

SOUTH AUSTRALIAN GERMAN ASSOCIATION INCORPORATED

CONSTITUTION

1. Name

The name of the Association is the South Australian German Association Incorporated, hereinafter referred to as “the Association” or “SAGA”.

2. Interpretation of Terms

<i>Act</i>	The Associations Incorporation Act 1985
<i>Association</i>	The South Australian German Association Inc.
<i>Constitution</i>	This document: The Rules of the Association
<i>Das Band</i>	The Association’s bi-monthly Members’ Newsletter
<i>Executive</i>	The special committee consisting of the President and the two Vice-presidents, at any of whose meetings the Secretary or a nominee may be present for minute-taking
<i>Financial institution</i>	An authorised deposit-taking institution under the Commonwealth Banking Act 1959
<i>Financial year</i>	The date of commencement or ending of the Association’s financial year
<i>General Meeting</i>	A meeting with a set agenda open to all members
<i>Group Leader</i>	The person elected or appointed to lead a Special Interest Group
<i>Honorary Membership</i>	An award bestowed upon a member for longstanding and valued service to the Association
<i>Indictable offence</i>	An offence punishable by imprisonment by a Court
<i>Managing Committee</i>	The central body responsible for managing the Association, and for maintaining compliance with the Constitution and all legislation affecting the operations of the Association including the Act
<i>Member</i>	A member of the Association in good financial standing
<i>Month</i>	A calendar month
<i>Ordinary resolution</i>	The outcome of a routine motion requiring only a simple majority at a properly constituted General Meeting
<i>Prescribed Association</i>	An incorporated association with gross annual receipts in excess of at least \$500,000 (<i>Regulations 2008</i>)
<i>President</i>	The President for the time being of the Association
<i>SAGA</i>	South Australian German Association Inc
<i>Seal</i>	The Common Seal of the Association
<i>Secretary</i>	The Secretary for the time being of the Association
<i>Special General Meeting</i>	A Special Meeting of Members called with 21 days’ notice to move a special resolution
<i>Special Interest Group</i>	A sub-group of members formed within the Association
<i>Special resolution</i>	A motion moved to secure a special or unusual outcome at a Special General Meeting, requiring 21 days’ published notice with full agenda detail, and requiring a 75% majority to succeed
<i>Summary offence</i>	An offence punishable by the imposition by a Court of a cash penalty or fine
<i>Treasurer</i>	The Treasurer for the time being of the Association
<i>Vice-President</i>	A Vice-President for the time being of the Association

3. Objects

The Objects and purposes of the Association are as follows:

- 3.1 To promote and encourage German language, culture and customs
- 3.2 To foster good relations between the German, Australian and other ethnic communities
- 3.3 To represent the German community strategically in South Australia to Government and other stakeholders
- 3.4 To promote, encourage and facilitate German cultural events at the Association premises and other locations

- 3.5 To promote the Association premises to the wider general community, and encourage their use
- 3.6 To accept members without regard to their race, gender, sexual preference, social standing, occupation, or political or religious beliefs.

4. **Membership**

4.1 **Categories and Eligibility Criteria**

Membership is open in the following categories:

4.1.1 **Ordinary**

Aged 18 years or over, may vote at general meetings and nominate for a Managing Committee position. May nominate and second new member applications. Association staff may apply for ordinary membership but may not nominate for Committee positions

4.1.1.1 Sub-categories with separate subscription rates are available for Single members, Couples, Pensioners and Pensioner Couples

4.1.2 **Students**

Available to full-time students aged from 16 years, at a separate subscription rate

4.1.3 **Children**

Under 16 years. A parent or guardian may complete the application. No voting rights, ineligible to nominate for Committee positions, and ineligible to nominate or second any new member application

4.1.4 **Corporate membership**

4.1.4.1 **External organisations**

An external incorporated organisation with Objects and policies not inconsistent with those of the Association may apply for corporate membership, with entitlement to a single delegate and a single vote at any general meeting

4.1.4.2 **Internal incorporated organisations**

Established Special Interest Groups of at least two years' standing may elect to incorporate, with conditions as provided in Rule 10 below

4.1.5 **Honorary Membership**

Honorary membership of limited duration may be awarded by the Managing Committee to an international dignitary or other guest of appropriate repute, with no subscription payable and without voting rights

4.2 **Joining**

4.2.1 **Formal application**

Persons seeking to become Members, or accredited representatives of incorporated organisations seeking Membership, must complete a Membership Application, whether on-line or in hard-copy, the style and format of which are set by the Managing Committee and must include provision for

- Capture of identity, location and contact data
- Declaration of undertaking to comply with the Constitution and with the Act
- Acceptance of digital communications from the Association

4.2.2 **Membership subscriptions**

Membership subscription rates are set annually at the Half-Yearly General Meeting of Members based on the following table, or an alternative table devised at a scheduled meeting of the Managing Committee and notified to Members at least 14 days prior to the Half-Yearly Meeting:

- Single *(ordinary membership)*
- Couple *(ordinary membership)*
- Single pensioner *(ordinary membership)*
- Pensioner couple *(ordinary membership)*
- Students *(aged 16 years and above)*
- Children *(under 16 years of age)*

4.2.3 Acceptance

Applications are reviewed at a scheduled Managing Committee meeting, notated as to whether subscription payment has been received and Welcome Letter then sent to applicants

4.2.4 On Acceptance

Members are entitled to receive:

- Association newsletter "Das Band"
- Copy of the Association's Constitution
- Notices of, and Minutes from, ensuing General Meetings
- Annual reports and annual financial reports

4.3 Withdrawal from Membership

4.3.1 Resignation

A member wishing to resign membership may do so at any time by notice in writing, by mail, by email, or by facsimile. Any unpaid fee or other debt to the Association becomes payable. There will be no pro-rata refund of membership subscriptions

4.3.2 Incapacity or Death

In the event of incapacity or death of a member, membership will cease thereupon without refund of subscription paid in respect of the current year but with extinguishment of any debt

4.4 Termination of Membership

4.4.1 The Managing Committee may suspend a membership for up to twelve months, or expel a member permanently, in the event of any of the following:

- **Misconduct or Offensive behaviour as set out in the Association's Code of Conduct**

The Committee must investigate any formal report of misconduct or offensive behaviour not more than seven days after receipt of the report

- **Breach of undertaking given**

Failure by a member to honour any written undertaking given must be reviewed by the Committee

- **Breach of rules (Constitution) or Associations Incorporation Act or other legislation**
 - **Penalty imposed for an indictable offence under the law**
 - **Failure to pay amounts due to the Association within 90 days**
 - **Unauthorised disclosure of Association data. See Rule 7.4.1**

4.4.2 Consequences of Suspension

4.4.2.1 A suspended member has the right to appear before the Managing Committee, or to submit for Committee consideration a written statement by way of explanation or in defence of the member, not more than 21 days after the Committee's initial finding

4.4.2.2 If the suspension is to stand, the member loses all benefits from the date of the Committee's review, specifically, no entry to Association events at any location or premises or access to any Association facilities, services, membership of any Special Interest Group (*see Rule 10.*)

4.4.2.3 There shall be no pro rata refund of membership subscription

4.4.2.4 Suspended members cannot vote at any Association meetings or nominate for Managing Committee positions

4.4.2.5 On completion of a term of suspension, a suspended member may apply formally for reinstatement of membership rights provided any overdue subscription or other sum has been paid

4.4.3 Consequences of Expulsion

4.4.3.1 An expelled member has the right to appear before the Managing Committee, or to submit for Committee consideration a written statement by way of explanation or in defence of the member, not more than 21 days after the Committee's initial finding

- 4.4.3.2 If the Committee determines that the expulsion is to stand, the matter must be referred to the next scheduled General Meeting of Members, at which the expelled member may present, either in person or in a written statement to be read to the meeting, the case for overturning the Committee's decision
- 4.4.3.3 The matter must be resolved by an ordinary resolution of members and shall be binding on all parties
- 4.4.3.4 There shall be no pro rata refund of membership subscription
- 4.4.3.5 All membership rights and benefits are forfeited, without exception
- 4.4.3.6 An expelled member must immediately return to the Association all Association documents, records, other property or equipment in the possession, custody or control of the former member
- 4.4.3.7 Any items belonging to the Association that are not returned may be replaced by the Association at the expense of the former member and may be recovered as a debt due to the Association

4.5 Register of Members

The Association must maintain a register of members by appropriate means, with adequate back-up systems in place to enable full recovery in the event of digital failure

4.6 Compliance with Privacy Obligations

The Association abides by Federal Privacy Act requirements, and will not disclose nor sell personal details of any members or Association employees except as required by law

4.7 Member Service Awards

4.7.1 The Pin Awards

- 4.7.1.1 The Silver Pin represents the first level of noticeable achievement within the Association
- 4.7.1.2 Any member may recommend another member for a Silver pin by submitting a written request to the Managing Committee. Any such request must include reasons and a brief history of services. The Committee may or may not approve the nominee and in its absolute discretion need not give any reason for its decision
- 4.7.1.3 The Gold Pin represents a second, higher level of achievement within the Association

4.7.2 Life Membership

- 4.7.2.1 The Managing Committee, either on its own initiative, at the nomination of a group of at least ten members, or at the nomination of a member Special Interest Group, may choose to award Life Membership to an Association member already awarded both Silver and Gold Pins and who has completed not less than fifteen consecutive years of distinguished service to the Association

4.7.3 Announcement

Awards shall be announced in *Das Band*, and made at the next succeeding General Meeting of Members, whichever comes first

- 4.7.3.1 The Managing Committee may decline any nomination and in its absolute discretion need not give any reason for its decision

4.8 Disputes Resolution

4.8.1 Disputes between Members

- 4.8.1.1 The parties to the dispute must meet not later than 14 days after the dispute comes to the attention of all of the parties, discuss the matter, and seek to resolve it at that meeting
- 4.8.1.2 If there has been no resolution, or if a party fails to attend that meeting, then within 10 days of the failed meeting the parties must hold another meeting in the presence of an independent third person agreed to by the parties to be a cost-free mediator, and must notify the Managing Committee of the dispute

4.8.1.3 The independent third person:

- can be a member of the Association
- cannot be party to the dispute
- cannot determine the dispute
- must give both parties every opportunity to be heard
- shall allow any written statements to be submitted during the meeting
- must observe the rules of natural justice in accordance with the Act

4.8.1.4 If the mediation process does not result in resolution of the dispute, the Managing Committee may intervene, or the parties may seek resolution at law at their own cost

4.8.2 Disputes between individual Members and the Association

4.8.2.1 A member in dispute with the Association over any matter must notify the Managing Committee in writing of

- the detail of the dispute, including any negative outcomes
- the circumstances giving rise to the dispute, including any alleged breach of the Constitution of the Association
- if the dispute concerns some visible action already committed, the names of any witnesses
- the remedy sought

4.8.2.2 The Managing Committee must make a first response to the member in dispute within 7 days, and a written response within 21 days

4.8.2.3 The Managing Committee may invite the member to attend a meeting to present the case for the remedy sought and, if appropriate, may interview witnesses

4.8.2.4 In the event of no resolution the parties may agree to cost-free mediation as in Rule 4.8.1.2 above

4.8.3 Petitions against the Association brought by groups of Members

4.8.3.1 A group of at least 10% of current financial members may petition the Association for the calling of a Special General Meeting to resolve a dispute with the Association

4.8.3.2 The petition must state accurately and completely

- what is being sought
- the reasons for the petitioning action
- full petitioner details: first-name, surname, and address, all in legible upper case letters, membership number, email address, current membership status, signature. Illegible entries will become invalid

4.8.3.3 If the Managing Committee cannot resolve the petitioners' request within 21 days of date of receipt, it must then with least delay call a Special General Meeting with all conditions for such an event being met. See also Rules 5.5, 5.6 and 9.7.6 below

5. Management of the Association

5.1 Overall responsibility for management of the Association is vested in the Managing Committee, of which the members shall be the President, two Vice-Presidents, a Treasurer, a Secretary, and four Committee Members

5.1.1 Duties and Responsibilities of Managing Committee members

5.1.1.1 The President

- is the elected leader of the Association and its spokesperson, both internally and externally
- is the Association chairperson and presides at all general meetings and committee meetings. If the President is not present, or is unwilling or unable to preside, then a Vice-President will preside
- is the senior member of the Executive
- has the right to attend any meeting or gathering of the Association

- signs documents and agreements on behalf of the Association subject to the approval of the Managing Committee
- may be bi-lingual in German and English languages, both written and spoken

5.1.1.2 The Vice-Presidents

- in the absence of the President, one shall take his or her place with all obligations and privileges
- shall assist the President in carrying out the duties of office
- may be bi-lingual in German and English languages, both written and spoken

5.1.1.3 The Secretary

- is the notional Minute Secretary for all General Meetings and all Managing Committee meetings, however this duty may be rotated among Committee members
- is signatory for written correspondence from the Managing Committee to other individuals or organisations
- is responsible for the security of all incoming correspondence, and for reporting same to the Managing Committee
- is the Association's seal holder
- may sign documents and agreements on behalf of the Association subject to Managing Committee approval

5.1.1.4 The Treasurer

- is responsible for overseeing recording of Association income and expenditure
- is responsible for presenting accurate and timely financial reports to Managing Committee meetings
- is responsible for working closely with the appointed Auditor specially in preparing financial reports for the Annual General Meeting
- must ensure that
 - income is banked on a regular basis
 - payments are authorised by the Managing Committee
 - debtors are controlled and correctly managed
 - staff follow best-practice book-keeping and money-handling practices
 - professional advice is sought as needed
 - staff receive training as needed
 - members have access to the audited annual financial reports at least 10 days before the Annual General Meeting
 - a yearly-budget of Income and Expenditure is prepared and presented to members at the Half-Yearly General Meeting of members

5.1.1.5 The Committee Members

- attend all possible meetings of the Committee all possible
- become acquainted with the Association's financial system and in-house administrative procedures
- subject to Managing Committee resolution, act as signatories for approving payment of accounts, or be a cheque signatory
- at the direction of the Committee, inspect any Association documents or records including those of Special Interest Groups, but excluding any of these that are incorporated
- may challenge but not obstruct a financial decision of the Committee, if necessary notifying the circumstances to the Auditor

5.1.2 Terms of Office

All Members serve a term of two years, with the President, one Vice-President, the Treasurer and two Committee members being elected at the Annual General Meeting in an even-numbered year, and the remainder being elected at the Annual General Meeting in an odd-numbered year

5.1.3 Election of Members and Eligibility Criteria

- 5.1.3.1** The Notice to Association members calling the Meeting must include an invitation to nominate for election to one only of the offices (including Committee Members) listed in the Notice as falling vacant at that meeting
- 5.1.3.2** Nominations on the prescribed form, correct in every particular, must be in the hands of the Secretary prior to commencement of the meeting
- 5.1.3.3** In the event there are more nominations for the vacant offices than are required, the meeting Chairperson shall conduct an election based on a show of hands, unless there is a successful motion to conduct a secret ballot in any particular case
- 5.1.3.4** In the event there are insufficient nominations to fill all vacant offices, the meeting Chairperson shall have discretion to accept nominations from the floor, and proceed accordingly
- 5.1.3.5** All nominees for election to Managing Committee positions must be aged 18 years or over

5.1.4 Filling casual vacancies

In the event that Committee positions remain unfilled at the conclusion of an Annual General Meeting, or otherwise become vacant between such meetings, the Managing Committee has discretion to approach a reliable individual known to be suitably skilled and committed to the Association and its objects, to fill a given vacancy, subject to interview if deemed necessary, for the remainder of the unfilled term

5.1.5 Elected Members Taking Leave

- 5.1.5.1** An elected member may request leave of absence not foreseen at the time of election, by applying to the Managing Committee
- 5.1.5.2** The Managing Committee has absolute discretion in the matter, but in the event of granting leave should do its utmost to make a temporary appointment as in Rule 5.1.4 to cover the absence, or until the Annual General Meeting at which the relevant position is due to be filled, whichever date comes first

5.1.6 Attendance Review

Committee members absent from three consecutive Meetings in the same financial year without apology shall be asked to declare their intentions and if appropriate to step down from the Committee

5.2 Powers

- 5.2.1** The Managing Committee is collectively responsible for ensuring the Association complies with the Associations Incorporations Act 1985, with all relevant Liquor Licensing Legislation, and with any other relevant Federal or State legislation relevant to its operations including employment
- 5.2.2** The Managing Committee is responsible for upholding the Constitution
- 5.2.3** The Managing Committee is responsible for managing the day-to-day business of the Association
- 5.2.4** The Managing Committee may appoint and remove staff in accordance with employment laws, where necessary by delegation
- 5.2.5** The Managing Committee has the management and control of the funds and other property of the Association
- 5.2.6** The Managing Committee has the authority to interpret the meaning of these Rules and any matter relating to the affairs of the Association on which these Rules are silent
- 5.2.7** The Managing Committee may establish working groups of Association members to make recommendations to it for consideration, and may co-opt suitable volunteers to assist when required
- 5.2.8** The Managing Committee may allocate portfolios to individual Committee members
- 5.2.9** The Managing Committee is responsible for ensuring that motions passed at general meetings are actioned

5.2.10 Managing Committee members perform duties in a strictly honorary capacity with no claim or financial reward other than reimbursement of amounts outlaid legitimately on Association business with prior Committee approval

5.2.11 Managing Committee members, and their partners, have the right of free entry to any event organised by the Association

5.3 Regular Meetings

The Managing Committee shall meet at least eleven times in a calendar year for the dispatch of business, and more often as needed

5.3.1 Agenda

There shall be provided to all members Notice of each succeeding meeting showing date, time and place of the meeting, and details of the Agenda:

- Welcome
- Apologies
- Confirmation of the Minutes of the Previous Meeting
- Business Arising from Minutes
- Correspondence
- Finance
- New Business
- Next Meeting

5.3.2 Minutes

Minutes shall be taken of every meeting of the Committee, with originals being held in a permanent Association Minute Book, and copies being provided to Committee members following transcription after each meeting

5.3.3 Quorum

A quorum at any meeting of the Managing Committee shall be 5 members present including at least one Executive member

5.4 Proceedings of the Managing Committee

5.4.1 The Act

As soon as practicable after first being elected to the Committee, each member must become familiar with the Associations Incorporation Act 1985 and the Association's Constitution

5.4.2 Calling Meetings

The President, or at least half the Managing Committee, may at any time call a special meeting of the Managing Committee

5.4.3 Voting

Decisions arising at Committee meetings shall be determined by a simple majority, given that the Chairperson has no deliberative vote but has a casting vote if needed

5.4.4 Chairperson's discretion

The Chairperson may limit meeting times and adjourn important discussions and decisions until the next meeting if more information is required

5.4.5 Electronic Attendance

An absent Committee member may attend a meeting by teleconference or otherwise electronically, subject to the agreement of the Managing Committee and subject to satisfactory two-way communication for all concerned

5.4.6 Conflict of Interest

A Managing Committee member having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract

5.4.6.1 The member concerned must disclose the nature and extent of interest in the contract at the next General Meeting of the Association, with any such disclosure being recorded in the Minutes of both the Committee Meeting and the General Meeting

5.4.7 Resolution without meeting

A majority of the Managing Committee may pass a resolution without holding a face-to-face meeting when circumstances warrant this action, and the majority of the Committee vote in favour of this method, subject to each Committee member signing a hard copy or email statement of their position regarding the resolution

5.4.7.1 The Chairperson may adjourn the discussion to seek further information

5.4.7.2 In the event of an equality of votes the Chairperson shall have a casting vote but no deliberative vote

5.4.7.3 A resolution passed under this Rule must be included in the Minutes of the next scheduled Managing Committee meeting

5.5 Disqualification of Managing Committee members

The office of a Managing Committee member shall become vacant if the member

5.5.1 Is disqualified by the Act from being a Committee member

5.5.2 Resigns by giving written notice to the Committee

5.5.3 Dies or is permanently incapacitated by ill health

5.5.4 Ceases to be a resident of South Australia

5.5.5 Ceases to be a member of the Association

5.5.6 Steps down pursuant to Rule 5.1.6

5.5.7 Fails to pay membership fees

5.5.8 Is expelled from the Association

5.5.9 Is removed through a vote of no confidence or other special resolution at a Special General Meeting

5.5.9.1 If more than half of the Member's term remains, the Managing Committee shall determine how the vacancy is to be filled

5.5.10 Ceases to be the duly appointed representative of a corporate member

5.6 Resignation of Entire Managing Committee

In the event of spontaneous resignation by the entire Managing Committee between succeeding Annual General Meetings, the outgoing Committee shall appoint an independent Administrator from within or beyond the Association membership but not from Committee ranks, to manage the Association and conduct a Special General Meeting at which an interim Committee is to be elected

5.6.1 The terms of the Administrator's appointment shall be negotiated and recorded in writing prior to the appointment taking effect

5.6.2 Terms of office of the newly elected Committee

5.6.2.1 If the election is held in an even-numbered year more than 90 days prior to the next Annual General Meeting, the replacements for those who otherwise were due to retire at that time shall do so, and similarly for an odd-numbered year, as provided in Rule 5.1.2

5.6.2.2 If the election is held less than 90 days prior to the next Annual General Meeting, the replacements for those who otherwise would have retired shall remain in office for a further two years

5.6.3 There shall be no new unauthorised expenditure until after the new Committee has taken office

5.6.4 Retiring Managing Committee members may be re-nominated but not by each other neither shall they second each other's nominations

5.7 Dismissal of Entire Managing Committee

The entire Managing Committee may be dismissed only by a special resolution of Members at a Special General Meeting legally callable only by the Committee in response to a petition as in Rule 4.8.3

5.7.1 Interim management and election arrangements shall apply exactly as provided in Rule 5.6 in its entirety

5.8 Statutory Obligations of all Managing Committee Members

The Managing Committee collectively and every Member of it individually are responsible for ensuring compliance with relevant Sections of the Act, and with all Rules set out in this Constitution

5.8.1 Failure to ensure compliance is an offence under the Act and may incur a significant monetary penalty.

6. The Seal

6.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters

6.2 The seal shall not be used without the express authorisation of the Managing Committee, and every use of the seal shall be recorded in the Minute book. The affixing of the seal must be witnessed by two Managing Committee members.

7. Finance

7.1 Financial Year

The Financial Year of the Association ends on 30 June

7.2 Bank Account

The Association shall maintain a current account with a recognised financial institution, into which all monies received shall be deposited and out of which all payments shall be made, except only for payments out of petty cash not exceeding the limit set by the Managing Committee from time to time

7.2.1 Transactions

To the extent possible, deposits and withdrawals may be made electronically, consistent with the operating procedures set down by the chosen institution, and otherwise by available traditional manual methods

7.2.2 Account Authorities

The Association must have at least three but not more than five persons authorised by the Managing Committee to pre-approve payments for processing, whether by electronic means or by cheque, and if the latter the cheque must carry two such signatures not being those of the persons approving the relevant payment

7.3 Cash Handling

During business hours, cash receipts must be deposited at any branch of the chosen institution, as soon as practicable.

7.4 Accounting Records

A book-keeping system of professional standard shall be implemented and maintained at all times, whether in-house or out-sourced, to keep accurate and reliable records of all aspects of Association activities in accordance with the Act, and to keep the Managing Committee and the Membership adequately informed

7.4.1 Confidentiality

Whether in-house or out-sourced, system information, content, and records, including relevant administrative detail, shall not be divulged to any person, group or agency, internal or external, without the express written consent of the Managing Committee, or as required by law

7.4.1.1 A breach of this Rule may result in dismissal of an employee, or irrevocable termination of a membership, as determined by the Managing Committee

7.4.2 Bank Account Reconciliation

Bookkeeping personnel shall be responsible for weekly reconciliation of the bank account and for currency of book-keeping data, and will report accordingly to the Managing Committee monthly

7.4.3 Co-operation with Auditor

Bookkeeping personnel must at all times co-operate with the Association's Auditor and produce data and records as required

7.4.4 Other Reporting to Managing Committee

From time to time the Managing Committee will require from bookkeeping personnel financial reports in formats the Committee will advise

7.4.5 Financial Reporting to Members

Balance Sheet and Profit and Loss Reports are required for the Association's Half-Yearly General Meeting of Members and, fully audited, for the Annual General Meeting of Members

7.5 Special Responsibilities under Associations Incorporation Act: Prescribed Association

The Periodic Return shall be lodged with Consumer and Business Services not later than 6 months after the end of each financial year. It must be accompanied by a copy of the accounts, the Auditor's report, the Managing Committee's Statement, and the Committee's Report

7.6 Ownership of Real Property

Any alteration proposed in exercising the right of ownership of the Association's real property, including mortgaging any real property, requires a special resolution of members at a properly-called Special General Meeting.

8. Appointment of Auditor

- 8.1** At each Annual General Meeting, the Managing Committee shall recommend to members a qualified auditor to be considered for appointment as the Association auditor, to hold office until the next Annual General Meeting, and then to be eligible for re-appointment
- 8.2** Members shall vote on the proposed appointment in an ordinary resolution
- 8.3** If an appointment is not made at an Annual General Meeting, the Managing Committee shall appoint an auditor for the current financial year
- 8.4** The auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

9. General Meetings of Members

- 9.1** In every financial year the Association must hold at least two general meetings open to all financial members. Members must register on arrival to enable later verification of claimed current financial status

9.1.1 Annual General Meeting

- 9.1.1.1 Date:** The Annual General Meeting shall be held not later than 5 months after the end of the immediately preceding financial year
- 9.1.1.2 Business:**
 - Welcome
 - Apologies
 - Proxies Held
 - Declaration of Quorum
 - Acknowledgement of Deceased Members
 - Confirmation of Minutes of Previous Annual General Meeting
 - Presentation of President's Annual Report:
 - Presentation of Treasurer's Annual Report and Audited statements
 - Motion to accept Report
 - Discussion
 - Resolution
 - Presentation of General Manager's Report
 - Motion to accept Report
 - Discussion
 - Resolution
 - Reports of respective Group Activities
 - General Business
 - Presentation of Member Awards
 - Election to fill Managing Committee positions falling vacant
 - Election of Auditor
 - Thanks and Close

9.1.2 Half-yearly General Meeting

9.1.2.1 Date: The Half-Yearly General Meeting shall be held not later than the end of April without exception

9.1.2.2 Business: Welcome
Apologies
Proxies Held
Declaration of Quorum
Acknowledgement of Deceased Members
Confirmation of Minutes of Previous Half-Yearly General Meeting
Presentation of President's Half-Yearly Report:
 Motion to accept Report
 Discussion
 Resolution
Presentation of Treasurer's Half-Yearly Report
 Motion to accept Report
 Discussion
 Resolution
Presentation of General Manager's Half-Yearly Report
 Motion to accept Report
 Discussion
 Resolution
Presentation of proposed budgets of income and expenditure, and Member subscriptions, for ensuing year
 Motion to accept proposals
 Discussion
 Resolution
General Business
Thanks and Close

9.2 Notice of General Meetings

All members shall receive at least 14 days' notice of general meetings containing details of the venue, date and time, and agenda for the meeting

9.2.1 Notice shall be given by notice displayed in a public area of any Association premises, through *Das Band*, and on the Association's web page, subject only to special provisions to apply where a special resolution is required, as in 9.8.2

9.3 Quorum at all General Meetings

A quorum at any General Meeting of Members shall be 10% of members financial at meeting date present but see also 9.8.6

9.4 Proxies

A member unable to attend a General Meeting may, in writing on an appropriate form, appoint a proxy to attend the meeting on behalf of the absent member, and to vote as directed on any question

9.4.1 The proxy must be a member of the Association, aged 18 or over

9.4.2 Proxy forms, available after Notice of the meeting has been given, may be lodged with the Secretary prior to the meeting, and will be received during registration at the meeting so as to be in the hands of the Chairperson prior to meeting commencement

9.5 Voting at General Meetings

9.5.1 Voting on any question shall be by show of hands, unless or until voting is so close that a poll is required to determine the outcome, given however the different conditions applying to normal and special resolutions

9.5.2 On a motion to conduct a poll, properly moved, seconded and carried, the Chairperson of the meeting shall have absolute discretion as to the conduct of the poll, including a count of proxies for and against, and may appoint scrutineers

9.5.3 The result of the poll shall be the final result of the resolution

9.6 Adjournment of General Meetings

If there is no quorum 30 minutes after the advertised starting time of a General meeting the meeting stands adjourned to the same time and at the same venue unless otherwise notified 21 days later

9.6.1 Special conditions apply for a lapsed Special General Meeting called in response to a Members' petition. See Rule 9.8.6

9.7 Minutes of General Meetings

Proper Minutes of every General Meeting shall be taken and transcribed for permanent storage in the Association's Minute Book

9.8 Special General Meeting

9.8.1 A Special General Meeting may be called only by the Managing Committee

9.8.1.1 on its own initiative

9.8.1.2 in response to a petition received from at least 10% of properly identified financial members. See Rules 4.8.3 and 5.8

9.8.2 In conformance with the Act, members must receive at least 21 clear days' written notice of a special resolution to be put to a Special General Meeting

9.8.2.1 The notice shall include details of the date, the meeting venue, the time and the agenda items for special resolution. No other items of business can be processed

9.8.2.2 Notice may also be served in *Das Band*, on public notice boards in Association premises, and on the Association's web-site

9.8.3 Proxies are allowed as in Rule 9.3 above but do not count towards a quorum

9.8.4 A special resolution requires a 75% vote in favour to succeed

9.8.5 With regard to voting, provisions in Rules 9.4.1 and 9.4.2 shall apply if required

9.8.6 If at a members' petition-based Special General Meeting there is a quorum 30 minutes after the advertised starting time but fewer than 50% of the petitioners are present, the meeting lapses and shall not be reconvened for at least twelve months requiring a new petition

9.8.7 Proper Minutes of every Special General Meeting shall be taken and transcribed for permanent storage in the Association's Minute Book, and be available to Members

9.9 Meeting Procedure

All General Meetings of members shall be conducted in accordance with Renton's Rules for Meetings (Westminster Parliamentary protocols).

9.10 Processing outcomes

The Managing Committee is responsible for ensuring that all resolutions from all General and Special General Meetings are properly recorded, processed and enacted.

10. Special Interest Groups

10.1 Special Interest Groups may form within the membership

10.2 Groups forming prepare their own Rules, compliant with those of the Association and with the Act, for submission to the Managing Committee, which may request further information but may not unreasonably withhold consent to the proposed formation

10.2.1 These are minimal requirements, regardless of whether separate incorporation is envisaged

10.2.2 Groups must update the Managing Committee as to any changes in their Rules and office-bearers

10.3 Groups are led by elected Group Leaders

10.4 Rules drafted are to provide for the formation of a Committee with identified office-bearers in addition to the Group Leader, with duties and responsibilities of each properly defined

10.5 All Groups, whether or not incorporated, must comply with any standing directions from the Managing Committee

10.6 Group Leaders or their nominees are to attend periodic Group Leaders' meetings called by the Association President

- 10.7** Groups choosing to remain based at SAGA premises, whether or not incorporated, are required to report half-yearly to the Managing Committee 30 days prior to the Association Half-Yearly Meeting, and similarly before the Annual General Meeting, on
- Activities
 - Membership
 - Financial position, including audit prior to the Annual General Meeting
 - Contribution to promoting Association Objects identified in Rule 3
- 10.7.1** The Managing Committee may cause a yearly report on all Groups to be presented at the Annual General Meeting
- 10.8** Groups choosing to be based other than at SAGA premises without the prior consent of the Managing Committee and whether or not incorporated, forfeit access to Club facilities and benefits
- 10.9** Groups that incorporate must arrange their own public liability insurance as required by the general insurance industry
- 10.10** An unincorporated Group failing to comply with any aspect of Rule 10 may have its approval for separate identity withdrawn by the Managing Committee, and for an incorporated body its conduct may be reported to Consumer and Business Services.

11. Members May Not Profit

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bone fide remuneration of a member for services rendered or for expenses incurred on behalf of the Association.

12. Appointment of Public Officer

- 12.1** The Managing Committee shall appoint a Public Officer, who must be an adult resident of South Australia and may be an Association member
- 12.2** The appointment, which is not of fixed duration, and any subsequent change of appointee or appointee detail, including residential address, must be notified to Consumer and Business Services on the prescribed form within 30 days.

13. Amending this Constitution

This Constitution is binding on all associated persons, subject to the following:

- 13.1** The Supreme Court of South Australia may direct amendments on application by the Association
- 13.2** On amendment by the Parliament of South Australia, the Act may require consequential alterations to the Constitutions of incorporated associations
- 13.3** The Association may elect to make changes or to substitute a new set of rules in the form of a new Constitution.
- 13.3.1** Constitution changes must be approved by a General Meeting of Members, either at the Annual General Meeting, the Half-Yearly General Meeting, or at a Special General Meeting properly called
- 13.3.2** The proposed changes must be approved by a special resolution, requiring 21 days' written notice of the General Meeting at which the resolution will be put, with all relevant detail, and a 75% majority in favour to succeed
- 13.3.3** Details of the amendment, with the prescribed Statutory Declaration and the prevailing Registration Fee, must be lodged with Consumer and Business Services within 30 days of the resolution
- 13.3.4** Changes are effective from the meeting date, except for a name change which becomes effective only from the date of registration by Consumer and Business Services.

14. Language

The English language is to be used in every aspect of SAGA's business activities, including Special Interest Groups whether or not based in SAGA premises, and extending to:

- conducting all General and Committee meetings, and maintaining all associated records, such as Minutes, in English
- all official internal and external interactions by correspondence, including email, whether with individuals, other organisations, businesses, Government agencies and regulatory bodies
- all financial recording and reporting

15. Winding Up the Association

The Association may be wound up at a properly constituted Special General Meeting of Members at which a special resolution of members is carried by a 75% majority

15.1 Application of Surplus Assets

If after winding up of the Association and settlement of any debts owed by it there remain surplus assets as defined by the Act, such surplus assets shall be distributed not to members or connections thereto but to any Australian-based organisation or organisations having similar objects, and rules which prohibit the distribution of assets and income to members

15.2 Such organisation or organisations shall be identified and determined by the special resolution of members in the Special General Meeting

15.3 The Association is required under the Act to make application to Consumer and Business Services for formal deregistration and to comply with all requirements thereunder.

16. Date of Effect

This Constitution is in substitution for the Association's Constitution effective from 9 April 2008, and takes effect from Sunday 17 September 2017.