

SELF-INSURERS OF SOUTH AUSTRALIA INC CONSTITUTION

1. NAME

The name of the Association is registered under the Association Incorporation Act, 1985, as amended, as Self Insurers of South Australia Inc (Reg No A9267) and trading under the registered business name of "SISA" (ABN 44 020074597).

2. PURPOSE STATEMENT

To represent the interests of registered self-insurers under the Return to Work Act 2014 (SA) and provide members the opportunity to collaborate, problem solve and leverage industry knowledge and resources by:-

- (a) Providing a consolidated voice to stakeholders about the views and interests of self-insurers to ensure the scheme provides an acceptable, and sustainable balance between the needs of workers and employers.
- (b) Providing training, support, and professional development opportunities for members to ensure self-insurance remains the preferred option for workers compensation insurance for eligible employers.

3. 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, pertaining 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) Ably represents its members in, and directs its members' funds towards, the development of an environment that is supportive of the role of Self-Insurance.
 - (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 and promote** 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.

4. 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 assist in or concur in the establishment of any other association having similar objectives.
- (e) To employ and dismiss employees or agents.
- (f) 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.
- (g) To make any investment approved by the Committee.
- (h) 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.
- (i) 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.
- (j) 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.



5. MEMBERSHIP

- (a) Any entity admitted to SISA membership under Article 5.1, 5.2 & 5.3 of the Constitution, must pay the relevant annual membership fee as determined by the Committee from time to time.
- (b) All members will be bound by the Constitution and By-Laws and the Constitution and By-Laws shall have effect as a contract between SISA and each member under which each member agrees to observe and comply.
- (c) The General Manager shall keep a Register of all Members which shall contain details of the member including:
 - (i) The full name and address of each Member;
 - (ii) The date of admission of the Member;
 - (iii) Any other particulars to which the Committee may prescribe from time to time in the By-Laws.
- (d) 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. The appointment of which shall be determined, under such terms as the Committee sees fit. However, membership under Article 5.2. and 5.3. of the Constitution does not provide the right to vote as SISA members or to nominate for Committee membership.

5.1. Any employer ***that seeks to be a full member***

- (i) Is granted self-insured employer status by the Board of the Return to Work Corporation of South Australia (trading as Return to Work SA) under Section 129 of the South Australian Return to Work Act 2014 (SA), 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 (SA), 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 (SA) as amended from time to time and wants to become a full member of SISA must furnish in its name and address and the name of its nominated **employee** to the Manager, together with the portion of the annual subscription payable under Article 5.2(d) of the Constitution. 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.

5.2. Any person or entity ***that seeks to be an associate member***

- (i) A person or entity that provides services to any member admitted by the Committee under Article 5.1. of the Constitution, or
- (ii) Is a related body corporate of an employer who is a full member.



5.3. Any employer **that seeks to be an affiliate member**

- (i) Eligible for but has not yet obtained self-insured employer status under Section 129, of the South Australian Return to Work Act 2014 (SA) 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) Is a related body corporate of an employer who is a full member.

6. 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 (1985)) by the members in an Annual General Meeting.
- (b) The Committee shall consist of at least five (5) full members and no more than twelve (12) full members, one of whom will be the Chairperson of SISA. Each full member shall be entitled to nominate one (1) representative for election or appointment to the Committee in accordance with this Constitution. A representative must be a bona fide employee of the full member, being a person employed under a contract of service directly with the full member, and shall not include an independent contractor, consultant, agency worker, or other person engaged under a contract for services. Committee members shall be elected by the membership at an Annual General Meeting.
- (c) The Committee shall meet at least six (6) times per year but may meet as often as the Committee deems necessary. The General Manager may at any time and must on request of any Committee member convene a Committee Meeting.
- (d) Where the Member is the Crown or an instrumentality of the Crown, registered as a self-insured employer pursuant to Section 130 of the Return to Work Act 2014 (SA), they shall be represented on the committee by a single member from the Office of the Commissioner for Public Sector Employment (OCPSE).
- (e) The Committee shall have the discretion to determine the eligibility of any nominated representative, and its decision shall be final and binding.
- (f) In exercising such discretion, the Committee shall have regard to the objects of the Association, the principles of equitable Member representation, and the avoidance of conflicts of interest.
- (g) Office bearers of the Committee shall consist of the Chairperson, Deputy Chairperson and Treasurer.
- (h) The person nominated to have the financial authority of SISA will be the Chairperson, or in their absence, the Deputy Chairperson. This authority will be subject to the Committee empowering the General Manager or any other employee delegated financial authorisation to incur recurring or administrative expenditures.
- (i) The Chairperson or the Deputy Chairperson shall preside as chair at all General Meetings of SISA. The Chair may give necessary directions for the conduct of any General Meeting and the ruling of the Chair shall be final unless overruled by a resolution of the General Meeting. The Chairperson, in the case of an equality of votes, shall have a casting vote in addition to any deliberate vote to which the chair may be entitled as a Member.
- (j) There shall be a General Manager appointed by the Committee and subject to the



approval of Consumer and Business Services on such terms and conditions as to remuneration and otherwise as set by the Committee, who are directly responsible to the Chairperson and the Committee of SISA. The role of the General Manager is to promote the SISA's profile, liaise with other organisations and provide service to members. The General Manager is also responsible for the administration of SISA and the maintaining of SISA's records.

- (k) The Committee shall appoint a Public Officer of SISA who will be either the General Manager or such person nominated and appointed by the Committee at an ordinary meeting of the Committee. The Committee must notify Consumer and Business Services of the prescribed details of the Public Officer as soon as there is any appointment.
- (l) The Committee may delegate to the General Manager (subject to such reservations on the power to be delegated by the Committee) the power to conduct the day to day management and control of the business and affairs of SISA including development of business plans, budgets, strategies and policies and codes of conduct for consideration by the Committee and implement them to the extent approved by the Committee; manage the financial and other reporting mechanisms of SISA, approve and incur expenditure as per the financial delegation and in consultation with Office Bearers prepare agendas for the Committee and General Meetings.
- (m) 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. SISA Committee Members and staff must adhere to the meeting protocols and procedures in regard to conduct which will be given at induction or upon nomination. 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.
- (n) 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. 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 excuse themselves from any vote that relates to that subject matter.
- (o) The General Manager will be responsible for the convening of any meetings of SISA and subject to Clause 7 (b) may use any available technology, being video, teleconferencing or any other Committee approved technology to call and hold a Meeting.
- (p) Members of any SISA Committees must not act with an intent to deceive or defraud SISA, its members or creditors of any other person or body corporate.
- (q) All members of the Committee:-



- (i) Shall hold office for no more than two years but may seek re-election and 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 article 6q (i) and (iii) of the constitution, the Committee member shall cease to hold office and their position on the Committee shall be declared vacant.
- (r) The Committee may resolve to appoint a person to the Committee to fill a casual vacancy provided the selected person consents to the appointment. The appointment will be for the balance of period to which the vacancy applies.
- (s) At the commencement of the first Meeting following each Annual General Meeting, the Committee shall elect the Office bearers being the Chairperson, Deputy Chairperson and Treasurer. Decisions made by the Committee for the election of Office Bearers shall be by simple majority and each Committee person shall be entitled to one vote.
- (t) 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 who attended the meeting for which the minutes were made 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 Meeting's must be available for inspection by members without charge.
- (u) A casual vacancy in the Committee occurs if:-
 - (i) A Committee member is disqualified under Section 30, of the South Australian Associations Incorporation Act (1985);
 - (ii) A Committee member resigns in writing;
 - (iii) A Committee member dies;
 - (iv) The Committee declares vacant a position under Article 6(q)(i)-(iii) of the Constitution;
 - (v) A Committee member ceases to be the nominated employee of a full member or becomes the nominated employee of a different full member; or
 - (vi) the full member, which nominated the Committee member as its nominated employee, ceases to be a full member.
- (v) 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.
- (w) If a casual vacancy occurs under Article 6(v) of the Constitution, 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.

7. QUORUM AND VOTING

- (a) The quorum for the Committee meetings shall be five members.
- (b) Committee members may attend and vote at committee meetings **online**, telephone or other communications technology, provided that:
 - (i) Any cost of attendance by telephone or other communications technology (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 they represent;
 - (ii) The Committee may impose such further conditions and guidelines on telephone or other communications technology attendance as it sees fit;
 - (iii) The Committee may extend, suspend, or remove the telephone or other communications technology attendance rights of any member for any reason it sees fit.
- (c) 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.
- (d) Any decisions to be made at any meeting shall be made by a majority vote. In the case of an equality of votes the Chairperson of the meeting shall have a second and casting vote. Unfinancial members automatically lose their right to vote at meetings of SISA. If a member remains unfinancial after a period of ninety days, membership of SISA will expire, unless prior arrangement has been made with the Committee. What constitutes being unfinancial will be determined by the Committee from time to time.
- (e) Subject to Article 7(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 employee of each full member (present in person or by proxy appointed under Article 13 of this Constitution) shall be entitled to one vote.
- (f) In accordance with Section 39AB of the Associations Incorporation Act 1985 (SA), the Committee may invite or consult with any member, professional adviser, or expert to assist in the consideration of a specific matter before the Committee. Such invitees are entitled to participate in discussion but shall not be entitled to vote.

8. 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 subcommittee 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.

9. 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) Unfinancial members automatically lose their right to vote at meetings of SISA. If a member remains unfinancial (not current in payment of dues) 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.

10. 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.



11. ANNUAL GENERAL MEETINGS

- (a) SISA must hold an Annual General Meeting of SISA within five months after the end of its financial year, at such time and place as shall be determined by the Committee.
- (b) SISA may hold Annual General Meetings at two or more places using any technology that gives Members a reasonable opportunity to participate in that meeting and may promulgate any criteria and procedures for General Meetings using technology.
- (c) At any such meeting the following business shall be transacted:
 - (i) The annual report of the committee to the members and the financial statement of SISA for the past year, duly audited, shall be presented.
 - (ii) 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.
 - (iii) Any other business which is lawful or proper to transact at such meeting.
 - (iv) 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.
 - (v) Twenty-one (21) days notice specifying the time and place of the Annual General Meeting shall be given to the members.

12. SPECIAL GENERAL MEETINGS

- (a) The Committee may convene a special general meeting of SISA whenever it thinks fit, and upon receipt of a requisition in writing from no less than one tenth of the financial full members of SISA. The requisition must specify the objective which such meeting is proposed to be called.
- (b) 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.
- (c) All relevant documentation shall be published or circulated with the notice of meeting and must contain details of the purpose of the meeting, the resolution to be put forward at the meeting (if any) and must be signed by all members making the requisition with the full names of each member printed adjacent to each signature and delivered to the General Manager.

13. PROXIES

- (a) A nominated employee of a full member of SISA, shall be entitled to appoint another employee of that full member to be his/her proxy to attend and vote at any general meeting or Committee meeting of SISA, in writing on a form as attached to the notice of general meeting.
- (b) Any written instrument appointing a proxy must be lodged with SISA's Public Officer (who is the General Manager of SISA) no less than 48 hours before the holding of a General Meeting or Committee meeting at which the person named in the instrument proposes to



vote.

14. FINANCIAL YEAR

- (a) The financial year of SISA is from 1 July to 30 June of the following year.

15. AUDITORS

- (a) 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.
- (b) 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.
- (c) 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.

16. ALTERATIONS TO CONSTITUTION AND DISSOLUTION

- (a) 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 Article 13 of the Constitution and voting on such alteration.
- (b) 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 employees of full members present in person or by proxy appointed under Article 13 of the Constitution, and entitled to vote at such general and Committee meetings. All full members must be financial at the time of voting. 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 (1985)*, 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.

17. WINDING UP

- (a) SISA may be wound up in a manner provided for in the Act.
- (b) If SISA is wound up the assets remaining after paying liabilities must not be paid or distributed among the members or former members but can be transferred to an institution or institutions having the same or similar purposes as to those of SISA or which a General Meeting of the Members by Special Resolution decides.

18. NOTICES



- (a) Any Member who has not left or sent to the Committee a place of address or an electronic mail address at which all notices and documents of SISA may be served or sent shall not be entitled to receive any notice.
- (b) A notice may be given by SISA to any Member by:
 - (i) Serving it on the Member personally.
 - (ii) Sending it by post or leaving it at the Members address as shown in the Register or the address supplied by the Member for the giving of notices or if transmitting it electronically to the electronic mail address given by the Member for the service of notices.
- (c) Where a notice is sent by post, service shall be taken to have been effected by properly addressing, prepaying and posting a letter containing the notice and to have been effected six Business Days after the date of posting.

19. INDEMNITY AND INSURANCE

- (a) SISA is to indemnify each Committee member, Officer or Employee of SISA by way of paying out of the assets of SISA to the extent of any liability, providing the liability is incurred in the course of carrying out their duties in a proper and appropriate manner and in addition is required where appropriate to make payments by way of premiums in respect of any contract effecting insurance to cover such liabilities.

