Resolution – Amendment of the Rules

The National Committee has taken this opportunity to undertake a broader review of the Rules to modernise and improve governance. A full copy of the amended Rules in mark-up is in the document “Updated SAA Rules”.

The proposed amendments are summarised below.

Rule	Summary
Rule 2	Included a definition for the 'Commission' which has the same meaning as in the Act, and updated references to the "CBS, Corporate Affairs Commission".
Rule 2	Deleted the definition of the Associations Incorporation Regulations 2008 (SA) which is no longer in force.
Rule 6.2(a)	The Rules currently use both "Deputy President" and "Vice President". This amendment ensures a Vice President is used consistently throughout.
Rule 6.2(m)	Insert a provision that if the Committee falls below 4 members (being the minimum required for quorum), the remaining members may only act to fill vacancies. This prevents a reduced Committee from transacting substantive business without proper governance oversight.
Rule 6.3(b)	Correct a grammatical error ("the President unable" amended to "the President is unable").
Rule 6.5(b)	Insert minimum meeting frequency – the Committee must meet at least 4 times per year. This ensures the Committee exercises active oversight of the Association's affairs.
Rule 6.5(c)	Insert notice period for Committee meetings – at least 7 days' written notice (unless the Committee agrees otherwise). This ensures Committee members have adequate opportunity to prepare for meetings.
Rule 6.5(d)	Clarify that a Committee member participating by technology is taken to be present at the meeting. This removes any doubt about whether technology participants count towards quorum and may vote.
Rule 6.5(h)	Lower the threshold for Committee circular resolutions from unanimity to the requisite majority (being not less than 50% for an Ordinary Resolution, or not less than 75% for a Special Resolution). Currently, business can only be transacted by written resolution if every Committee member signs, meaning one absent or unresponsive member can prevent the Committee from acting between meetings. A majority threshold allows the Committee to function more efficiently.
Rule 10.3(e)	Insert a deemed service provision for notices sent by email, providing that service is deemed effected at the time the email is sent. The current Rules contain a deemed service rule for post but not for email.
Rule 10.4(a)	Reduce the quorum for general Meetings from 10 to 7 executive Members present personally or by proxy. This reflects the practical difficulty of

	achieving the current quorum threshold and ensures the Association can conduct its business efficiently while still maintaining meaningful Member participation.
Rule 10.5(c)	Expressly permit Members' circular resolutions to be executed in electronic form (e.g. by email or electronic signature). The current rule only contemplates physical documents, which is outdated. The threshold for executive Member circular resolutions is also lowered from unanimity to the requisite majority (being a simple majority for an Ordinary Resolution, or not less than 75% for a Special Resolution) to improve efficiency where there is one absent or unresponsive member.
Rule 10.5(d)	Insert casting vote for the Chairperson at general Meetings in the event of an equality of votes. This ensures there is a mechanism for resolving tied votes and avoiding deadlock.
Rule 10.8	Expanded the existing proxy rule to make clear how a proxy is appointed (in writing, received by the Secretary prior to the Meeting), what the proxy can vote on (as set out in the proxy form, or as they think fit if no directions given), and that a proxy may be appointed for more than one meeting. This ensures sufficient particularity as recommended by CBS guidance.
New rule 10.9	Expressly authorise general Meetings to be held by technology, and confirm that Members participating by technology are taken to be present for quorum and voting purposes. The current Rules have no such provision, meaning virtual general meetings are not authorised. This amendment provides flexibility for future meetings where Members are geographically dispersed.
Rule 14	Expand the winding up provision to expressly state that a decision to wind up must be approved by Special Resolution, that the Committee must follow the appropriate process with Consumer and Business Services, and that the Association's registration is cancelled on completion of the process. These requirements already exist under the Act but are now stated in the Rules for clarity and sufficient particularity.
New rule 16	Insert an indemnification provision for officers, providing that the Association will indemnify officers against liability incurred in defending proceedings in which judgement is given in their favour or they are acquitted. This provides comfort to Committee members acting in good faith and is standard practice for incorporated associations.
New rule 17	Insert a dispute resolution mechanism providing a structured process for resolving disputes between Members, or between a Member and the Association, before resorting to court proceedings. This includes a requirement to meet and attempt resolution within 14 days, an option for independent mediation, and confirmation that Members retain their rights under section 61 of the Act.