the Manager of SISA within fourteen (14) days after the determination of the Committee has been communicated to the member.
- (c) In the event of an appeal, the appellant's membership of SISA shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of SISA in a general meeting, after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.
- (d) Un-financial members automatically lose their right to vote at meetings of SISA. If a Member remains un-financial after a period of ninety days, membership of SISA will expire, unless prior arrangement has been made with the Committee.
- (e) A full member losing its self insured status, is no longer eligible to remain as a Full member of SISA but may, at the sole discretion of the Committee, retain membership as an associate member.

## **9. THE SEAL**

- (a) SISA shall have a common seal upon which its corporate name shall appear in legible characters.
- (b) 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 SISA. The affixing of the seal shall be signed and witnessed by the Chairperson and one other member of the Committee.
- (c) The seal shall be kept in the custody of the Manager of SISA or such other person as the Committee may from time to time decide.

## **10. GENERAL MEETINGS**

The annual general meeting of SISA shall be held within five (5) months after the end of its financial year, at such time and place as shall be determined by the Committee. At any such meeting the following business shall be transacted:

- (a) The annual report of the committee to the members and the financial statement of SISA for the past year, duly audited, shall be presented.
- (b) Any matter affecting the welfare of SISA which notice has been given or which the Committee may bring forward shall be considered. All relevant documentation shall be circulated with the notice of meeting.

- (c) Any other business which is lawful or proper to transact at such meeting.
- (d) Any vacancies on the Committee shall be filled by election, nominations having been called from all full members and closing one week prior to the annual general meeting. office bearers shall be elected by the Committee at its first meeting after the annual general meeting.
- (e) Twenty-one (21) days notice specifying the time and place of such annual general meeting shall be given to the members.

#### **11. SPECIAL GENERAL MEETINGS**

The Committee may whenever it thinks fit shall, upon in receipt of a requisition in writing from no less than one tenth of the financial full members of SISA specifying the object for which such meeting is proposed to be called, convene a special general meeting of SISA.

Such meeting shall be called after twenty-one (21) days notice or by such other means as the Committee may determine, setting forth the date and place of the meeting and the business to be transacted thereat.

All relevant documentation shall be published or circulated with the notice of meeting.

#### **12. PROXIES**

A nominated representative of a full member of SISA, shall be entitled to appoint another representative of that full member to be his/her proxy to attend and vote at any general meeting of SISA, in writing on a form as attached to the notice of general meeting.

#### **13. FINANCIAL YEAR**

The financial year of SISA is from 1 July to 30 June of each year.

#### **14. AUDITORS**

SISA will prepare and keep true and fair accounts of SISA which are to be properly audited by either a registered company auditor, a firm of registered company auditors, a member of the Australian Society of Accountants, a member of the Institute of Chartered Accountants in Australia or such other person who may be approved by the Corporate Affairs Commission as an auditor.

The Committee of SISA shall cause the audited accounts of the association to be laid before the members of the association at the annual general meeting.

The auditors of SISA shall be appointed by the Committee. They need not be members of SISA. If the Committee shall determine to change the auditors, it shall give a full report on reasons for such change to the members at a general meeting of SISA.

The auditors shall make a report to the Committee upon the balance sheet and accounts and in every such report shall state whether the balance sheet is a full and fair statement containing all necessary particulars and is properly drawn up so as to show a true and correct view of SISA's affairs.

#### **15. ALTERATIONS TO CONSTITUTION AND DISSOLUTION**

This Constitution may not be altered unless at a general meeting of SISA when notice of the proposed alteration is included in the notice of meeting given to members and the proposed alteration is supported by the Nominated Representatives of one half plus one of the financial



full members of SISA present in person or by proxy appointed under clause 12 and voting on such alteration.

SISA may not be dissolved or its name changed unless such dissolution or change of name is carried by resolution at a general meeting of SISA where notice of the same is included in the notice of the meeting given to members and such resolution is supported by three-quarters of the nominated representatives of members present in person or by proxy appointed under clause 12 and entitled to vote at such general meetings. On a resolution being carried for the dissolution of SISA, the property of SISA whether real or personal, remaining after payment of all debts and legal liabilities shall, subject to section 43 of the *South Australian Associations Incorporation Act*, be transferred to such association or associations with identical or similar aims and objectives as itself, or to an institution or charitable organisation as determined by resolution of the general meeting.