

## Landscape Association of South Australia Incorporated – Overview of Proposed Constitution Amendments (2023)

No.	Current Constitution	New Constitution	Overview
1.	Clause 1. Definitions	Clause 1. Name of Association Clause 2. Corporate Status Clause 3. Definitions Clause 4. Interpretation	The new Constitution includes the trading name of the Association ( <b>MLSA</b> ) and sets out the corporate status and expands the definitions. The definitions section now incorporates a definition for virtual meeting technology. The new Constitution incorporates an interpretation section.
2.	Clause 2. Objectives and Purposes	Clause 5. About this Constitution Clause 6. Objects and Purpose	The new Constitution amends the purposes of the Association whilst maintaining the focus of the organisation and being sufficiently broad to be consistent with the current Constitution's purpose.
3.	Clause 3. Powers	Clause 7. Powers, functions and duties	The new Constitution incorporates the powers of the current Constitution. In addition to the powers conferred by section 25 of the Act the new Constitution confirms specific powers, functions and duties.
4.	Clause 4. Membership	Clause 8. Admission of members Clause 9. Eligibility of membership Clause 13. Membership types	The new Constitution sets out the process for admission of members and eligibility criteria and obligations of members once admitted (including compliance with MLSA's code of conduct). The new Constitution expands on the types of membership offered by the Association, including provisional members, honorary members and affiliate members.
5.	Clause 5. Subscriptions	Clause 10. Applying for membership Clause 11. Application management Clause 12. Becoming a member Clause 17. Membership fees Clause 18. Code of Conduct	The new Constitution sets out the process for applying for membership and the application management process. The new Constitution confirms when an applicant becomes a member, expands on membership fees, and confirms that if membership fees are unpaid then voting rights are suspended.
6.	Clause 6. Resignations	Clause 14. When membership ceases Clause 15. Resignation Clause 16. Rights not transferable	The new Constitution expands on the resignation clause in the current Constitution and confirms when membership ceases and that rights of members are not transferable.

No.	Current Constitution	New Constitution	Overview
7.	Clause 7. Expulsion of a member	Clause 20. Suspension or expulsion of a member Clause 21. Consequences of suspension	The new Constitution sets out when the Board may suspend or expel a member and confirms the notice details which must be provided to the member.
8.	Clause 8. Register of members	Clause 19. Register of members	The new Constitution expands the current Constitution clause and provides details on how a member may inspect the register.
9.	Clause 9. The Board	Clause 22. Role of Board Clause 23. Board composition Clause 24. Appointment of Board members	The new Constitution clearly sets out the role of the Board of the Association, its composition and appointment.
10.	Clause 10. Disqualification of Board Members	Clause 25. Vacation of Office Clause 26. Acts and proceedings not invalid Clause 27. Appointment to fill casual vacancy Clause 28. Remuneration and expenses of Board members Clause 29. Interests of Board members	The new Constitution closely resembles the current Constitution in relation to disqualification / vacation of office of a Board member. The new Constitution includes a clause to confirm that no act or proceeding is invalid for reason of vacancy or defect in Board member. The new Constitution confirms that the Board may appoint a person to fill a casual vacancy and provides a process for reimbursement of expenses if approved by the Board. In addition, the new Constitution adopts provisions similar to the current Constitution in relation to the disclosure of interests of Board members to the Board and the Association.
11.	Clause 11. Proceedings of the Board	Clause 31. Meeting of the Board Clause 32. Telecommunications meeting Clause 33. Written resolution Clause 34. Notice of Board meetings Clause 35. Calling a Board meeting Clause 36. Quorum at Board meeting Clause 37. Voting at Board meeting	The new Constitution adopts similar provisions to the current Constitution in relation to proceedings of the Board, and expands in some areas (including meetings using technology and written resolutions).

No.	Current Constitution	New Constitution	Overview
12.	Clause 12. The Financial Year	Clause 46. Financial Year Clause 47. Accounts Clause 48. Appointment of an auditor	Rules in relation to the Association's financial year and accounts are provided for in a similar manner under the new Constitution to the current Constitution, although they now appear as separate clauses. The new Constitution sets out a separate clause for the appointment of an auditor, which is captured under clause 16 of the current Constitution.
13.	Clause 13. Borrowing and Lending Powers	Clause 49. Borrowing and security	The new Constitution has similar wording to the current Constitution in relation to this clause.
14.	Clause 14. Rules	Clause 50. Amendment of Constitution	The new Constitution has similar wording to the current Constitution in relation to this clause.
15.	Clause 15. The Seal	Clause 55. Common Seal Clause 56. Execution of documents	The new Constitution confirms that the Seal shall not be used without express authorisation. The current Constitution states that it can be used without express authorisation. The new Constitution confirms who can affix the Seal. The new Constitution confirms how a document can be executed by the Association.
16.	Clause 16. Conduct of General Meetings	Clause 38. Annual General Meeting Clause 39. Special General Meeting Clause 40. Notice of General Meeting	The new Constitution expands on the current Constitution and confirms what a notice of general meeting should include and where it should be sent.
17.	Clause 17. Proceedings at Meetings	Clause 41. Proceedings at General Meetings Clause 43. Poll at General Meetings. Clause 44. Special and Ordinary Resolutions	The new Constitution sets out that ten members (10) are required for quorum whereas the old Constitution requires six (6) members in order to constitute quorum. The new Constitution provides flexibility on how the meeting may be held (in person, hybrid or virtual).
18.	Clause 18. Minutes of Meetings	Clause 45. Minutes	The new Constitution has similar wording to the current Constitution in relation to this clause.

No.	Current Constitution	New Constitution	Overview
19.	Clause 19. Voting Rights	Clause 42. Voting at General Meetings.	The new Constitution has similar wording to the current Constitution in relation to this clause.
20.	Clause 20. Indemnity	Clause 30. Indemnity and insurance	The new Constitution confirms that the insurance must be permitted by the Act.
21.	Clause 21. Secretariat	Clause 7. Powers, functions and duties Clause 47. Accounts	The new Constitution largely omits this provision as rules in relation to the functions and duties of the Board and accounts are dealt with elsewhere. The new Constitution confirms that the powers, functions and duties of the Association must be exercised in accordance with the Act and the Association's objects and purposes.
22.	Clause 22. Spokesperson for the Association	Clause 51. Spokesperson for the Association	The new Constitution has similar wording to the current Constitution in relation to this clause, including the public statement clause which is contained in clause 11 of the current Constitution.
23.	Clause 23. Accreditation	Clause 6. Objects and Purpose	The new Constitution confirms that encouraging the education of members and the general public in all matters affecting the landscaping industry, including by way of accreditation, is an object and purpose of the Association.
24.	Clause 24. Industry Education	Clause 6. Objects and Purpose	The new Constitution confirms that encouraging the education of members and the general public in all matters affecting the landscaping industry, including by way of industry education, is an object and purpose of the Association.
25.	Clause 25. The Association Logo	Clause 52. Association logo	The new Constitution has similar wording to the current Constitution in relation to this clause (slightly different wording)
26.	Clause 26. Prohibition against Securing Profits for members	Clause 53. Prohibition against securing profits for members	The new Constitution has similar wording to the current Constitution in relation to this clause (slightly different wording).
27.	Clause 27. Winding Up	Clause 54. Winding up	The new Constitution has similar wording to the current Constitution in relation to this clause (slightly different wording).

**End of note**