

RULES
of
ETSA PAST EMPLOYEES ASSOCIATION INCORPORATED

(Registered Number A0022501M)

(revised 27th July 2011)

1. NAME

The name of the incorporated association is ETSA Past Employees Association Incorporated referred to herein as *the association*.

2. DEFINITIONS

committee means the committee of management of *the association* referred to in 6.
committee member means a person who has become a committee member pursuant to 6.3.
ETSA (as the context allows) means The Electricity Trust of South Australia constituted by the Electricity Trust of South Australia Act, 1946.
ETSA Utilities means the partnership of CKI Utilities Development Limited (ABN 65 090 718 880), HEI Utilities Development Limited (ABN 82 090 718 951), CKI Utilities Holdings Limited (ABN 54 091 142 380), HEI Utilities Holdings Limited (ABN 59 091 142 362) and CKI/HEI Utilities Distribution Limited (ABN 19 091 143 038) each incorporated in Malaysia and their heirs successors and assigns.
general meeting means a general meeting of *members* of *the association* convened in accordance with these rules.
member means a member of *the association*.
the Act means the Associations Incorporation Act 1985 being South Australian Act No. 30 of 1985 as amended.
month means a calendar month.

Words importing the singular include the plural and vice versa.

3. OBJECTS OR PURPOSES OF THE ASSOCIATION

The objects of *the association* are:

- 3.1 to promote the interests, welfare and good fellowship of *members* and to promote recreational and social activities for *members*; and
- 3.2 to promote activities associated with the electric power industry.

4. POWERS OF THE ASSOCIATION

In addition to all the powers conferred by section 25 of *the Act* the association shall have the power to:

- 4.1 receive, accept and solicit subscription fees, donations, endowments and gifts of money, lands, hereditaments, stocks, funds, shares, securities and any other assets;
- 4.2 affiliate with any body, whether incorporated or not, having the same or similar objects, or compatible or complementary objects, and to appoint representatives to any such body;
- 4.3 assist in or concur in the establishment of any other association having similar or complementary objects;
- 4.4 join or affiliate with any other body in carrying out any purpose for which *the association* is formed either in partnership or in any other arrangements for joint action or co-operation;
- 4.5 give donations, subsidies or contributions to any association, or body, whether social, benevolent, educational, patriotic, charitable or otherwise;
- 4.6 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
- 4.7 endow, establish or give donations to or for scholarships bursaries and grants in aid of an educational nature.

5. MEMBERSHIP

5.1 Types

The types of membership shall be:

Ordinary Members;
Life Members;
Honorary Members.

5.1.1 Ordinary Members

To be eligible for Ordinary Membership, a person shall:

- 5.1.1.1 have been employed by *ETSA* or another electric power industry employer;
- 5.1.1.2 be the spouse or partner of a deceased person who at the time of his or her death was a *member*; or
- 5.1.1.3 be a person recommended by the *committee* and approved by the *members* in *general meeting*.

5.1.2 Life Members

The *committee* may appoint as a Life Member any *member* who has given meritorious service to *the association*.

5.1.3 Honorary Members

The *committee* may appoint as an Honorary Member any person who has given outstanding or valuable service to the electric power industry.

5.2 Subscription fees

- 5.2.1 Subscription fees are not payable by Life Members or Honorary Members.
- 5.2.2 Annual subscription fees for Ordinary Members shall be determined from time to time by *members* in *general meeting*. In lieu of annual subscriptions *members* may make a “whole of life” payment as determined from time to time by *members* in *general meeting*.
- 5.2.3 Annual subscription fees shall be payable on 1 August in each year.
- 5.2.4 Any *member* whose annual subscription fee is outstanding for more than three *months* after the due date for payment shall cease to be a *member* provided that the *committee* may reinstate the membership of such a person on such terms as it thinks fit.

5.3 Resignations

A *member* may resign from membership of *the association* by giving written notice thereof to the secretary or Public Officer of *the association*. Any member so resigning shall be liable for any outstanding subscription fee which may be recovered as a debt due to *the association*.

5.4 Expulsion of a Member

- 5.4.1 Subject to giving a *member* an opportunity to be heard or to make a written submission, the *committee* may resolve to expel a *member* upon a charge of misconduct detrimental to the interests of *the association*.
- 5.4.2 Particulars of the charge shall be communicated to the *member* at least one *month* before the meeting of the *committee* at which the matter will be determined.
- 5.4.3 The determination of the *committee* shall be communicated to the *member*. If the *committee* resolves to expel the *member* the *member* shall, (subject to 5.4.4), cease to be a *member* 14 days after the communication.
- 5.4.4 A *member* may appeal to *the association* in *general meeting* against the expulsion. The intention to appeal shall be communicated to the secretary or Public Officer of *the association* within 14 days after the communication referred to in 5.4.3.

5.4.5 Following an appeal, the appellant's membership of *the association* shall not be terminated unless the determination of the *committee* to expel the appellant is upheld by the *members* in *general meeting* after the appellant has been heard by *members* in *general meeting* and, if the determination of the *committee* is upheld, membership will be terminated at the date of the *general meeting*.

5.5 Register of Members

A register of *members* must be kept and contain:

- 5.5.1 the name and address of each *member*;
- 5.5.2 the date on which each *member* was admitted to *the association* provided that the date of admission to *the association* need not be recorded in the case of *members* admitted prior to 1 July 2003; and
- 5.5.3 if applicable, the date of, and reason(s) for, termination of membership.

5.6 Application for Ordinary Membership

- 5.6.1 An application for Ordinary Membership shall be made in writing in such form as the *committee* prescribes from time to time and be signed by the applicant.
- 5.6.2 The *committee* may in its absolute discretion accept an application for Ordinary Membership.
- 5.6.3 Upon acceptance of the application by the *committee* and payment of the first subscription fee, the applicant shall be a *member of the association*.

6. THE COMMITTEE

6.1 Powers and Duties

- 6.1.1 The affairs of *the association* shall be managed and controlled by the *committee* which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of *the association*, and are not by *the Act* or by these rules required to be done by *the association* in *general meeting*.
- 6.1.2 The *committee* has the management and control of the funds and other property of *the association*.
- 6.1.3 The *committee* shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of *the association* on which these rules are silent.
- 6.1.4 The *committee* shall appoint a Public Officer as required by *the Act*.

6.2 Composition

6.2.1 The *committee* shall be comprised of:

6.2.1.1 a president, a vice-president, a secretary, a treasurer and eight ordinary members;

6.2.1.2 any person who is a *committee member* by virtue of 6.3.3;

6.2.1.3 the immediate past president (for a period not exceeding two years after ceasing to be president); and

6.2.1.4 a person nominated by *ETSA Utilities*.

6.2.2 A *committee member* shall be a natural person.

6.3 Appointment

6.3.1 *****

6.3.2 At each annual *general meeting* six *members* shall be elected as *committee members* to hold office until the conclusion of the second annual *general meeting* following their election.

6.3.3. A person who, having immediately before the annual *general meeting*, held the office of president, vice-president, secretary or treasurer and is not elected as a *committee member* pursuant to 6.3.2 shall be a *committee member* and hold the office formerly held until the conclusion of the next committee meeting.

6.3.4 A retiring *committee member* shall be eligible to stand for re-election. Any *member* seeking election or re-election as a *committee member* must be nominated by another *member of the association*. The nomination must be signed by the proposer and by the nominee and delivered to the secretary of *the association* at least 42 days before the meeting at which the election is to take place.

6.3.5 Notice of all persons seeking election to the *committee* shall be given to all *members of the association* with the notice calling the meeting at which the election is to take place.

6.3.6 The *committee* may appoint a person to fill a casual vacancy for the unexpired portion of the term of the *committee member* being replaced.

6.3.7 At the first meeting of the *committee* after each annual *general meeting* the *committee members* shall elect from their number a president, a vice-president, a secretary and a treasurer – provided that no person shall be elected president for more than four successive terms but shall otherwise be eligible for election.

6.4 Proceedings of Committee

6.4.1 The *committee* shall meet for the dispatch of business in at least eleven *months* of each financial year.

- 6.4.2 Questions arising at any meeting of the *committee* shall be decided by a majority of votes, and the chairman shall have a casting vote in addition to a deliberative vote.
- 6.4.3 A quorum for a meeting of the *committee* shall be five *committee members*.
- 6.4.4 A *committee member* having a direct or indirect pecuniary interest in a contract or proposed contract, with *the association* must disclose the nature and extent of that interest to the *committee* as required by *the Act*, and shall not vote with respect to that contract or proposed contract. The *committee member* must disclose the nature and extent of his or her interest in the contract at the next annual *general meeting* of *the association*.

6.5 Disqualification of Committee members

The office of a *committee member* shall become vacant if the *committee member* is:

- 6.5.1 disqualified from being a *committee member* by *the Act*;
- 6.5.2 expelled as a *member* under these rules;
- 6.5.3 permanently incapacitated by ill health; or
- 6.5.4 absent without apology from more than four meetings in a financial year.

7. THE SEAL

- 7.1 *The association* shall have a common seal upon which its corporate name shall appear in legible characters.
- 7.2 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*.
- 7.3 The affixing of the seal shall be witnessed by any two of the president, vice-president, secretary or treasurer.

8. GENERAL MEETINGS

8.1 Annual General Meetings

- 8.1.1 The *committee*, in accordance with *the Act* and these rules, shall cause an annual *general meeting* to be held in July of each year.
- 8.1.2 The business at the meeting shall include:
- 8.1.2.1 the confirmation of the minutes of the previous annual *general meeting* and of any special *general meeting* held since that meeting;
- 8.1.2.2 the consideration of the accounts of *the association* and reports of the *committee* and the auditor;

- 8.1.2.2 the election of *committee members*;
- 8.1.2.4 the appointment of an auditor;
- 8.1.2.5 any other business requiring consideration by *the association* in *general meeting*.

8.2 Special General Meetings

- 8.2.1 The *committee* may call a special *general meeting* of *the association* at any time.
- 8.2.2 Not less than twenty *members* of *the association*, by requisition in writing signed by each of these members and delivered to the secretary of *the association*, may request the *committee* to convene a special *general meeting* for the purpose specified in the requisition. The *committee* shall cause such a special *general meeting* to be held within one month after the receipt of the requisition.
- 8.2.3 Every requisition for a special *general meeting* shall be signed by the relevant *members* and shall state the purpose of the meeting.
- 8.2.4 If a special *general meeting* is not held within one *month*, as required by 8.2.2, the requisitionists, or at least 50% of their number, may convene a special *general meeting*. Such a meeting shall be convened in the same manner as nearly as practicable as a meeting convened by the *committee*, and for this purpose the *committee* shall ensure that the requisitionists are supplied free of charge with particulars of the *members* entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by *the association*.

8.3 Notice of general meetings

- 8.3.1 At least 14 days notice of any *general meeting* shall be given to *members*. The notice shall set 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.
- 8.3.2 *****
- 8.3.3 A notice may be given by *the association* to any *member* by serving the *member* with the notice personally, or by sending it by post to the address appearing in the register of *members* (see 5.5) or by sending it by electronic means to the electronic mail address appearing in the register of *members*.
- 8.3.4 Where a notice is sent by post:
 - 8.3.4.1 the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - 8.3.4.2 unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- 8.3.5 Where a notice is sent by electronic means, unless the contrary is proved, service will be taken to have been effected at the time at which the electronic message was sent.

8.4 Proceedings at General Meetings

- 8.4.1 Twenty *members*, present personally or by proxy (see 8.8), shall constitute a quorum for the transaction of business at any *general meeting*.
- 8.4.2 If within 30 minutes after the time appointed for the meeting a quorum of *members* is not present, a meeting convened upon the 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 at such adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting the *members* present shall be deemed to be a quorum.
- 8.4.3 Subject to 8.4.4, the president shall preside as chairman at a *general meeting of the association*.
- 8.4.4 If the president is not present within five minutes after the time appointed for holding the meeting, or being present declines to take or retires from the chair, the vice-president shall preside as chairman. If the vice-president also is not present, or being present declines to take or retires from the chair, the *members* may choose a *committee member* or one of their own number to be the chairman of that meeting.

8.5 Voting at General Meetings

- 8.5.1 Subject to these rules, every *member of the association* has only one vote at a meeting of *the association*.
- 8.5.2 Subject to these rules, a question for decision at a *general meeting*, other than a *special resolution*, must be determined by a majority of *members* who vote in person or by proxy at that meeting.
- 8.5.3 Unless, at a *general meeting*, a poll is demanded by at least five *members*, a question for decision at a *general meeting* must be determined by a show of hands.

8.6 Poll at General Meetings

- 8.6.1 If a poll is demanded by at least five *members*, it must be conducted in a manner specified by the chairman and the result of the poll is the resolution of the meeting on that question.
- 8.6.2 A poll demanded for the election of a chairman or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and Ordinary Resolutions

- 8.7.1 A special resolution is a special resolution as defined in *the Act*.
- 8.7.2 An ordinary resolution is a resolution passed by a simple majority at a *general meeting*.

8.8 Proxies

A *member* shall be entitled to appoint in writing a natural person who is also a *member* to be his or her proxy, and attend and vote at any *general meeting of the association*.

9. MINUTES

- 9.1 Proper minutes of all proceedings of *general meetings* and meetings of the *committee*, shall be recorded within one *month* after the relevant meeting in minute books kept for the purpose.
- 9.2 The minutes of a *general meeting* recorded pursuant to this rule must be confirmed by the *members* at the next annual *general meeting*. The minutes of a meeting of the *committee* recorded pursuant to this rule must be confirmed by the *committee members* at the next meeting of the *committee*.
- 9.3 The minutes kept pursuant to this rule shall be signed by the chairman of the meeting at which the minutes are confirmed.
- 9.4 Where minutes of a meeting are recorded and signed they shall, until the contrary is proved, be evidence that the meeting was duly held, that all proceedings held at the meeting were duly held, and that all resolutions made at the meeting are valid.

10. DISPUTE RESOLUTION

- 10.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
 - 10.1.1 a *member* and another *member*
 - 10.1.2 a *member* and *the association*
- 10.2 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.
- 10.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- 10.4 In this rule *member* includes any person who was a *member* not more than six *months* before the dispute occurred.

11. FINANCIAL REPORTING

11.1 Financial Year

The financial year of *the association* shall be the period of 12 *months* ending on 30 June of each year.

11.2 Accounts to be kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of *the association* in accordance with *the Act*.

11.3 Appointment of Auditor

11.3.1 At each annual *general meeting*, the *members* shall appoint a person to be auditor of *the association*.

11.3.2 The auditor shall hold office until the next annual *general meeting* and be eligible for re-appointment.

12. 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*.

13. WINDING UP

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

14. APPLICATION OF SURPLUS ASSETS

14.1 If after the winding up of *the association* there remain “surplus assets” as defined in *the Act*, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its *members*.

14.2 Such organisation or organisations shall be identified and determined by a resolution of *members* in *general meeting*.

15. RULES

These rules may be altered (including an alteration to the name of *the association*) by special resolution of the *members*. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by *the Act*.

The registered rules shall bind *the association* and every *member* to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

To be attached to but not part of the Rules ...

Extract from the Associations Incorporation Act 1985 –

25. For the purpose of carrying out its objects, an incorporated association may, subject to this Act and its rules—

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