

**Australian Local Government Women's Association  
South Australian Branch Incorporated**

**CONSTITUTION**

**Incorporation Number A39117**

**This version is the substitution of rules passed at the Australian Local Government Women's Association South Australian Branch Incorporated Annual General Meeting held on 9 November 2024.**

## 1. NAME OF THE ASSOCIATION

The name of the incorporated Association is the **Australian Local Government Women's Association South Australian Branch Incorporated** referred to herein as "the association".

## 2. DEFINITIONS

2.1 In these Rules, unless the contrary intention appears:

<b>'Act'</b>	means the <i>Associations Incorporation Act 1985</i> as amended;
<b>'Association'</b>	means The Australian Local Government Women's Association South Australian Branch Incorporated which may also be known as ALGWA SA Branch Inc or ALGWA SA;
<b>'Committee'</b>	means the committee of management of the association;
<b>'Executive'</b>	means the office bearers on the committee;
<b>'Financial year'</b>	means the year ending on 30 June;
<b>'General meeting'</b>	means a general meeting of members of the association convened in accordance with these rules;
<b>'Member'</b>	means a natural person who is a financial member or honorary member of the association;
<b>'Month'</b>	means a calendar month;
<b>'Office Holder'</b>	means the holder of any office established by the rules of the association, such as President, Vice-President, Secretary, Treasurer (except a patron or the holder of some other honorary office that confers no right to participate in the management of the affairs of the Association).
<b>'Ordinary member'</b>	means a member of the Association Committee who is not an officer holder;
<b>'President'</b>	means the presiding officer of the Association Committee;
<b>'Regulations'</b>	means Regulations under the Act;
<b>'Relevant documents'</b>	has the same meaning as "documents" in the Act;
<b>'Rural'</b>	means the area generally outside the metropolitan areas of Adelaide;
<b>'Special resolution'</b>	means a special resolution defined in the Act;
<b>'Term'</b>	means two years;
<b>'Written notice'</b>	means electronic communication or hard copy.

### **3. AIMS (PURPOSES) OF THE ASSOCIATION**

The aims (purposes) of the Association are to:

- 3.1. Be a not-for-profit charitable organisation that advocates for the common interests of women who are engaged in or interested in local government in South Australia.
- 3.2. Enhance democratic processes in South Australia by increasing the number and diversity of women in local government and engagement of women in the democratic process.
- 3.3. Provide activities and resources that promote networking, support, mentoring, information and encouragement for women to participate in and be represented in local government.
- 3.4. Provide resources and assistance for women considering candidacy in local government elections, particularly women in the community who may be under-represented in local government and/or socially and /or economically disadvantaged.
- 3.5. Raise awareness of and advocate for positive changes on issues facing women in local government.
- 3.6. Contribute to public discussion for the awareness of and action on issues that generally protect and advance the interests and rights of women consistent with rules of law.
- 3.7. Acknowledge and celebrate the contribution of women in local government.
- 3.8. Raise and attract funds to achieve the aims of the Association.
- 3.9. Undertake any other lawful activities and actions that assist to achieve the aims (purposes).

### **4. POWERS OF THE ASSOCIATION**

The Association has the following powers conferred by the Act and exercised by the committee to:

- 4.1. Acquire, hold, deal with, and dispose of, real or personal property.
- 4.2. Open and operate financial institution accounts.
- 4.3. Invest its moneys:
  - 4.3.1. In any security in which trust moneys may, by Act of Parliament, be vested, or
  - 4.3.2. In any other manner authorised by the Constitution of the Association.
- 4.4. Borrow money on such terms and conditions as approved by the committee.
- 4.6. Give such security for the discharge of liabilities incurred by the Association as approved by the Committee.
- 4.7. Appoint agents to transact any business of the Association on its behalf.
- 4.8. Appoint a public officer as required by the Act.
- 4.9. Enter any contract it considers necessary or desirable.
- 4.10. Establish and support committees and groups, for the purpose of achieving its objectives, on such terms and conditions as the committee determines.
- 4.11. Revoke membership for reasonable cause using rules of natural justice.
- 4.12. 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
- 4.13. Do anything incidental to the attainment of all or any of its aims (purposes).
- 4.14. Apply the assets and income of the Association solely in furtherance of the above-mentioned aims (purposes).

## **5. MEMBERSHIP**

### **5.1 Types**

- (a) Membership of the Association is open to individuals and organisations that supports the aims (purposes) of the Association and agrees to be bound by the Constitution of the Association. Membership types may include Individual, Organisation and Honorary.
- (b) The Association may establish such other classes of membership as it thinks appropriate and may determine the rights of members in each of those classes and the circumstances in which each such membership expires or ceases.
- (c) An individual or organisation applies for membership by completing and submitting the appropriate application form and fees to the Secretary or Treasurer.
- (d) A member is considered to be a financial member of the Association when the completed member's application form has been received by the Secretary or the Treasurer and the annual subscription fee paid into the Association's bank account.
- (e) The Secretary must as soon as practicable notify the applicant by written notice of the membership approval; and enter the applicant's name in the register of members.
- (f) The Association may, as determined by the committee, affiliate with organisations that further the objectives of the association and may represent itself as being affiliated with such organisations by mutual agreement.
- (g) Honorary membership of the association may be awarded at the discretion of the committee to persons who have given significant service to the association. Those members awarded Honorary Membership will have the same privileges and rights as individual financial members but not pay a membership subscription reflecting that Honorary Membership is awarded for exceptional and outstanding service over an extended period of time as a member.
- (h) Persons deemed to be registered members as at the date of the adoption of this Constitution continue to be registered members until membership ceases; and because of this membership are entitled to vote at Association meetings.

### **5.2 Subscriptions**

- (a) The annual subscription fees for membership for organisations and for individuals is such sum as the members determine at the Annual General Meeting.
- (b) The subscription fees are payable annually on or before first (1) July each year or at such other time as the committee shall determine.
- (c) Any member whose annual subscription is outstanding for more than three months after the due date for payment automatically ceases to be a member of the association, provided that the committee may reinstate such membership on terms or contributions as it thinks fit.
- (d) A right, privilege, or obligation of an individual or organisation by reason of membership of the association:
  - (i) is not capable of being transferred or transmitted to another individual or organisation; and
  - (ii) terminates upon the cessation of membership whether by death or resignation or otherwise.

### **5.3 Resignation**

- (a) A member of the Association who has paid all moneys due and payable by a member to the association may resign from the Association by giving written notice to the Secretary of the association.
- (b) The Secretary must record in the register of members the date on which the member ceased to be a member.

#### **5.4 Disputes and mediation**

- (a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between:
  - (i) a member and another member; or
  - (ii) a member and the association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of an independent third person.
- (d) The independent third person must be either a person chosen by agreement between the parties or in the absence of agreement:
  - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the association; or
  - (ii) in the case of a dispute between a member and the association, a person who is a mediator appointed or employed by a recognised mediation agency.
- (e) A member of the association can be a mediator but cannot be a member who is a party to the dispute.
- (f) In any mediation effort, the parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The mediator, in conducting the mediation, must
  - (i) give the parties to the mediation process every opportunity to be heard; and
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
  - (iv) not determine the dispute.
- (h) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
- (i) The rules of natural justice must be observed as provided for in the Act during dispute resolution.

#### **5.5 Suspension or Expulsion of a member**

- (a) Subject to giving a member an opportunity to be heard or to make a written submission, the committee by resolution may resolve to suspend for a specified period or expel a member from the association upon a charge of:
  - (i) refusing or neglecting to comply with these Rules; or
  - (ii) conduct detrimental, unbecoming or prejudicial to the objects of the association.
- (b) Particulars of the charge for suspension or expulsion are to be communicated by written notice to the member at least one (1) month before the meeting of the committee at which the matter is to be determined.
- (c) The determination of the committee is required to be communicated by written notice to the member.- In the event of an adverse determination the member ceases to be a member fourteen (14) days after the committee has communicated its determination to the member.
- (d) A member may appeal to the association in a special meeting of the committee against an expulsion. The intention to appeal must be communicated by written notice to the Secretary of the association within fourteen (14) days after the determination of the committee has been communicated to the member.
- (e) If at the special meeting, the committee confirms a resolution for expulsion, the member may, not later than forty-eight (48) hours after that special meeting, give the Secretary a written notice to

the effect that they wish to appear to the association in general meeting against the resolution.

- (f) In the event of an appeal, the appellant's membership of the association is not terminated unless the committee's decision to expel the member is upheld by the association in general meeting after the appellant has been heard. In such event, membership is to be terminated at the date of that general meeting.

## **5.6 Register of Members**

- (a) A register of members must be kept containing:
  - (i) the name and address and contact details of each member; and
  - (ii) the date on which each member was admitted to the association; and
  - (iii) if applicable, the date of, and reason(s) for termination of membership.
- (b) Information held in the register of members must not be publicly released except under the provisions of section 17 of the Act or any other relevant legislation. The register is only available to Committee members for a valid reason.
- (c) Each member is to notify the Secretary in writing of any change of address or other contact details on the register of members and the Association shall not be responsible for communication not being received by a member due to incorrect or outdated details appearing in the register of members.

## **6. THE COMMITTEE**

### **6.1 Powers and Duties**

- (a) The business and affairs of the Association are to be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, is required to exercise all such powers and do all such things as are within the Aims (Purposes) of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- (b) The committee –
  - (i) has the management and control of any property, the funds, business and affairs of the association; and
  - (ii) has the 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.
- (c) The Secretary is the Public Officer of the Association and notice of appointment and any change in the identity or address of the Public Officer is to be lodged as required by the Act and relevant authorities within the time mandated.
- (d) Governance responsibilities:

The committee undertakes all governance responsibilities as stated in this Constitution and the Act, including the following:

  - (i) Exercising powers and discharging their duties with care and diligence.
  - (ii) Making judgements in good faith and in the best interests of the Association.
  - (iii) Declaring a conflict of interest when a committee member's duty to act in the interests of the Association is compromised by some other interest.
  - (iv) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with the Association Rules.

#### **6.1.1 The President is required to:**

- (a) Chair committee and general meetings except that in the absence of the President, or at the request of the President, another member may be elected as the meeting's chairperson.
- (b) Have a personal deliberative vote at any meeting and shall, in addition, have a casting vote if votes are equal.

- (c) Represent the association and act as association spokesperson and make statements in accordance with previously agreed policy or, in an emergency, following consultation with at least two members of the committee.
- (d) Be the association's authorised state national delegate to the Board of the Australian Local Government Women's Association Inc. If the President is unable to participate as a delegate, the committee can appoint a proxy from the committee as the President's proxy using the prescribed form.
- (e) Be the association's authorised delegate to the Australian Local Government Women's Association Inc National conference and the Australian Local Government Association national conference taking into account the finances of the association. If the President is unable to attend a conference, the President can nominate a financial member of the association to be the association's voting representative at a conference.
- (g) together with the Secretary prepare the agenda for committee meetings.
- (h) shall encourage full balanced participation by all committee members.

#### **6.1.2 The Secretary is required to:**

- (a) Give notice of meetings in accordance with the provisions of this constitution.
- (b) Keep records of the association including the constitution, policies, register of members, minutes of meetings, correspondence, submissions or reports made by or on behalf of the association.

### **6.2 Appointment**

- (a) Subject to section 30 of the Act, the committee is to consist of -
  - (i) the President, and four (4) officers of the Association; and a maximum of seven (7) ordinary members each of whom is to be elected for two years at the biennial general meeting of the association.
  - (ii) The Immediate Past President is an unelected ordinary member of the committee and holds the position ex officio.
- (b) The office bearers of the association are to be –
  - (i) a President;
  - (ii) a Rural Area Vice President;
  - (iii) a Metropolitan Area Vice President;
  - (iv) a Treasurer and
  - (v) a Secretary.
- (c) A committee member is to be a natural person.
- (d) The first committee of the association is appointed from the promoters of the association, or comprised of such persons as hold office prior to incorporation. The first committee holds office until the first Annual General Meeting after incorporation.
- (e) Each officer of the association holds office for a term of two (2) years until the relevant Annual General Meeting and is eligible for re-election. A President is eligible to serve one term (being two (2) years) followed by a consecutive term of another two (2) years, but must have a break of two (2) years before nominating again.
- (f) In the event of a casual vacancy in any office referred to elsewhere in these rules, the committee may appoint one (1) of its ordinary members to the vacant office bearer position and the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of appointment.
- (g) The Immediate Past President may serve as an ordinary member of the committee for a term of two (2) years immediately after completion of service as President. In the event of the current President being elected for a further term of two (2) years, the Immediate Past President may serve for a further term of two (2) years. If the Immediate Past President chooses not to serve or

has resigned, then the position remains vacant until such time as a position of Immediate Past President is available. As an ex officio member, the Immediate Past President has voting rights at meetings but does not come into consideration regarding quorum.

### **6.3 Ordinary members of the committee**

- (a) Subject to these rules, each ordinary member of the committee holds office until the biennial Annual General Meeting next after the date of election but is eligible for re-election.
- (b) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the association to fill the vacancy and the member appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

### **6.4 Election of officer holders and ordinary committee members**

- (a) A call for nominations from individual members seeking election to the committee for office holder positions and ordinary committee member positions (with the exception of Immediate Past President)-shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- (b) Nominations of candidates for election to the committee, with the exception of Immediate Past President, must
  - (i) be made on the association's nomination form that includes provision for the candidate to be nominated by one member of the association. The inclusion of the names of one member of the association and of the candidate is the equivalent of placing their signatures on the nomination form and indicating their consent.
  - (ii) received by the Secretary of the association seven (7) days before the date fixed for the holding of the relevant Annual General Meeting.
- (c) A candidate can only nominate for one (1) position on the nomination form.
- (d) A Returning Officer is to be appointed to conduct the election. The Returning Officer should not be eligible for election and may appoint persons to assist in the conduct of the election.
- (e) At the Annual General Meeting the office holders are to be elected first, followed by the appointment of the remainder of the committee members all of whom must have lodged their nomination with the Secretary seven (7) days beforehand.
- (f) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are elected providing they fulfill the criteria for membership.
- (g) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are elected.
- (h) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot must be held.
- (i) The ballot for the election of office holders and ordinary members of the committee must be conducted at the relevant Annual General Meeting in such manner as the committee may direct.
- (j) Should any positions not be filled at the Annual General Meeting then subsequent applications to fill these as casual vacancies are to be considered as soon as practicable by the committee.

### **6.5 Vacancies**

- (a) The position of an officer-holder of the association or of an ordinary member of the committee, becomes vacant if the office holder or member:
  - (i) ceases to be a member of the association; or
  - (ii) resigns from office by written notice given to the Secretary, or
  - (iii) misses three consecutive committee meetings without an explanation acceptable to the committee, or
  - (iv) misses five committee meetings in 12 months without leave of absence.



## **6.6 Proceedings of Committee**

- (a) The committee must meet together for the dispatch of business at least three (3) times in each year at such place and such times as the committee may determine. Committee members are considered to be present when linked by electronic means of audio-visual technology. A resolution passed by such committee meeting is, notwithstanding that the members of the committee are not present together in one place at the time of the meeting, considered to have been passed at a meeting of the committee held on the date on and at the time at which the meeting was held. Such a meeting is to be conducted according to the procedures followed at a face-to-face meeting of the committee and appropriate records of the meeting will be kept.
- (b) Written notice of each committee meeting must be given to each member of the committee at least five (5) business days before the date of the meeting.
- (c) Questions arising at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee, are determined on a show of hands and decided by a majority or, if a member requests, by a poll taken in such manner as the officer presiding at that meeting determines.
- (d) Each member present at a meeting of the committee, or at a meeting of any sub-committee appointed by the committee (including the officer presiding at the meeting), is entitled to one (1) vote and, in the event of an equality of votes on any question, the officer presiding exercises a casting vote.
- (e) A committee member having a conflict of interest on any matter before the committee must declare the interest to the committee which must then decide whether the committee member votes on the matter.
- (f) The Secretary of the association must keep minutes of the resolutions and proceedings of each general meeting, and each committee meeting, together with a record of the names of persons present at committee meetings, apologies tendered and note those absent without apology.
- (g) At meetings of the committee the President or, in the President's absence, a committee member nominated by the committee, presides.
- (h) Minutes of meetings are to be forwarded to committee members within two (2) weeks of the meeting taking place.
- (i) No office holder or ordinary member of the committee shall be granted leave of absence exceeding six (6) months except under special circumstances. If leave of absence is approved, the member will not be considered in determining quorum for the term of the leave.

## **6.7 Special committee meetings**

- (a) Special meetings of the committee are to be convened by the President or by any four (4) members of the committee.
- (b) Written notice must be given to members of the committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.
- (c) Committee members are regarded as being present when linked by electronic means of audio-visual technology. A resolution passed by such committee meeting is, notwithstanding that the members of the committee are not present together in one place at the time of the meeting, is considered to have been passed at a meeting of the committee held on the date on and at the time at which the meeting was held. Such a meeting is to be conducted according to the procedures followed at a face-to-face meeting of the committee and appropriate records of the meeting will be kept.

## **6.8 Quorum for committee meetings**

- (a) Forty (40) percent of the officers for executive meetings of the committee and forty (40) percent of members of the committee will constitute a quorum for the conduct of the business of a meeting of the committee.

- (b) No business may be conducted unless a quorum is present.
- (c) If within half an hour of the time appointed for the meeting a quorum is not present –
  - (i) in the case of a special meeting, the meeting lapses;
  - (ii) in any other case, the meeting shall stand adjourned to a place, time and date to be determined.
- (d) The committee can act notwithstanding any vacancy on the committee.
- (e) The committee can put a resolution to committee members to pass a resolution without a meeting being held (a circular resolution): -
  - (i) A circular resolution must be sent by email or other technology to all committee members to vote on and return within a specified time and include their name and the text of the resolution in their reply.
- (f) Circular resolutions cannot be used:
  - (i) for a resolution to appoint or remove a committee member.
  - (ii) for passing a special resolution.
  - (iii) where the Corporations Act or this constitution requires a meeting to be held
- (g) A circular resolution must have responses from forty (40) per cent of committee members entitled to vote. The resolution passes by majority of votes cast. In the event of a tied vote, the President has the casting vote.

## **6.9 Disqualification of committee member**

- (a) The office of a committee member becomes vacant if a committee member is:
  - (i) disqualified from being a committee member by the Act;
  - (ii) expelled as a member under these rules;
  - (iii) permanently incapacitated by ill health; or
  - (iv) misses three consecutive meetings without an explanation acceptable to the committee, or
  - (v) Absent for a total of five (5) meetings over twelve (12) months unless leave of absence has been previously granted.
- (b) The association in general meeting can, by resolution, remove any member of the committee before the expiration of the member's term of office and appoint another member to hold office until the expiration of the term of the removed member.

## **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 common seal of the association must be kept in the custody of the Secretary.
- 7.3 The common seal must not be used without the express authorisation of the committee, and the affixing of the common seal must be attested by the signatures of either two members of the committee or of one member of the committee and the public officer of the association.
- 7.4 Every use of the seal must be recorded in the minutes of the association.

## **8. GENERAL MEETINGS**

### **8.1 Annual General Meetings**

- (a) The committee determines the date, time and place of the Annual General Meeting of the association, in accordance with the Act and these rules.
- (b) The first Annual General Meeting is to be held within eighteen (18) months after the incorporation of the association, and thereafter within five (5) months after the end of its financial year.
- (c) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.

- (d) The ordinary order of the business at the Annual General Meeting is to -
  - (i) confirm the minutes of the previous Annual General Meeting and of any special general meeting held since that meeting;
  - (ii) present a report by the President covering the business of the term;
  - (iii) consider the accounts and reports of the committee and the auditor's report (if auditor's report is required);
  - (iv) appoint auditors (if required);
  - (v) elect office holders of the association and ordinary members of the committee, where required;
  - (vi) confirm the public officer
  - (vii) set an annual subscription; and
  - (viii) conduct any other business requiring consideration by the association in general meeting.
- (e) The Annual General Meeting can conduct any special business of which notice has been given in accordance with these rules.
- (f) Motions for Annual General Meetings must be submitted by written notice to the President or Secretary at least four (4) weeks prior to the date of the Annual General Meeting for consideration by the committee, whose decision as to its submission to that meeting shall be final.
- (g) Members are considered to be present when linked by electronic means of audio-visual technology. A resolution passed by such committee meeting is (notwithstanding that the association members are not present together in one place at the time of the meeting) considered passed at the Annual General Meeting held on the date and the time at which the meeting was held. Such a meeting is to be conducted according to the procedures followed at a face-to-face meeting of the association and appropriate and full records of the meeting shall be kept.

## **8.2 Special General Meetings**

- (a) All general meetings other than the annual general meeting are special general meetings. The committee can call a special general meeting of the association at any time.
- (b) Upon a requisition in writing of not less than five (5) per cent of the total number of members of the association, the committee must within one (1) month of the receipt of the requisition, convene a special general meeting of the association for the purpose specified in the requisition.
- (c) Every requisition for a special general meeting must –
  - (i) state the objects of the meeting; and
  - (ii) identify by name all the members requesting the meeting; and
  - (iii) include a nominated contact person
  - (iv) be sent to the address of the Secretary.
- (d) If a special general meeting is not convened within one (1) month after the date on which the request in writing is sent to the address of the Secretary, the requisitionists, or at least fifty (50) per cent of their number, may convene a special general meeting to be held not later than three (3) months after that date. Such a meeting is to be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the association members receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting are to be refunded by the association to the person incurring the expenses.

## **8.3 Special Business**

- (a) All business that is conducted at a special general meeting must be specified in the agenda distributed in advance of the meeting.

## **8.4 Notice of General Meetings**

- (a) Notice of any general meeting must be given to members at least fourteen (14) days prior to the date of the meeting. The notice must set out the place, date and time of the meeting and the nature and order of the business to be transacted at the meeting.

- (b) Notice of a meeting at which a special resolution is to be proposed must be given at least twenty-one (21) days prior to the date of the meeting.
- (c) Notice in writing is to be sent by written notice or electronic transmission to the address appearing in the register of members.
- (d) A member intending to bring any business before a meeting must provide written notice or by electronic transmission, notice of that business to the Secretary, who must include that business in the meeting agenda.

### **8.5 Proceedings at General Meetings**

- (a) No item of business is to be conducted at a general meeting unless a quorum of members entitled under these rules to vote is present at the time when the meeting is considering that item.
- (b) Five (5) members present either personally or electronically by teleconference, (being members entitled under these Rules to vote at a general meeting), one of whom must be the President, constitute a quorum for the conduct of the business of a general meeting.

Members are considered to be present when linked by electronic means of audio-visual technology and a resolution passed by such general meeting is considered to have been passed at the general meeting held on the date on which and at the time at which the general meeting was held. Such a meeting is to be conducted according to the procedures followed at a face-to-face meeting of the association and appropriate and full records of the meeting will be kept.

- (c) If, within half an hour after the time appointed for the commencement of a general meeting, a quorum of members is not present –
  - (i) a meeting convened upon the requisition of members lapses; and
  - (ii) in any other case, the meeting stands adjourned to another day and time as specified by the officer presiding at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place; and
  - (ii) if at such adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members present (being not less than three (3) is a quorum.
- (d) If the President is absent from a general meeting within fifteen (15) minutes after the time appointed for holding the meeting, or is present but unable to preside, or declines to take the presiding position, members must choose a committee member to be the officer presiding at that meeting.

### **8.6 Voting at General Meetings**

- (a) Every member of the association has only one (1) vote at a meeting of the association with the exception of the President having deliberative vote as well as a casting vote in the case of an equality of votes.
- (b) All votes must be given either personally or by electronic means of audio-visual technology. Voting by proxy is not be allowed.
- (c) 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 at that meeting.
- (d) Unless a poll is demanded by at least three (3) members, a question for decision at a general meeting must be determined by a show of hands.
- (e) In the case of an equality of voting on a question, the presiding officer of the meeting is entitled to exercise a casting vote.
- (f) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the association have been paid, including the annual subscription payable in the current financial year.

(g) Each member organisation is entitled to appoint one (1) voting representative.

### **8.7 Poll at General Meetings**

(a) If a poll is demanded by not less than three (3) members, it must be conducted in a manner specified by the person presiding and the result of the poll is deemed to be a resolution of the meeting on that question.

(b) A poll demanded for the election of a person presiding or on a question of an adjournment must be taken immediately, but any other poll may be taken at any time before the close of the meeting.

### **8.8 Special and Ordinary Resolutions**

(a) A special resolution is a special resolution as defined in section 3 of the Act.

(b) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

## **9. MINUTES**

9.1 Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, including adjournments, are to be entered within one (1) month after the relevant meeting in minute books kept for the purpose.

9.2 The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.

9.3 The minutes kept according to this rule are to be signed by the presiding officer of the meeting at which the proceedings took place or by the presiding officer of the next succeeding meeting at which the minutes are confirmed.

9.4 Where minutes are entered and signed, they are, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting have been held, and that all appointments made at a meeting are valid.

## **10. NOTICE TO MEMBERS**

10.1 Except for requirements in General Meetings rules, any notice that is required to be given to a member, on behalf of the association, under these Rules is to be given by:

- (i) Delivering the notice to the member personally; or
- (ii) Sending it by post addressed to the member at that member's address shown in the register of members; or
- (iii) Electronic transmission.

## **11. FINANCIAL REPORTING AND ACCOUNTS TO BE KEPT**

11.1 The first financial year of the association is the period ending on the next thirtieth (30) June following incorporation, and thereafter a period of twelve (12) months commencing on first (1) July and ending on thirtieth (30) June of each year.

11.2 The association must:

- (i) 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 and any relevant Regulations and any other regulatory organisations; and
- (ii) collect and receive all moneys due to the association and make all payments authorised by the association.

11.3 All financial instruments must be signed or authorised electronically by two (2) of the current office holders of President, Secretary or Treasurer.

11.4 The funds of the association come from entrance fees, annual subscriptions, donations and such other sources as the committee determines.

11.5 At committee meetings, the Treasurer must provide a written report on the previous month's transactions and current bank balance since the previous meeting.

11.6 The Treasurer will prepare invoices for organisation memberships and forward renewal invoices to organisations before thirty-first (31) July each year.

11.5 The accounts prepared by the Treasurer, together with any auditor's report on the accounts (if an auditor is appointed), and the committee's report prepared by the President, must be provided to members at the Annual General Meeting.

## **12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

12.1 The income and capital of the association must be applied solely towards the promotion of its objects and no portion 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 and as provided for in the Act.

## **13. WINDING UP.**

13.1 The association is to be wound up in the manner provided for in the Act.

13.2 If after winding up of the association there remains "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.

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

13.4. If the Gift Fund is wound up or if the endorsement of the Association as a deductible gift recipient is revoked (whichever occurs first), any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it will be transferred to a fund or institution to which income tax deductible gifts can be made for:

(a) Gifts of money or property for the principal purpose of the Association

(b) Contributions made in relations to eligible fundraising event held for the principal purpose of the Association.

(c). Money received by the Association because of such gifts and contributions.

## **14. APPOINTMENT OF AUDITOR**

14.1 At each Annual General Meeting, the members may appoint a person to be auditor of the association.

14.2 Any auditor so appointed is to hold office until the next Annual General Meeting and is eligible for re-appointment.

14.3 If an appointment is not made at an Annual General Meeting, the committee may appoint an auditor for the current financial year.

## **15. POLICY**

15.1 The association aims to be non-party political and non-sectarian.

## **16. CONFERENCES AND SEMINARS**

16.1 The committee may convene conferences and seminars from time to time.

16.2 Such conferences and seminars are to be convened at such time and place as the committee determines.

## **17. ALTERATION OF THE CONSTITUTION**

17.1 These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association passed at the Annual General Meeting. This includes rescission or replacement by substitute rules.

17.2 The alteration must be registered with the relevant authorities as required by the Act.

- 17.3 The registered rules 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.
- 17.4 Subject to the Act, an alteration to the rules comes into force at the time that the alteration is passed, and an alteration to the name of the association does not come into force until registered.

## **18. GIFT FUND**

18.1 The Association will maintain a Gift Fund to which:

- (1) gifts of money or property for those purposes are to be made; and
- (2) any money received because of those gifts is to be credited; and
- (3) that does not receive any other money or property.

18.2. The Association must use those funds for specific projects that meet the principal purpose

## **19. OPPRESSIVE OR PREJUDICIAL CONDUCT**

19.1. Neither the Association nor the Committee may conduct their affairs in a manner that is oppressive or unfairly prejudicial to, or unfairly discriminatory against, a member or members, in a manner that is contrary to the interests of the members as a whole.

## **20. PRESUMPTION OF VALIDITY**

20.1. All acts of and things done by the committee, or any member of the committee, for or on behalf of the Association and in good faith, are to be taken to have been validly done notwithstanding that it may afterwards be discovered that some defect or irregularity existed in the manner or circumstances of such act or thing or in the appointment or election of the committee or of any of its members thereof.

## **21. COMMENCEMENT, INTERPRETATION AND EFFECT OF THE CONSTITUTION**

21.1. Nothing in this Constitution shall affect the force or validity of any act or thing done by the Association, the committee, and any sub-committee of the Association or any member prior to any amended Constitution.

21.2. Any question which may arise as to the interpretation or effect of this Constitution or of any other Association policies made pursuant thereto may be determined by the committee and any such determination is to be final and binding upon the members.

21.3. If any provision of the Constitution is found to be contrary to or inconsistent with the Act or any other applicable Act, regulation or law then this Constitution is to be construed as if that provision had not been included and the remainder is to retain its full force and effect.

21.4. If any circumstances shall arise where this Constitution is silent or is incapable of taking effect or being implemented according to its strict provisions, the committee shall, subject to any direction from time to time given to it by resolution of the Annual General Meeting or any Special General Meeting, have power to determine what action may be taken to best give effect to the objects of the Association and ensure its efficient administration, and every act of the committee bona fide resolve upon pursuant to this clause shall be valid and effectual as if specifically authorised herein.