

TABLE OF CONTENTS



EQUILUS INCORPORATED – CONSTITUTION 2026	3
Amendments (for future use)	3
1. NAME	4
2. DEFINITIONS AND INTERPRETATION	4
3. OBJECTS / CHARITABLE PURPOSES	5
4. POWERS	5
5. APPLICATION OF INCOME AND PROPERTY	6
6. DEDUCTIBLE GIFT RECIPIENT STATUS	6
6.1 Deductible Gift Recipient	6
6.2 DGR Assets	6
7. MEMBERSHIP	6
7.1 Membership classes	6
7.2 Application for Membership	7
7.3 Categories of Membership	7
7.4 Applying for Membership	7
7.5 Register of members	7
7.6 Rights of Members	7
7.7 Termination of Membership	7
7.8 Due Process	8
7.9 Effect of Membership	8
8. AFFILIATED CENTRES	9
8.1 Regular Affiliated Centres	9
8.2 Separately Incorporated Affiliated Centres	9
8.3 Governance and Compliance	9
9. THE BOARD	10
9.1 Duties of Directors	10
9.2 Composition	10
9.3 Election and Appointment	10
9.4 Vacancies	10
9.5 Meetings and Quorum	11
9.6 Succession and Skills Planning	11
9.7 Conflicts of Interest	11
9.8 Termination of Directors	12
9.10 Casual Vacancies and Quorum	12
10. DISPUTES AND GRIEVANCES	12

11. EXECUTIVE OFFICER	13
11.1 Appointment	13
11.2 Role and Responsibilities	13
11.3 Executive Officer to act as Secretary and Public Officer	13
11.4 Accountability	13
11.5 Delegation.....	13
11.6 Board Participation	13
11.7 Removal or Termination.....	13
12. GENERAL MEETINGS	13
12.1 Purpose and Authority	13
12.2 Annual General Meeting	13
12.3 Special General Meetings	14
12.4 Quorum for General Meetings	15
12.5 Voting at General Meetings	15
13. FINANCIAL MANAGEMENT	16
13.1 Proper accounting records must be kept	16
13.2 Financial statements must be prepared annually	16
13.3 Appointment of Auditor	16
13.4 Audit or Review	16
13.5 Financial Year End.....	16
14. RISK AND COMPLIANCE.....	16
14.1 The Board's obligations	16
14.2 Association's obligations	17
14.3 Whistleblower Protection	17
15. INDEMNITY AND INSURANCE.....	17
16. ALTERATION OF CONSTITUTION	17
17. WINDING UP (GENERAL).....	17





Equilus

EQUILUS INCORPORATED – CONSTITUTION 2026

Amendments (for future use)

1. NAME

- 1.1 The name of the Association is **Equilus Incorporated** ("the Association").
- 1.2 For ease of reference, the Association may be informally known as **Equilus** in publications, communications, and other non-legal contexts.



2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution:

- **Act** means the Associations Incorporation Act 1985 (SA).
- **ACNC Act** means the Australian Charities and Not-for-profits Commission Act 2012 (Cth).
- **Affiliated Centre/s** means centres that are incorporated separately under the Act and granted Affiliation Centre status by the Association.
- **Assets** means assets, funds, income and property of the Association.
- **the Association** means Equilus Incorporated.
- **Board** means the governing body of the Association, excluding the Executive Officer.
- **Centre** means an affiliated organisation approved under clause 8.
- **Director** means a member of the Board.
- **Constitution** means this Constitution of the Association.
- **DGR** means Deductible Gift Recipient.
- **DGR Assets** means gifts, deductible contributions, and any money received because of such gifts and contributions that are received by the Association.
- **Executive Officer** means the chief executive officer or equivalent.
- **Financial year** means a period of 12 months from 1 January – 31 December.
- **General meeting** means the annual or any special general meeting of the Association.
- **Individual member** means a registered, financial member of the Association.
- **Intellectual Property** means all right subsisting in copyright, business names, trademarks (or signs), logos, designs, equipment including computer hardware, images (including photos, videos, or films) or service

marks relating to the Association or any activity of or conducted, promoted, or administered by the Association.

- **Life Member and Honorary Life Member** means a person awarded the category of membership outlined in clause 7.
- **Member** means a person admitted to membership as per clause 7.
- **Objects** means the objects and charitable purposes of the Association.
- **Policy/ies** means any policy made by the Board.
- **Special Resolution** has the meaning given in the Act/s.



- 2.2 A reference to legislation includes amendments and re-enactments.
- 2.3 Words importing the singular include the plural and vice versa.
- 2.4 Words importing any gender include the other genders.
- 2.5 References to persons include corporations and bodies politic.
- 2.6 A reference to a person includes that person's legal personal representatives, successors, and permitted assigns.
- 2.7 If there is any inconsistency between this Constitution and the Act, the Act will prevail.

3. OBJECTS / CHARITABLE PURPOSES

- 3.1 The Association is established exclusively for charitable purposes.
- 3.2 The charitable purposes of the Association are to:
 - (a) Advance health and wellbeing through equine-assisted activities;
 - (b) Advance social inclusion for people with disability and others experiencing vulnerability;
 - (c) Provide active recreation that supports physical, psychological and social wellbeing;
 - (d) Support and regulate Affiliated Centres to ensure safety and quality;
 - (e) Undertake activities incidental or conducive to these purposes.
- 3.3 The Association must not carry out activities that are not charitable within Australian law.

4. POWERS

- 4.1 The Association shall have all the powers conferred by section 25 of the Act to further its objects.

Subject to the Act, these Rules and to any resolution passed by the Association in General Meeting, the Board:

- has the management and control of the funds and other property of the Association.
- may exercise all such powers and functions as may be exercised by the Association, other than those powers or functions that are required by these Rules to be exercised by a General Meeting
- has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association having regard to the objects of the Association, including making by laws, regulations or other instruments to further the objects of the Association.
- may establish sub-committees consisting of members of the Association, to exercise specified powers or functions of the Committee (other than any function which is imposed on the Committee under the Act, or this power of delegation) to further the Association's objects.
- has authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules, the Act and the Regulations are silent



5. APPLICATION OF INCOME AND PROPERTY

- 5.1 The assets of the Association must be applied solely towards the promotion of its objects.
- 5.2 Subject to 5.3(a) and 5.3(b), no portion of assets may be paid or distributed directly or indirectly to Members.
- 5.3 Nothing prevents payment in good faith of:
- (a) Reasonable remuneration for services rendered;
 - (b) Reimbursement of expenses;
 - (c) Interest on money borrowed at commercial rates;
 - (d) Rent for premises at commercial rates.

6. DEDUCTIBLE GIFT RECIPIENT STATUS

6.1 Deductible Gift Recipient

The Association is endorsed as a Deductible Gift Recipient ("DGR").

6.2 DGR Assets

The Association may receive, and must use, any gifts, deductible contributions, and any money received because of such gifts or contributions, solely for the achievement of its objects.

7. MEMBERSHIP

7.1 Membership classes

The Board may establish classes of membership and determine:

- (a) Eligibility criteria;
- (b) Rights and obligations;
- (c) Voting entitlements;
- (d) Subscription fees.

7.2 Application for Membership

Applications for membership must be in the form determined by the Board may accept or reject an application at its discretion.



7.3 Categories of Membership

The Association may have the following categories of membership:

- *Honorary Life Member* – appointed by the Board in recognition of exceptional service to the Association.
- *Life Member* – appointed by the Board in recognition of significant and long-standing service.
- *Individual Member* – persons who support the objects of the Association and meet the criteria set by the Board.

7.4 Applying for Membership

7.4.1 Any person may apply to become an Individual Member in the form approved by the Board.

7.4.2 Membership takes effect when the Board approves the application and records the member in the register of members.

7.5 Register of members

A register of members must be kept and contain:

- *the name and address of each member*
- *the email address of each member*
- *the phone number of each member*
- *the date on which each member was admitted to, or resigned from the association*
- *the date of and reason(s) for termination (if known).*

7.6 Rights of Members

7.6.1 Honorary Life Members and Life Members

- (a) May attend and vote at general meetings (unless restricted by the Board in specific circumstances);
- (b) May participate in the affairs of the Association;
- (c) Are exempt from paying membership fees.

7.6.2 Individual Members

- (a) May attend and vote at general meetings;
- (b) May participate in the affairs of the Association;
- (c) Pay any membership fees determined by the Board.

7.7 Termination of Membership

A member may cease to be a member if:

- (a) The Honorary Life Member or Life Member fails to participate in the Association's activities for a continuous period of five (5) years;
- (b) The Individual Member fails to pay annual membership fees as determined by the Board;
- (c) The member forwards their written resignation to the Executive Committee;
- (d) Membership is terminated under the Association's disciplinary procedure for conduct inconsistent with the Association's objects, Constitution, or policies.



7.8 Due Process

Any decision to remove a Committee member must be made fairly and in accordance with the rules of natural justice in accordance with section 40 of the Act.

Where the Board must make a decision in relation to a dispute between its members, or a dispute between itself and members, the rules of natural justice will be followed.

This will include:

- (a) The member will be told what the issue or allegation is (including any evidence against them);
- (b) The member will be given reasonable notice and a chance to respond to the allegations against them; and
- (c) The member will be provided a fair and unbiased hearing where a decision is made. The organisation's Complaints Procedure will be used to determine if there is an option to appeal.

Before termination under clause 7.6.(d), the Board must:

- (a) Provide the member with written notice of the proposed termination; and
- (b) Allow the member a reasonable opportunity to respond before a final decision is made.

7.9 Effect of Membership

Members agree that:

- 7.8.1 This Constitution, along with the Association's Policies and Regulations, sets out the rules of membership;
- 7.8.2 The rules of membership are reasonable and help the Association achieve its objects;
- 7.8.3 They will respect and follow the rules of membership;
- 7.8.4 They recognise the authority of the Association and its Board to make decisions about its operations; and
- 7.8.5 They are entitled to all the benefits, privileges, and services that membership provides.

8. AFFILIATED CENTRES

8.1 Regular Affiliated Centres

- 8.1.1 The Association may establish Regular Affiliated Centres to carry out its objects.
- 8.1.2 Each Centre is a branch of the Association and is not a separate legal entity.
- 8.1.3 The Board may determine the governance framework for each Centre, including:
- (a) how the Centre is managed;
 - (b) how meetings and activities are conducted; and
 - (c) the process for decisions relating to the Centre's operations.
- 8.1.2 The assets of each Centre always remain the property of the Association.
- 8.1.3 If a Centre no longer wishes to operate as a Centre of the Association:
- (a) That Centre shall formally notify the Board it no longer wishes to operate as a Centre of the Association;
 - (b) Such notification is for administrative purposes only and does not transfer any assets, all of which remain the property of the Association.

8.2 Separately Incorporated Affiliated Centres

- 8.2.1 Centres that are separately incorporated under the Act, including but not limited to companies limited by guarantee or other corporate entities, may apply to become an Affiliated Centre of the Association.
- 8.2.2 Application to become an Affiliated Centre must be made in writing in the form prescribed by the Board.
- 8.2.3 The Board may, at its discretion, grant affiliation to an organisation as an Affiliated Centre.
- 8.2.4 An Affiliated Centre must comply with:
- (a) this Constitution;
 - (b) the policies and standards of the Association;
 - (c) all safety, safeguarding, and insurance requirements of the Association;
 - (c) reporting and governance obligations determined by the Board; and
 - (d) any fees or charges, including annual fees, determined by the Board in relation to affiliation.
- 8.2.5 The terms of affiliation, including any applicable fees, may be set out in a written agreement between the Association and the Affiliated Centre.
- 8.2.6 The Board may suspend or revoke the affiliation of a Centre in accordance with procedural fairness and relevant policies.

8.3 Governance and Compliance

- 8.3.1 Affiliated Centres must maintain records and governance practices sufficient to demonstrate compliance with the Constitution, Association policies and legal requirements.
- 8.3.2 The Board may review, audit, or otherwise seek assurance regarding an Affiliated Centre's compliance.



8.3.3 In the event of non-compliance, the Board may issue directions to the Centre and, if unresolved, may suspend or revoke affiliation in accordance with procedural fairness.

8.3.4 Affiliated Centres are encouraged to maintain forward-looking governance and succession planning to ensure continuity and sustainability.

Constitution approved on 4 September 2026



9. THE BOARD

9.1 Duties of Directors

Directors must:

- (a) Comply with the Act and ACNC Governance Standards;
- (b) Act in good faith in the best interests of the Association;
- (c) Act for proper purposes;
- (d) Not misuse their position or information;
- (e) Manage the Association's financial affairs responsibly;
- (f) Disclose and manage conflicts of interest in accordance with clause 9.7.

9.2 Composition

9.2.1 At the Board's discretion, the Board shall consist of 5 - 7 Directors, each a natural person aged 18 years or over.

9.2.2 Up to two (2) additional Directors may be appointed to ensure an appropriate mix of skills, experience, and diversity.

9.2.3 Other than the Executive Officer, Directors must not be employees of the Association.

9.2.4 The Executive Officer shall be a non-voting member of the Board.

9.3 Election and Appointment

9.3.1 Directors are elected by Members at the Annual General Meeting.

9.3.2 Directors hold office for up to two (2) years and may serve a maximum of three (3) consecutive terms, unless otherwise approved by Special Resolution.

9.3.3 The Board must use best endeavours to comply with policy relating to board composition, including through appointment or election of suitably qualified candidates.

9.4 Vacancies

9.4.1 A casual vacancy occurs on the Board if a Director:

- (a) Resigns, dies, or becomes ineligible to act; or
- (b) Is removed from office in accordance with this Constitution or by law.

9.4.2 The Board may appoint a suitably qualified person to fill a casual vacancy until the next Annual General Meeting.

9.4.3 Any appointment to a casual vacancy must maintain compliance with clauses 9.1 and 9.2.

9.4.4 If a vacancy is not filled, the remaining Directors may continue to act provided there is a quorum.

9.5 Meetings and Quorum

9.5.1 The Board shall meet at least four (4) times each year, or as otherwise determined by the Board.

9.5.2 The Secretary (or the person calling the meeting) must give Board members at least 7 days' written notice of a meeting, unless the Board agrees otherwise.

9.5.3 A quorum for a Board meeting is a majority of Directors, provided that the quorum includes at least one woman in accordance with the Board's diversity requirements.

9.5.4 Decisions of the Board are made by a majority of the Directors present and entitled to vote.

9.5.5 The Chair has a casting vote in the event of an equality of votes.

9.5.6 Directors may participate in a meeting by any means (including electronic or virtual meetings) that allows all participants to communicate adequately with each other.

9.5.7 If a vacancy prevents the Board from meeting quorum requirements, the remaining Directors may act only to appoint Directors to fill casual vacancies or to convene a General Meeting of Members.

9.5.8 The Board must ensure minutes are kept of all Board and General meetings. Minutes must be signed by the chair of the meeting or the chair of the next meeting, and shall be available for inspection by members in accordance with these rules and the Act.

9.6 Succession and Skills Planning

The Board shall maintain, regularly review, and update a forward-looking plan:

- (a) To ensure continuity, skills, and diversity across its membership;
- (b) To ensure alignment with the Association's strategic priorities;
- (c) To reflect governance best practices; and
- (d) That includes strategies to:
 - Identify and develop potential directors with the skills, experience, and diversity required;
 - Ensure compliance with the gender diversity and Chair/Deputy Chair requirements in clauses 9.2.4 and 9.2.5;
 - Manage casual vacancies and upcoming term expirations to maintain effective governance.

9.7 Conflicts of Interest

9.7.1 A Director must declare any actual, perceived, or potential conflict of interest in any matter before the Board.

9.7.2 A Director with a conflict must not participate in discussion or vote on the matter, unless the Board expressly permits. Where the issue relates to a



potential contract, the Director holding the conflict may not participate in related discussions or vote.

9.7.3 All declarations of interest must be recorded in the minutes of the meeting.

9.7.4 The Board may adopt additional procedures for managing conflicts in a separate policy.



9.8 Termination of Directors

9.8.1 The office of a Director becomes vacant if the Director:

- (a) Resigns by giving written notice to the Board;
- (b) Dies or becomes legally ineligible to act under the Act;
- (c) Is removed by Special Resolution of Members;
- (d) Fails to attend three (3) consecutive Board meetings without leave of absence; or
- (e) Is removed in accordance with any policies adopted by the Board for conduct or governance matters.

9.8.2 The Board must act in accordance with procedural fairness and any applicable laws when removing a Director under clause 9.8.1(e).

9.9 Reappointment of Directors

9.9.1 A person who has served the maximum number of consecutive terms permitted under this Constitution is not eligible for election or appointment as a Director until a period of at least three (3) years has elapsed since they last held office.

9.10 Casual Vacancies and Quorum

9.10.1 In the event of a casual vacancy, the remaining Directors may continue to act provided there is a quorum.

9.10.2 If the number of remaining Directors is insufficient to constitute a quorum, they may act only to:

- (a) Appoint Directors to fill casual vacancies; or
- (b) Convene a General Meeting of Members.

9.10.3 Any appointment to a casual vacancy must comply with the diversity and Chair/Deputy Chair requirements in clauses 9.2.4 and 9.2.5.

9.10.4 A quorum for Board meetings is a majority of Directors, as set out in clause 9.5.2.

10. DISPUTES AND GRIEVANCES

Any dispute or grievance under these rules shall be managed in accordance with the Association's Grievance Policy.

11. EXECUTIVE OFFICER

11.1 Appointment

The Board may appoint an Executive Officer on such terms and conditions as it determines.

11.2 Role and Responsibilities

The Executive Officer:

- (a) Is responsible for the operational management of the Association;
- (b) Is responsible to implement the strategic and policy directions of the Board.

11.3 Executive Officer to act as Secretary and Public Officer

The Executive Officer shall act as, and carry out the duties of, Secretary and Public Officer of the Association, and shall administer and manage the Association in accordance with the Acts and this Constitution

11.4 Accountability

The Executive Officer is accountable to the Board.

11.5 Delegation

The Board may delegate to the Executive Officer such powers and functions as it considers appropriate, except those required by law or this Constitution to remain with the Board.

11.6 Board Participation

The Executive Officer shall be a non-voting member of the Board and shall attend and participate in Board meetings, except where the Board determines otherwise.

11.7 Removal or Termination

11.7.1 The Board must act in good faith and in accordance with any applicable laws when removing or terminating the Executive Officer.

11.7.2 Upon removal or termination, the Executive Officer immediately ceases to be a non-voting member of the Board.

11.7.3 A person who has ceased to hold the position of Executive Officer is not eligible for appointment or election as a Director for a period of three (3) years following the cessation of their Executive Officer role.

12. GENERAL MEETINGS

12.1 Purpose and Authority

General Meetings are the principal forum for Members to exercise their rights, receive reports, and make decisions in accordance with the Act and this Constitution.

12.2 Annual General Meeting

12.2.1 An Annual General Meeting must be held in accordance with the Act.



12.2.2 The Association must hold an AGM each year within 5 months after the end of the Association's financial year.

12.2.3 Being registered with the Australian Charities and Not-for-profits Commission (ACNC), the Association must hold an AGM each year within 6 months after the end of the Association's financial year.

12.2.4 The Board must give members at least **48 days'** written notice of the AGM.

12.2.5 The notice of a General Meeting must state:

- i. the date, time and place of the meeting (or the technology to be used);
- ii. the general nature of the business to be considered.
- iii. only business listed in the notice may be dealt with at the meeting,
- iv. a member may ask for an item of business to be included by giving written notice to the Executive Officer **21 days** before the meeting. If received in time, the item must be included in the next notice calling a General Meeting.

12.2.6 At least fourteen (**14**) days' prior to the General Meeting, members are entitled to receive information including:

- a) the agenda for the meeting;
- b) any notice of motion received from Members entitled to vote; and
- c) forms of authority in blank for proxy votes; and
- d) forms and guidelines for nomination to the Board.

12.2.7 The AGM may be held using technology, where permitted by these rules, provided all members have a reasonable opportunity to participate.

The Annual General Meeting must:

- (a) receive reports of the Board;
- (b) receive the Association's financial statements;
- (c) elect Directors in accordance with clause 9;
- (d) appoint an auditor or reviewer if required.

12.3 Special General Meetings

12.3.1 Special general meetings may consider matters requiring urgent or specific approval by members, including amendments to the Constitution.

12.3.2 Special general meetings may be convened by the Board or at the request of members in accordance with the Act:

- (a) Board request for SGM – as determined by the Chair or by a simple majority of Directors
- (b) Member request for SGM - Upon written request, from the verified time of receipt during the Association's business hours, from at least five percent (5%) of members, signed by those members, and stating the purpose of the meeting, the Board shall convene a special general meeting within 28 days to address the purpose specified in the request.



12.3.3 Notice of special general meeting must be provided to Members at least **21** days before the meeting.

12.3.4 If a special resolution is to be considered, members must be given written notice at least **21** days before the meeting. The notice must clearly state that a special resolution will be proposed.

12.3.5 The reasonable costs of convening and conducting a special general meeting shall be borne by the Association.

12.3.6 If the Board does not convene a special general meeting following receipt of a valid request, then:

- (a) the members who made the request, or at least 50% of [the signatories who made the request may convene the meeting.
- (b) The meeting must be convened as closely as practicable to the manner used by the Board, and the Board must provide the members who made the request, free of charge, details of members entitled to notice.

12.4 Quorum for General Meetings

12.4.1 No business may be conducted at a General Meeting unless a quorum of members entitled to vote is present.

12.4.2 A quorum is 25% of voting members, including members present in person, participating by approved technology, or represented by a valid proxy

12.4.3 If a quorum is not present within 30 minutes of the scheduled start time:

- a) if the meeting was called by members, the meeting lapses;
- b) otherwise, the meeting is adjourned to the same time and day in the following week, unless the President decides otherwise (see 12.4.4).

12.4.4 If a quorum is not present within 30 minutes after the scheduled start time of the adjourned meeting, the voting members present constitute a quorum and *may* transact the business for which the meeting was originally called.

12.5 Voting at General Meetings

12.5.1 Each member has one vote.

12.5.2 The Chair has a vote as a member – and, in the event of a tied vote, has the right to a casting vote.

12.5.3 The Executive Officer does not have any voting rights at meetings of the Board or General Meetings.

12.5.4 Proxy voting is permitted if approved by the Board.

- a) A member may appoint, in writing in the prescribed form, another member to act as their proxy to attend and vote on their behalf at any general meeting.
- b) No member who attends a general meeting in person may hold more than one proxy.



12.5.5 Any matter to be decided at a general meeting, other than a special resolution, shall be decided by a majority of members voting in person or by proxy.

12.5.6 A special resolution may be passed at either an annual general meeting or a special general meeting, and requires the approval of not less than 75% of votes cast.

12.5.7 Unless at least five members request a poll, voting shall be by a show of hands.

12.5.8 Access to General Meeting Minutes

The Association shall keep minutes of General Meetings in accordance with the Act. Copies of such minutes will be distributed to members with notice papers for the next Annual General Meeting.



13. FINANCIAL MANAGEMENT

13.1 Proper accounting records must be kept

The Association shall maintain accurate, complete, and up-to-date financial records, including records of all income, expenses, assets, liabilities, and other financial transactions.

13.2 Financial statements must be prepared annually

At least once per year, the Association shall produce formal financial statements (e.g., balance sheet, profit & loss statement, cash flow statement) to ensure transparency and accountability to members, the Board, and regulatory authorities.

13.3 Appointment of Auditor

A qualified auditor must be formally appointed by the members at a general meeting, to ensure independence in reviewing the financial records and statements.

13.4 Audit or Review

Subject to 13.3, the auditor shall review the accounts to confirm:

- (a) that the financial statements accurately reflect the Association's financial position at the end of each financial year; and
- (b) the correctness of profit/loss and balance sheets.

13.5 Financial Year End

The Association's financial reporting period ends on 31 December each year, and all financial statements and audits are based on this reporting period.

14. RISK AND COMPLIANCE

14.1 The Board's obligations

The Board must ensure appropriate systems for:

- Work health and safety;
- Child safety and safeguarding;

- Participant protection;
- Equine welfare;
- Insurance coverage.

14.2 Association's obligations

The Association must comply with:

- The Act;
- ACNC Governance Standards;
- Funding agreements;
- Applicable NDIS requirements.



14.3 Whistleblower Protection

Reports of misconduct or improper conduct shall be managed in accordance with the Association's whistleblower policy, and any person making a report in good faith shall be protected from victimisation.

15. INDEMNITY AND INSURANCE

15.1 To the extent permitted by the Act and any other applicable law, the Association may indemnify a Director, officer or auditor of the Association against liabilities incurred in the proper exercise of their functions.

15.2 Any indemnity relating to legal costs incurred in defending civil or criminal proceedings applies only where the person is acquitted or judgment is given in their favour, or otherwise as permitted by law.

15.3 The Association may maintain Directors' and Officers' insurance to the extent permitted by law.

16. ALTERATION OF CONSTITUTION

This Constitution may be altered by Special Resolution in accordance with the Acts.

17. WINDING UP (GENERAL)

17.1 The Association may be wound up in accordance with the Act.

17.2 If the Association is wound up or its DGR endorsement is revoked, after satisfaction of the Association's debts and liabilities, any surplus DGR assets must not be distributed to Members, but must be transferred to one or more organisations:

- whose charitable purposes are similar to those of the Association;
- that are endorsed as Deductible Gift Recipients;
- that prohibit distribution of income or property to members to at least the same extent as the Association.

17.3 The organisation(s) designated to receive the Association's surplus DGR assets shall be determined by special resolution of Members at or before the time of winding up.

17.4 If the Members do not make the decision referred to in 17.3, the Supreme Court of South Australia may determine the recipient organisation(s).

