Proposal: Rules changes

EFA 2026 AGM

Summary

The EFA board voted unanimously to present the following two changes to EFA's Rules at the 2026 AGM. These are required to address important gaps in the current Rules.

The first change is to align the membership term in the Rules with current practice, specifically so that memberships renew annually on the date that they began.

The second change is to enable board members to depart the board outside of their appointed term, either through (i) resigning or (ii) if a two-thirds majority of the board determines that they failed to comply with the Rules, the Act, or their duties.

The benefits of these changes are that (i) EFA's operations will become in alignment with our own rules, and (ii) any board conflicts will have a clearer path to resolution.

The proposed changes have been shared with South Australia Consumer and Business Services (CBS), the regulator for EFA, and they were considered to be acceptable. The fee to lodge updated rules will be $89.

Change 1 - Membership renewal dates

Old Rule 6.2: Subscription fees shall be due on 1 July.	**New Rule 6.2:** Subscription fees shall be due annually on the anniversary of the member's date of entry to the Association.

Old Rule 7.3: Any member whose subscription is outstanding on 30 September shall cease to be a member of the Association.	**New Rule 7.3:** If a member fails to pay the required subscription fees within two months after they become due, the Association must notify the member and give them one month to pay the outstanding amount. If the member does not pay within that time, their membership will end.

This change is required to ensure that EFA's operations are in compliance with our Rules around membership renewal. Additionally, this way of operating (versus changing our membership process to require renewal on a fixed date) has several advantages:

- Does not require member communications to explain or manage the change
- Does not require cost or time to change CiviCRM to implement new approach
- Membership-based cashflow is spread evenly over the year
- Members are not treated differently when joining mid-year

The new wording of the Rules is based closely on the Model Rules template provided by CBS. Note that the wording of the New Rule 7.3 allows for a three month grace period (two months + one month) as does the Old Rule (1 July to 30 September).

Change 2 - Board member removal

Old Rule 11 title: Disqualification of Board Members	**New Rule 11 title:** Removal of Board Members and Committee Members

Old Rule 11: A position on the Board shall become vacant if a Board Member is: i. disqualified by the Act; ii. expelled under these rules; iii. permanently incapacitated by ill health and unable to participate in board meetings; iv. absent without apology from more than three consecutive Board meetings, or more than three Board meetings between each Annual General Meeting; v. no longer the duly appointed representative of an Associate Member.	**New Rule 11:** A position on the Board shall become vacant if a Board Member is: i. disqualified by the Act; ii. expelled under these rules; iii. permanently incapacitated by ill health and unable to participate in board meetings; iv. absent without apology from more than three consecutive Board meetings, or more than three Board meetings between each Annual General Meeting; v. no longer the duly appointed representative of an Associate Member; vi. resigns from the Board of the Association by giving to the Board written notice; vii. is removed from office by a resolution carried by at least two-thirds of all current Board Members (excluding the Board Member concerned, who is not entitled to vote) for failing to comply

	with these rules, the Act, or their duties; provided that any such decision is made fairly in accordance with the rules of natural justice, utilizing the procedure and appeal mechanisms set out in Rule 8 as if the Board Member were a member facing expulsion. Such a resolution does not automatically change a person's status as a member of the Association.

This change is required to ensure that board members can choose to leave or, if they have not complied with the Rules, the Act, or their duties, be required to leave by a two-thirds majority of the board. Neither of these situations was contemplated by the existing Rules, which assumed that board members would either stay until the next AGM or until they were otherwise disqualified.

The advantages of making this change are that it:

- Provides clarity in situations where ongoing board conflict can harm the organisation
- Gives a process for boards to follow that is aligned to natural justice, reducing later risks
- Enables a key part of the EFA Ethical Standards, which assumes that a board removal mechanism exists, stating "*EFA will take appropriate steps, which may include expulsion from the board*".

The new wording of the Rules is based closely on the approach in the Model Rules template provided by CBS, e.g. the Model Rule 6.5 is titled "Removal of Committee members and sub-committee members". The intent has been to make minimal changes to the Rules while aligning to the regular-sanctioned Model Rules where possible

Discussion

The EFA board passed a unanimous resolution at the 23 Sep 2026 meeting to present these changes at the 2026 AGM.

Changes to EFA's Rules can be made under Rule 15.1, which specifies that "*Subject to approval by a resolution of the members of the Association at a Special General Meeting or Annual General Meeting, these rules may be altered (including any alteration to name), or be rescinded and replaced by substituted rules. Such alteration shall be registered with the Commission as required by the Act.*" While the SA Associations Incorporation Act 1985 S24.1 states that "*An alteration to a rule of an incorporated association may be made by a special resolution of the association unless other provision is made in the rules of the association*" as EFA's Rules provide that an ordinary resolution is the way to alter the rules, a special resolution is not required.

Assuming the Rules are changed, EFA needs to lodge the updated Rules with CBS within one month, and pay a fee of $89. CBS has reviewed the proposed changes, and is comfortable with them. Additionally, they advised that they may require EFA to make further changes to our Rules if they are not otherwise compliant with the Act, however any such required changes will not need to be put to a further vote of the members.