

NORTH EASTERN METROSTARS INCORPORATED

CONSTITUTION

1. NAME

- 1.1. The name of the incorporated association shall be “North Eastern MetroStars Incorporated” (in these rules called “the Association”).
- 1.2. The name of the soccer team will be “MetroStars Soccer Club” (in these rules called “the Club”).

2. OBJECTS OF ASSOCIATION

The objects for which the Association is established are -

- 2.1. To promote, organise, direct, foster and develop the game of Soccer or any other sport considered beneficial to its members.
- 2.2. To govern, encourage, facilitate and assist its members to take part in the Association’s sporting, social and recreational activities.
- 2.3. To promote, foster and develop junior Soccer and to encourage, facilitate and assist young people to play Soccer.
- 2.4. To co-operate, affiliate and work together or in conjunction with any other body which has similar objects of the Association.
- 2.5. To do other things incidental to the above purposes as the Association thinks fit.

3. POWERS OF ASSOCIATION

The powers of the Association are:-

- 3.1. The Association has, in the exercise of its affairs, all the powers of an individual. The Association may, for example:
 - 3.1.1. enter into any arrangement or contract;
 - 3.1.2. acquire, hold, deal with and dispose of property of all kinds and in any manner;
 - 3.1.3. to invest any property of the Association in any manner;

- 3.1.4. to borrow money on any terms, operate bank accounts and give any security;
 - 3.1.5. to carry on any business or legal proceedings;
 - 3.1.6. to pay any expense;
 - 3.1.7. to engage and dismiss workers;
 - 3.1.8. to administer any property held on trust;
 - 3.1.9. make charges for services and facilities it supplies; and
 - 3.1.10. do other things necessary or convenient to be done in carrying out its affairs.
- 3.2. The Association may take over the funds and other assets and liabilities of the present unincorporated association known as the Metro Knights Sicilia Soccer Club.
- 3.3. The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.
- 3.4. To seek or receive membership fees, donations, gifts and property of any kind.
- 3.5. To publish periodicals, reports or other documents.
- 3.6. To provide education and disseminate literature relating to the Association or its purposes.
- 3.7. To assist in setting up any body having similar or related purposes.
- 3.8. To join and co-operate with the Sicilia Sports & Social Club Incorporated or any other body in order to further any purpose of the Association.
- 3.9. To contribute to any body, or support any body, with purposes of a social, educational, benevolent, patriotic or charitable nature.
- 3.10. To set up endowments, scholarships, bursaries and educational grants.
- 3.11. To arrange and provide recreation and other activities for members.
- 3.12. To do all such acts and things to further the purposes of the Association as the Association or the Management Committee thinks fit.
- 3.13. To do anything else that the Association or Management Committee decides.

4. CLASSES OF MEMBERSHIP

- 4.1. The membership of the Association shall consist of ordinary members, and any of the following classes of members:
 - 4.1.1. Foundation Members
 - 4.1.2. Life Members
 - 4.1.3. Honorary Members
- 4.2. The number of ordinary members shall be unlimited.
- 4.3. The initial members will be those declared as ordinary members at the inaugural meeting of the Association.
- 4.4. Subsequently, any person may nominate to become an ordinary member. That person becomes a member if the Management Committee accepts him or her as a member.
- 4.5. A company may be a ordinary member, but it must nominate a natural person to be its representative from time to time. Such nominee is treated as if a member in his or her own right for voting and Management Committee appointment purposes.
- 4.6. A member may resign at any time by notice in writing to the Secretary (refer Rule 9.). No membership fees are refundable upon resignation.
- 4.7. Membership does not give any right or interest in any property of the Association.
- 4.8. No member is liable to contribute to any liabilities of the Association, or any costs of winding it up.
- 4.9. Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before a date fixed by the Management Committee for the purpose agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association.
- 4.10. Every member of the Association who previously to agreeing to become a member of the Association has paid the member's subscription on or before the date fixed by the Management Committee for the purpose, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association for the period before the date fixed by

the Management Committee as the date the next annual subscription becomes due.

- 4.11. Every applicant for any class of membership of the Association (other than the members of the unincorporated association referred to in sub-rule (3)) shall be proposed by one (1) member of the Association and seconded by another member.
- 4.12. The application for membership shall be made in writing, signed by the applicant and the applicant's proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.
- 4.13. At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- 4.14. Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

5. MEMBERSHIP FEES

- 5.1. The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- 5.2. The membership fees for each class of membership shall be payable at such time and in such manner as the management Committee shall from time to time determine.

6. PATRON, VICE PATRON AND HONORARY MEMBERS

- 6.1. The Management Committee may recommend that persons be appointed Patron, Vice-Patron or Honorary Member.
- 6.2. The members may at, the Annual General Meeting, appoint the persons named in the recommendation to the offices for which they were recommended.
- 6.3. The Patron, Vice Patron and Honorary Members shall hold office until the next Annual General Meeting and shall be eligible for re-appointment.

7. FOUNDATION MEMBERS

- 7.1. A Foundation Member is a person who is accepted on the recommendation of the Management Committee as a member of the Association and has either paid a sum of money not less than ten (10) times the Life Membership fee or has been considered by the Management Committee as being directly involved in the founding and development of the Club.
- 7.2. Foundation Members may be granted extra privileges upon request to the Management Committee. The Management Committee will decide what benefits or privileges can be granted.

8. LIFE MEMBERS

- 8.1. On the recommendation of the Management Committee, the members at the Annual General Meeting may appoint as a Life Member any person who has rendered outstanding service to the Association. The person must have served or been a member of the Association for a minimum of five (5) years. Alternatively, a member can become a Life Member by paying the prescribed Life Membership Fee, which will be ten (10) times, the ordinary membership fee.
- 8.2. Metro Knights Soccer Club history can be incorporated in the qualifying service period. (inserted 4/12/01)

9. TERMINATION OF MEMBERSHIP

- 9.1. A member may resign from the Association at any time by giving notice in writing to the Secretary.
- 9.2. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 9.3. If a member:
 - 9.3.1. is convicted of an indictable offence; or
 - 9.3.2. fails to comply with any of the provisions of these rules; or
 - 9.3.3. has membership fees in arrears for a period of 2 months or more; or
 - 9.3.4. the Management Committee may:-

- 9.3.4.1. reprimand a member;
- 9.3.4.2. suspend the membership of a member; or
- 9.3.4.3. cancel the membership of a member.

9.3.4.4. However, the Management Committee must give the member at least 7 days notice of its intention to do so. The Management Committee must also give the member a reasonable opportunity to make submissions to the Management Committee before it votes on such a motion.

- 9.4. conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether the member's membership shall be reprimanded, suspended or terminated.
- 9.5. The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Management Committee resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly.

10. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 10.1. A person whose application for membership has been rejected or whose membership has been terminated may within one (1) month of receiving written notification thereof, lodge with the Secretary written notice of the person's intention to appeal against the decision of the Management Committee.
- 10.2. Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within six (6) months of the date of receipt by the Secretary of such notice, a general meeting to determine the appeal.
- 10.3. At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- 10.4. The appeal shall be determined by the vote of the members present at such meeting.
- 10.5. Where a person, whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful,

at the discretion of the Management Committee, the Secretary shall forthwith refund the amount of any fee paid.

11. REGISTER OF MEMBERS

- 11.1. The Management Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all person admitted to membership of the Association and the dates of their admission.
- 11.2. Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- 11.3. The register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

12. THE MANAGEMENT COMMITTEE

- 12.1. The Management Committee of the Association shall consist of a President, vice President, Secretary, Treasurer, all of whom shall be members of the Association and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint. The Management Committee will be limited to a maximum number of fifteen (15) committee members.
- 12.2. The initial Committee members will be as elected at the inaugural meeting of the Association. Otherwise, Committee members are elected at the Annual General Meeting.
- 12.3. Subject to this Constitution, elected Committee members hold office for a term of two (2) years.
- 12.4. A Committee member may stand for re-election at the Annual General Meeting.
- 12.5. The election of officers and other members of the Management Committee shall take place in the following manner:
 - 12.5.1. Any two (2) members of the association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;

- 12.5.2. A person may nominate for election to more than one position on the Management Committee. However, except in the case of Secretary and Treasurer the person cannot be elected to more than one position.
- 12.5.3. The nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place;
- 12.5.4. A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the Annual General Meeting;
- 12.5.5. Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- 12.5.6. ~~Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting. (Clause rescinded 7/12/2004)~~
- 12.5.7. If there is only one nominee for a position in the Management Committee, that person will be declared elected. Otherwise, there will be a ballot for the position. However, if there is an equality of votes, successive ballots will be taken until the deadlock is broken.
- 12.6. At the Annual General Meeting of the Association, all the members of the Management Committee who have served their term shall retire from office, but shall be eligible upon nomination for re-election.
- 12.7. The Management Committee may fill any casual vacancy on the Committee, including a vacancy remaining after an Annual General Meeting.
- 12.8. The Management Committee may, by special resolution, remove any committee member who has :

- 12.8.1. Contravened this constitution or
- 12.8.2. Neglected to carry out his or her duties under the Constitution or
- 12.8.3. Been absent for three (3) consecutive Management Committee meetings without the consent of the Management Committee or
- 12.8.4. Committed an act of bankruptcy as described in the *Bankruptcy Act*.

12.9. A removed Management Committee member may appeal to a general meeting of the Association.

13. PRESIDENT

13.1. The President is the Chair of all meetings of the Association and the Committee.

13.2. In the absence of the President or where the President elects not to Chair meetings, the Vice-President or those present may elect one of their number to be the Chair.

13.3. The Chair's ruling on any matter of meeting procedure is final and binding on the meeting.

14. SECRETARY

14.1. The Secretary must –

- 14.1.1. Carry out all secretarial functions for the Association
- 14.1.2. Give all notices that may be required under this Constitution
- 14.1.3. Generally carry into effect the directions of the Committee.

14.2. If the Association has not elected an interim officer as Secretary for the Association before its incorporation, the members of the Management Committee must appoint or elect a Secretary for the Association within one (1) month after incorporation.

14.3. If a vacancy happens in the office of Secretary, the members of the Management Committee must appoint or elect a Secretary within one (1) month after the vacancy happens.

14.4. The Secretary must be an individual residing in South Australia, who is:

- 14.4.1. a member of the Association and elected by the Association as Secretary; or
- 14.4.2. a member of the Association's Management Committee appointed by the Management Committee as Secretary; or

14.4.3. appointed by the Management Committee as Secretary (whether or not the individual is a member of the Association).

14.5. The Management Committee may appoint and remove the Secretary at any time.

15. TREASURER

15.1. The Treasurer must –

15.1.1. Control all funds of the Association

15.1.2. Pay all funds received into an Association bank account as soon as practicable after receiving them

15.1.3. Pay the Association's debts as they become due

15.2. The Treasurer must keep accurate records of all financial affairs, money matters and fund raising activities of the Association.

15.3. The Treasurer and some other Management Committee member nominated for that purpose by the Management Committee must sign all Association cheques.

15.4. The Treasurer must submit to Management Committee regular statements of the financial position of the Association.

15.5. The Treasurer must present the Association's annual financial statements of the Annual General Meeting.

16. PROCURATORS

16.1. There will be three (3) Procurators and they will be known as the Procurators Board.

16.2. Procurators shall be ordinary members who have been members of the Management Committee at least five (5) years

16.3. Procurators shall hold office for three (3) years.

16.4. Retiring Procurators shall be eligible for re-election.

16.5. Nomination for Procurator shall only be made by a Procurator.

16.6. The President, Vice-President and Treasurer shall constitute the inaugural Procurators Board.

17. FIRST ANNUAL GENERAL MEETING

17.1. The first Annual General Meeting must be held within 18 months after the day the association is incorporated.

18. ANNUAL GENERAL MEETING

18.1. The Annual General Meeting will be held once each year at a time and place fixed by the Management Committee.

18.2. Each subsequent Annual General Meeting must be held:

18.2.1. at least once each year; and

18.2.2. within 6 months after the end of the Association's previous financial year.

18.3. Each Annual General Meeting must deal with the following matters (and no other matters)-

18.3.1. To receive apologies.

18.3.2. To confirm the minutes of the previous Annual General Meeting, and any intervening general meetings.

18.3.3. To receive the President's report.

18.3.4. The receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year.

18.3.5. The receiving of the auditor's report on the financial affairs of the Association for the last financial year.

18.3.6. The presenting of the audited statement to the meeting for adoption.

18.3.7. The election of members of the Management Committee.

18.3.8. The appointment of an auditor.

18.3.9. To deal with any other matter notified in the notice of meeting.

19. SPECIAL GENERAL MEETING

19.1. The Secretary shall convene a special general meeting by sending out notice of the meeting within fourteen (14) days of:

19.1.1. being directed to do so by the Management Committee; or

19.1.2. being given a requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one;

19.1.3. being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

19.2. A requisition mentioned in subsection 19.1.2. shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

20. NOTICE OF GENERAL MEETING

20.1. Notice of any general meeting may be given to members –

20.1.1. In any Association newsletter

20.1.2. By an individual written notice posted to each member

20.1.3. By notice put up at any premises used or occupied by an Association or

20.1.4. In any other matter fixed by the Management Committee.

20.2. At least fourteen (14) days notice of any general meeting must be given, and for this purpose notice by post is deemed given the day after posting.

20.3. The provisions of this clause need not be complied with if the Secretary signs a declaration that he or she believes that by the time of the meeting, at least 90% of the members are aware of the fact, date, time and place of the meeting.

21. FIRST GENERAL MEETING

21.1. The first general meeting must be held not less than 1 month, and not more than 3 months, after the day the Association is incorporated.

21.2. The Management Committee must decide where the meeting is to be held.

21.3. The business to be transacted at the first general meeting must include the appointment of an auditor.

22. GENERAL MEETING PROCEDURE

22.1. Subject to the next sub-clause, the quorum for a general meeting is not less than fifteen (15) members, or one third of the members, whichever is less.

- 22.2. If a quorum is not present at any meeting within thirty (30) minutes of the commencement time, the Chair must adjourn the meeting for not less than seven (7) days. Those members present at the adjourned meeting time constitute a quorum.
- 22.3. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- 22.4. Unless otherwise provided by these rules, at every general meeting:
- 22.4.1. the President shall preside as Chairperson, or if there is no President, or if the President elects not to take the Chair or is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting; and
 - 22.4.2. the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
 - 22.4.3. every question, matter or resolution shall be decided by a majority of votes of the members present; and
 - 22.4.4. every member present shall be entitled to one (1) vote and in the case of an equality of votes the President shall have a second or casting vote; and
 - 22.4.5. however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than one (1) month in arrears at the date of the meeting; and
 - 22.4.6. voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot; and
 - 22.4.7. the Chairperson shall appoint two (2) members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
 - 22.4.8. a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one (1) vote and in a secret ballot every member present in person or by proxy or by

attorney or other duly authorised representative shall have one (1) vote; and

22.4.9. the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and

22.4.10. a proxy may but need not be a member of the association; and

22.4.11. the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and

22.4.12. where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

NORTH EASTERN METROSTARS INC.

I, _____ of _____, being a member of the abovementioned Association, hereby appoint _____ of _____, or failing the member, _____ of _____, as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the _____ day of _____, 19____, and at any adjournment thereof.

Signed this _____ day of _____, 19____.

Signature.

This form is to be used *in favor/*against of the resolution.

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.);

22.4.13. the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

22.4.14. the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every

management committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.

- 22.5. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy.
- 22.6. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting.
- 22.7. However, the minutes of any Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or Annual General Meeting.

23. MANAGEMENT COMMITTEE MEETINGS

- 23.1. The Management Committee will meet as and when deemed necessary but at least once every calendar month. If two (2) Committee members call a meeting, the Management Committee must meet as soon as practicable.
- 23.2. Notice of a Management Committee meeting may be given at a previous meeting, or by facsimile transmission of post, or by telephone or other personal notification. 24 hours notice is sufficient. Any notice by post is deemed given the day after posting.
- 23.3. A Management Committee meeting is convened for any period when a quorum of Management Committee members are actually in touch with each other by telephone or video conference facility.
- 23.4. A quorum of the Management Committee consists of more than 50% of the Management Committee members and includes at least three (3) of either the President, Vice President, Secretary and Treasurer.
- 23.5. Each Management Committee member, including the President, has one (1) vote on any motion or matter for decision. Questions arising at any meeting of the Management Committee shall be decided by a majority of votes. In the case of an equality of votes, the President will have a casting vote.

- 23.6. Any motion set out in a document signed by all Management Committee members is deemed to have passed at a duly convened meeting. Such a document may be signed in counterparts (i.e. separate copies).
- 23.7. A Management Committee member must disclose any financial interest in any contract or proposed contract with the Association.
- 23.8. No Management Committee member may take part in any decision about any contract or proposed contract in which they have a financial interest.
- 23.9. A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 23.10. Subject as previously provided in this section, the Management Committee may meet together and regulate its proceedings as it thinks fit.
- 23.11. Not less than 14 days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee.
- 23.12. Such notice shall clearly state the nature of the business to be discussed thereat.
- 23.13. The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting the President elects not to preside or is not present within 15 minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
- 23.14. If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse.
- 23.15. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine,

and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

24. MANAGEMENT COMMITTEE BUSINESS

- 24.1. The Management Committee is responsible for the administration and management of the Association. It must also carry out any decisions of a general meeting.
- 24.2. The Management Committee may delegate any of its functions to any particular Management Committee member or members.
- 24.3. It may also appoint sub-committees to carry out any of its functions. Any person (including a non-member) may be a member of a sub-committee. However, at least one Management Committee member must be a member of each sub-committee.

25. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- 25.1. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

26. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- 26.1. A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.
- 26.2. Any such resolution may consist of several documents in like form, each signed by one (1) or more members of the Management Committee.

27. RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF MANAGEMENT COMMITTEE

- 27.1. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving

notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present the member's case.

27.2. The question of removal shall be determined by the vote of the members present at such a general meeting.

27.3. There is no right of appeal against a member's removal from office under this section.

28. VACANCIES ON MANAGEMENT COMMITTEE

28.1. The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.

28.2. The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

29. FUNCTIONS OF THE MANAGEMENT COMMITTEE

29.1. Except as otherwise provided by these rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee:

29.1.1. shall have the general control and management of the administration of the affairs, property and funds of the Association; and

29.1.2. shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.

29.2. The Management Committee may exercise all the powers of the Association:

- 29.2.1. to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
- 29.2.2. to borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association, and to provide and pay off any such securities; and
- 29.2.3. to invest in such manner as the members of the Association may from time to time determine.
- 29.2.4. For sub-section 2.2 the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:
 - 29.2.4.1. the financial institution for the Association; or
 - 29.2.4.2. if there is more than 1 financial institution for the Association - the financial institution nominated by the Association.

30. DELEGATION OF POWERS OF MANAGEMENT COMMITTEE

- 30.1. The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit.
- 30.2. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 30.3. A sub-committee may elect a Chairperson of its meetings.
- 30.4. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.

- 30.5. A sub-committee may meet and adjourn, as it thinks proper.
- 30.6. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 30.7. The presiding Chairperson of a sub-committee shall be bestowed with voting rights at Management Committee meetings. (inserted 4/12/01)

31. POWERS OF THE PROCURATORS BOARD

- 31.1. The Procurators Board shall have the power to cause necessary amendments to any resolution by the Management Committee or any other committee or sub-committee where it considers the resolution not to be in the best interest of the Association.
- 31.2. The Procurators Board shall have the power to veto any resolution of by the Management Committee or any other committee or sub-committee which it considers inimical to the nature of the Constitution and the well being of the Association.
- 31.3. The Procurators shall have normal voting powers during Management Committee or any other committee or sub-committee meetings.
- 31.4. Procurators are entitled to vote at the Annual General Meeting.
- 31.5. The Procurators Board shall within seven (7) days of any meeting endorse the Minutes with their recommendation where it differs to any resolution made. Notification of any such decision will be made at the next scheduled meeting of the Management Committee or any other committee or Sub-Committee.

32. AUDITORS

- 32.1. The Management Committee may appoint (and remove) auditors to audit the Association's annual financial statements, or for any other purpose. However, if required by law or by resolution at an Annual General Meeting, auditors must be appointed.
- 32.2. The auditors have the power to call for any Association books or records at any time.

33. BY-LAWS

- 33.1. The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal

management of the Association and any by-law may be set aside by a general meeting of members.

34. ALTERATION OF RULES

34.1. Subject to the provisions of the South Australian Associations Incorporation Act 1985, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

35. COMMON SEAL

35.1. The Management Committee shall provide for a common seal and for its safe custody.

35.2. The common seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by the President and shall be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

36. FUNDS AND ACCOUNTS

36.1. The funds of the Association must be kept in the name of the Association in a financial institution decided by the Management Committee.

36.2. Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.

36.3. All moneys shall be deposited as soon as practicable after receipt thereof.

36.4. All amounts of \$250 or over shall be paid by cheque signed by any two (2) of the President, Vice-President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.

36.5. Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.

36.6. The Management Committee shall determine the amount of petty cash, which shall be kept, on the imprest system.

- 36.7. All expenditure shall be approved or ratified at a Management Committee meeting.
- 36.8. As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing the particulars of:
- 36.8.1. the income and expenditure for the financial year just ended; and
 - 36.8.2. the assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of that year.
- 36.9. If the Association is incorporated within three (3) months of the end of the Association's financial year, subsection (8) does not apply for the financial year the Association is incorporated.
- 36.10. The auditor must examine the statement prepared under subsection (8) and present a report on it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.
- 36.11. The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

37. DOCUMENTS

- 37.1. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

38. FINANCIAL YEAR

- 38.1. The financial year of the association shall close on 31 October in each year. (Amended to 30 September in 2000)

39. WINDING UP

- 39.1. The Association may be wound up at any time by a special resolution of a general meeting.
- 39.2. Upon winding up the surplus assets must not be distributed among the members but must be given to another entity that has objects similar to the Association's objects, or to such charity or institution as the general meeting decides by special resolution.

40. INDEMNITY

Each Management Committee member is indemnified by the Association against all loss, damages and expenses paid or incurred by him or her as a Management Committee member in the proper exercise of his or her duties.

41. NO LIABILITY

41.1. No member or Management Committee member is liable for –

- 41.1.1. The errors or defaults of any other member or Management Committee member;
- 41.1.2. Any defect of title to any property acquired by or on behalf of the Association;
- 41.1.3. Any loss or damage arising from the insolvency or tortious act of any person controlling any property of the Association; or
- 41.1.4. Any other loss or damage to the Association.

Unless due to the default of the member or Management Committee member.

42. INTERPRETATION

“Special resolution” means a motion supported at a duly convened meeting of members of the Association where:-

- 42.1. at least twenty one (21) days written notice has been given in accordance with these rules, and
- 42.2. it is passed by a majority of not less than three quarters of members of the Association entitled to vote in person or by proxy.

Implemented January 8, 1999

Updated November 29, 2011