

The Rule Book or Constitution of

Umeewarra Aboriginal Media Association Incorporated

Complete set of rules

Adopted by a General Meeting of the Members held on:-
21/9/2022

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1) Name

- 1.1 The name of the Association is:
Umeewarra Aboriginal Media Association Incorporated (“the Association”).

2) Interpretation

In this Constitution:

- 2.1 **"Aboriginal"** means a person who is of Aboriginal or Torres Strait Islander descent and who identifies as such and who is accepted as such by the Aboriginal community in which he or she lives
- 2.2 **"AGM"** means Annual General Meeting
- 2.3 **"Act"** means the Associations Incorporation Act 1985, South Australia (“the Act”);
- 2.4 **"Board"** means the Governing Board of Directors as provided for in this Constitution;
- 2.5 **"Constitution" or "Rule Book" or "Constitution and Objects"** are interchangeable terms and mean this document which sets out the Name, the Objects, the Composition and the Rules which govern the Association. The traditional name of **"Constitution"** is generally used in this document.
- 2.6 **"Day of the Notice"** means:-
- a if hand delivered, the day of the delivery.
 - b By email or fax, the day on which it was sent
 - c By Australia Post, to Port Augusta or Stirling North, the day after posting, to anywhere else 2 days after posting.
 - d By broadcast on Umeewarra Radio, the day on which the notice is first broadcast.
- 2.7 **"Employee"** means anyone employed by the association either directly or through a staff hire organisation on a contract of more than one month’s duration or who has been employed on a number of contracts which total more than one month in any 12 month period.
- 2.8 **"Hand delivered"** means given to the recipient or delivered to the last known address
- 2.9 **"Meeting"** in addition to its normal meaning shall include an individual or groups of members present by means of technology such as telephone or cloud platforms such as Zoom. The Board may decide to extend the meeting using technology at its absolute discretion and may decide to extend it to some places and not others.
- 2.10 **"Notice days"** means the number of clear days between the service of the notice and the event described in the notice. Neither the day of service nor the day of the event shall count towards the notice requirement, e.g. *14 days* means *16 days* from the day on which the notice is served.
- 2.11 **"Notice to a Member"** means a written document which may be delivered by hand, by Australia Post or other commercial courier to the last known address or by email to the last known email address of the Member
- 2.12 **"Public Officer"** means the person appointed by the Board to be the Public Officer as required by the Act;
- 2.13 **"Region"** means within 40 kilometres of Port Augusta
- 2.14 **"Special General Meeting"** means any meeting of members other than the AGM, the word “special” does not imply that a *“Special Resolution”* is to be considered by the meeting unless the notice of meeting provides otherwise.
- 2.15 **"Special Resolution"** has the same meaning as described in the Act.
- 2.16 Expressions used in this Constitution have the same meanings as those given in the Act.
- 2.17 Unless otherwise stated
- 2.18 words in the singular number include the plural and vice versa; and
- 2.19 any inconsistency between this Constitution and the Act shall be resolved in favour of the Act.

3) Type of Association

3.1 The Association is an Incorporated Association under the Act.

4) Registered Office

4.1 The registered office of the Association is 5 Jervois Street Port Augusta South Australia 5700. Should the physical address change, this rule shall be changed by the Public Officer without reference to the Directors or Members

5) Rights and Liabilities of Members

5.1 The members of the Association shall not be liable to contribute towards the payment of the debts and liabilities of the Association.

5.2 Membership of the Association does not confer on a member any right, title or interest in any real or personal property of the Association.

5.3 All members have the right to participate in the affairs of the Association in accordance with the provisions of this Constitution.

5.4 This Constitution shall bind the Association and every member to the same extent as if they had respectively signed and sealed it, and agreed to be bound by all of its provisions.

6) Objects

6.1 The Association is formed in recognition of the critical need for Aboriginal people to have access to media and information services relevant to their cultural foundations. The objects for which the Association is established are to:

6.2 provide full radio and television broadcast services to Aboriginal and non-Aboriginal people of the region , with emphasis upon the needs and aspirations of Aboriginal people;

6.3 provide Aboriginally produced programs with a content of languages and emphasis on promoting Aboriginal culture, lifestyles and values;

6.4 provide employment, education and training programs for Aboriginal people, covering every aspect of radio, video and multi media production;

6.5 promote knowledge and understanding among the wider Australian community of Aboriginal culture and of the specific difficulties experienced by Aboriginal people as the indigenous minority within that community;

6.6 promote the ideal of reconciliation within the local community.

6.7 conduct research into any and all areas of concern or interest to Aboriginal people and to prepare and broadcast programs and prepare multimedia productions based on such research;

6.8 record and preserve Aboriginal culture, history, languages, music, dance, art and craft;

6.9 promote and assist in the establishment of Aboriginal enterprises that arrest social disintegration and alleviate the social and economic problems that exist within Aboriginal communities;

6.10 elevate the status of Aboriginal people by actively involving them in the research, production, direction and editing of programs and productions for Aboriginal people and the community;

6.11 encourage and provide for the participation of Aboriginal youth in the production of programs for youth;

6.12 encourage and provide for the participation of Aboriginal disabled people throughout all areas of the media industry.

7) Guiding Principles

7.1 The Association and its members in pursuit of the objects of the Association shall act in accordance with the following principles:

7.2 the Association is based upon the principle of the equality of all its members;

- 7.3** all members in order to ensure to all of them the rights and benefits resulting from membership shall fulfil in good faith the obligations assumed by them in accordance with this Constitution;
- 7.4** all members shall settle their disputes by peaceful means in such a manner that community peace is not disturbed and without disruption to the normal operations of the Association or to the ability of persons employed or engaged by the Association to continue to discharge their duties and obligations and shall refrain from giving assistance to any Government, authority, company, association or organisation of any sort whose activities are detrimental to the Association in pursuit of its lawful and peaceable objectives;
- 7.5** nothing contained in the Constitution shall authorise the Association to intervene in matters which are outside its lawful jurisdiction;
- 7.6** all members shall refrain in their international relations from the threat or use of force against the territorial integrity or political independence of any other indigenous people or in any other matter inconsistent with the objects of the Association;
- 7.7** the Association shall insist that persons not members shall act in accordance with these principles so far as may be necessary for the lawful maintenance of general peace and security.

8) Powers

- 8.1** The Association shall, subject to the provisions of the Act, have power to do all such lawful things as may seem to the Board necessary to carry out the objects of the Association. These powers include a power to:
- a engage, contract or employ by any lawful means the services of persons in any manner and to remunerate those persons, whether or not those persons are qualified or skilled in any particular, and to remove, suspend or dismiss those persons or otherwise terminate such arrangements;
 - b accept, hold, acquire, maintain, deal with and dispose of land, buildings, rights and liabilities and any other real and personal property;
 - c invest or otherwise deal with any money of the Association not immediately required for the purpose of carrying out the objects of the Association;
 - d open and operate on any current account at any bank and conduct any other lawful activity with a bank;
 - e enter into any arrangements with any Government or authority that are conducive to the attainment of the objects of the Association and obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain and exercise and comply with any such arrangements, rights, privileges and concessions;
 - f enter into partnership with, collaborate with or otherwise enter into any arrangement for sharing of information, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, body corporate, institution or other entity or engage in any transaction or activity for the purpose of promoting the objects of the Association;
 - g receive money from any lawful source whether public or private including gifts and bequests, and expend the same;
 - h conduct any undertaking on a non-profit basis which is incidental or conducive to the Association's objects, powers and functions, particularly any radio or broadcasting station or multimedia organisation;
 - i do all such things as are incidental or conducive to the attainment of the Association's objects, powers and functions;
 - j exercise such rights, powers, authorities, functions, duties and obligations in addition to those provided in this Constitution as may be prescribed by the Act.

9) Membership

- 9.1** Membership of the Association shall consist of an unlimited number of members who shall be Aboriginal persons as defined by this Constitution, who shall be at least 15 years of age and who shall also be resident in the Region or any other location as the Board may from time to time determine.

10) Application for Membership

- 10.1 Application for membership shall be made in writing to the Board.
- 10.2 The Board shall deal with any written application at the next Board meeting following receipt of application.
- 10.3 Each application for membership dealt with at a Board meeting must be moved and seconded by two Board members respectively and approved by a simple majority of Board members present at the meeting.
- 10.4 Upon acceptance of membership of any person, the Chairperson of the meeting shall ensure that such decision of that meeting is immediately recorded in the minutes and the new member shall be immediately entitled to the privileges of membership and shall be immediately bound by the terms and conditions of this Constitution.
- 10.5 All members shall be entitled to attend, speak and vote at general meetings of the Association but shall not be eligible for appointment or election as Directors or office bearers until they have been members of the Association for three years.
- 10.6 Applications for membership shall not be considered where they are lodged after notification has been given of a General Meeting until after the General Meeting has taken place.

11) Membership Application Rejected

- 11.1 Where a person's application for membership is rejected by the Board such person shall be entitled to appeal to the next general meeting of members, whether it be an annual or special general meeting.
- 11.2 The person shall be furnished with a "*Notice to a Member*" containing details of the reasons as to why the application was rejected and the meeting at which the appeal is to be heard at least 21 clear days prior to the meeting.
- 11.3 At the general meeting the applicant shall be entitled to be present in the meeting only for the time when the appeal is to be heard.
- 11.4 When the matter of the appeal is before the meeting the applicant shall speak first.
- 11.5 A nominee of the Board shall then present to the meeting the reasons for rejection of the applications.
- 11.6 Members may then ask questions of the applicant or the nominee of the Board or make statements in support of either.
- 11.7 The applicant shall then have the right to close the discussion, after which he/she will leave the meeting.
- 11.8 The nominee of the Board shall then move a motion that the appeal be rejected and voting shall take place without further discussion or debate.
- 11.9 The decision of the general meeting shall be final.
- 11.10 At the request of any member the voting shall be by secret ballot.
- 11.11 The nominee of the Board shall immediately inform the applicant of the outcome and
 - a if the appeal was successful the applicant will be entitled to enter and participate in the remainder of the meeting and the Chairperson will cause the applicants name to be entered into the membership roll of the association.
 - b If the appeal was unsuccessful the applicant will be permitted to reapply after a period of one year has elapsed. If the subsequent applications is also rejected, the applicant shall not be permitted to reapply without the expressed permission of the Board.
- 11.12 Where an application is rejected by either the Board or the General Meeting of Members, the applicant shall be furnished with a "*Notice to a Member*" containing the reasons for rejection within 14 days.

12) Grounds for Rejecting an Application for Membership

- 12.1 An application for Membership may be rejected on any or all of the following grounds
- 12.2 The applicant fails to satisfy the Aboriginality requirement
- 12.3 The applicant fails to satisfy the residency in the Region requirement

- 12.4** The applicant has previously been removed from Membership and are considered likely to repeat the behaviour which resulted in the expulsion.
- 12.5** The applicant has a history of aggression against Community Members, other organisations or the staff, officials or members of the association.
- 12.6** The applicant has a personal animosity to particular members, officials or staff of the association.
- 12.7** The applicant has a history of acting against the best interests of the Association or it officials or staff, or has a history of this behaviour with other community organisations.
- 12.8** The applicant actively demonstrates behaviour that fails to meet community standards or mores in relation to racism, sexism, religious intolerance and anything else normally considered unacceptable in the Aboriginal or wider community.

13) Cessation of Membership

- 13.1** A member shall cease to be a member if that member:-
 - a shall die;
 - b shall by notice in writing resign from membership;
 - c fails to respond to a written notice sent to the last known address or sent to the last known email address within 21 days;
 - c:1 Where a member who has been removed under this rule, contacts the Association at a later date and indicates a wish to regain membership, membership shall be restored without further application and the Board shall be advised accordingly.

14) Expulsion of a Member

- 14.1** A Member may be expelled from membership on any or all of the following grounds
 - a The member fails to satisfy the Aboriginality requirement
 - b The member fails to satisfy the residency in the Region requirement
 - c The member has previously been removed from Membership and has repeated the behaviour which resulted in the former expulsion.
 - d The member has displayed aggression against Community Members, other organisations or the staff, officials or members of the association.
 - e The member has displayed personal animosity to particular members, officials or staff of the association.
 - f The member acted against the best interests of the Association or it officials or staff.
 - g The member actively demonstrates behaviour that fails to meet community standards or mores in relation to racism, sexism, religious intolerance and anything else normally considered unacceptable in the Aboriginal or wider community.
- 14.2** Where the Board forms a view that a member should be expelled from membership the following shall apply:-
- 14.3** The member shall be furnished with a “*Notice to a Member*” containing details of the reasons as to why the Board has formed this view and invited to provide a written submission as to why the Board’s view is in error or why the member should not be expelled.
 - a Should the Board accept it was in error in forming the view on the basis of the submission the Board shall resolve to take no further action and shall take no further action.
 - b If later evidence emerges suggesting the Board was not in error, the Board may recommence the action by the issuing of a “*Notice to a Member*”
- 14.4** If the Member fails to respond within 90 days of the “*Notice to a Member*”, the Board shall resolve that it’s view was correct and shall remove the person from membership.
 - a Where a member who has been removed under this rule, contacts the Association at a later date and indicates a wish to regain membership, the person must respond to the “*Notice to a Member*” and the Board shall proceed as if the person had responded within the 90 days.

- 14.5** If, after considering the submission, the Board continues to hold the view that the member should be expelled, the following shall apply:-
- a The person shall be furnished with a “*Notice to a Member*” advising that the Board intends to proceed with the expulsion and advising the member to provide a written notice of an appeal to the membership of the Association.
 - b If the Member fails to respond within 90 days of the “*Notice to a Member*”, the Board shall resolve to remove the person from membership
- 14.6** If the member lodges an appeal to the membership, the Board will place the matter on the agenda for the next meeting of the membership, this may be a Special General Meeting or the Annual General Meeting at the discretion of the Board. The member’s rights shall continue until the Membership shall resolve otherwise.
- a At the general meeting the appellant shall be entitled to be present in the meeting only for the time when the appeal is to be heard.
 - b When the matter of the appeal is before the meeting the appellant shall speak first.
 - c A nominee of the Board shall then present to the meeting the reasons for the Board’s decision to expel the member.
 - d Members may then ask questions of the appellant or the nominee of the Board or make statements in support of either.
 - e The appellant shall then have the right to close the discussion, after which the appellant shall leave the meeting.
 - f The nominee of the Board shall then move a motion that the appeal be rejected and voting shall take place without further discussion or debate and be resolved by a simple majority of the members in attendance at the meeting.
 - g The decision of the general meeting shall be final.
 - h At the request of any member the voting shall be by secret ballot.
 - i The nominee of the Board shall immediately inform the appellant of the outcome and
 - j if the appeal was successful the appellant will be entitled to enter and participate in the remainder of the meeting and continue with no interruption to membership.
 - j:1 If it should later emerge that the appellant may have misled the Membership during the appeal, the Board may give the appellant a “*Notice to a Member*” of its intention to refer the matter to a General Meeting of the Membership to be held at least 14 days after the notice.
 - j:2 The process will be the same as applied to the original appeal.
 - k If the appeal was unsuccessful the appellant will be removed from the membership and may reapply for membership after a period of 3 years unless the Board agree to accept an earlier application.

15) Governing Committee

- 15.1** The Governing Committee of the Association (“the Board”) shall comprise members of the Association
- a who have been continuous members for three years
 - b who reside in the region (*rule 2.12*)
- 15.2 Election of Directors**
- a Where the Public Officer is not a Director, the Public Officer shall be the Returning Officer and conduct the election.
 - b If the Public Officer is a Director or is unable to conduct the election, the Board shall appoint someone else to be the Returning Officer, this may be a non-member of the Association or a member of the Association who is not a Director nor a candidate for election as a Director.
 - c The Board shall consist of Five (5) Directors elected by a simple majority of the members of the Association at the AGM

- d A member offering themselves for election to the position of Director must sign a written consent to act as a Director and deliver it to the Association's office 48 hours prior to the date and time set for meeting at which the election is to take place. For the sake of clarity, this means the date of the original meeting and not the date of an adjourned meeting.
- e Voting shall be on the "first past the post" method
- f To be elected a candidate must receive a simple majority of the votes of the members present at the meeting.
 - f:1 For the sake of clarity, 51% of the members present at the meeting must vote in favour of a candidate or the candidate shall not be elected.
- g Where there are more candidates elected than there are vacancies the members will be asked to vote in a tie breaker election, if, after three attempts the members fail to reduce the successful candidate numbers to the number of vacancies the successful candidates shall draw lots.
- h If the elections fail to provide the required number of Directors,
 - h:1 the remaining Directors shall appoint sufficient eligible members to allow the Board to have a quorum, save that a candidate who failed to obtain a simple majority of the votes of the members present at the meeting shall not be appointed under this provision. Directors appointed under this provision shall hold office until the AGM in five years unless the members decide to hold a meeting to fill the vacancy.
 - h:2 The members may resolve to hold a Special General Meeting within 120 days to conduct an election for the unfilled vacancies. This motion must be passed at the meeting which failed to elect the required number of Directors.
 - h:3 Directors appointed at later meetings shall hold office for the remaining period of the original vacancy.
 - h:4 Employees may not be appointed as Directors unless the application is approved by the C.E.O.
 - h:5 A Director who is also an employee may be removed as a Director by the Board on the recommendation of the C.E.O. A removal under this rule is effective immediately, is absolute and has no appeal.

15.3 The Board shall elect one of the Directors to the position of Chairperson who shall hold the office until the Board direct otherwise, or the person ceases to be a Director, or until the expiry of the Director's term of office. The Chairperson shall chair all meetings of the Board and of the Members. Where the Chairperson is not present the Board shall appoint another Director to act in the position, failing which, the persons present shall elect one of those present at the meeting to chair the meeting.

15.4 Term of Appointment.

- a Directors shall hold office for a period of 5 years unless their term expires earlier.
- b Elections for Directors shall be held at the AGM of 2019 and every year thereafter.
- c The term of one Director shall expire at the AGM of 2020 and one of the remaining Directors shall expire at each AGM thereafter . The term of appointment shall then be 5 years with one position becoming vacant at each AGM
- d Vacancies on the Board shall be filled from members who qualify for election by the remaining Board members.
- e When the Director's term of office expires, the person shall be eligible to be re-elected.
- f Should vacancies on the Board result in there being insufficient Directors to form a quorum, the remaining Directors shall appoint sufficient eligible members to allow the Board to have a quorum. The Board may then appoint additional Directors to fill all vacancies under these rules.
- g Should the remaining Directors be unable or unwilling to appoint additional Directors the Public Officer shall call a Special General Meeting as soon as practicable but within 35 days, to elect the required number of Directors.
- h Until the Members elect new Directors the Public Officer shall have all the Powers of the Board to manage the affairs of the Association but such Powers shall be limited to those conventions applying to a "Caretaker" government of South Australia.
- i Directors appointed to fill vacancies by the Board or by a Special General Meeting, shall hold office only for the remaining period of the appointment of the Director they are replacing.

16) Removal of a Director

- 16.1** A person cannot be elected or hold office as a member of the Board if that person is disqualified by the Act or has been convicted of an offence against a Commonwealth, State or Territory law and sentenced:
- a to imprisonment for 3 months or longer if the offence involved fraud or misappropriation of funds;
 - b to imprisonment for one year or longer in the case of any other offence.
 - c A conviction does not prevent the person from standing for election or being elected if at least 5 years have passed since the date of conviction and the person is not serving a term of imprisonment or if the person has been granted an exemption by the Commission.
- 16.2** A person ceases to be a member of the Board if the person:
- a becomes bankrupt or insolvent under administration;
 - b becomes incapable of holding office because of a civil penalty disqualification by a Court.
 - c ceases to be a member of the Association, or if resigns as a Director, or fails to attend three meetings of the Board without providing a reason for absence acceptable by the Board or is removed by the members
- 16.3** Removal by the Members.
- a Members may seek to remove a Director by use of a Valid Petition as defined elsewhere in these rules.
 - b The process to remove a Director shall be the same as that applying to the expulsion of a member.
 - (a) The Board may, at its absolute discretion, suspend the Director until the decision of the Members is known, in which case the Director shall have only those rights applying to a member. Advice of the suspension must be included in the "Notice to a Member" sent to the Director.

17) Powers of the Board of Directors

- 17.1** The Board shall manage and control the affairs of the Association in accordance with this Constitution and with the Act and for that purpose may exercise the powers of the Association as if they had been expressly conferred on the Board by a general meeting of the Association.
- 17.2** In particular, the Board shall have the following powers:
- a to appoint such officers, employees and agents as are required to carry out the objects of the Association including the Public Officer required by the Act;
 - b to remove or suspend such officers, employees and agents
 - c to determine the powers, duties, conditions of engagement and remuneration of such officers, employees and agents;
 - d to delegate any or all of its powers to any such officers, employees and agents.
- 17.3** No person may make any public statement on behalf of the Association unless authorised by the Board.
- 17.4** The Board may appoint independent advisors to the board who are not members or employees.
- a They will have particular expertise or specialist knowledge in areas that are relevant to the business of the Association such as corporate governance, accounting, risk management, cultural heritage or business planning.
 - b Independent advisors may attend meetings of the Board and speak at meetings of the Board but they will have no voting rights.
 - c and their appointment may be withdrawn by the Board at any time.
 - d Independent advisors may be granted specific delegations by the Board.
- 17.5** Independent advisors may supply paid goods or services to the association in the normal course of business.

18) Meetings of the Board

- 18.1** The Board shall meet to attend to its business as often as it considers necessary, but at least twice each year. Three members of the Board shall be a quorum.
- 18.2** Questions arising at any Board meeting shall be decided by a simple majority of votes, and in the event of an equality of votes, the Chairperson shall have a casting vote.
- 18.3** The Board shall ensure that proper minutes of the proceedings of the Board are taken and maintained.
- 18.4** The minutes shall be amended as required and confirmed at the next formal meeting of the Board and the Chairperson shall sign them as a true and accurate record of the meeting.
- 18.5** Notice of Board Meetings may be given by phone, in person, by email, telephone text messaging service or a private social media service group controlled by Umeewarra to which some or all Directors subscribe, e.g. a Facebook Group. Individual Directors must advise the Public Office of the methods which will work for them and keep the Public Officer up to date with any changes.
- 18.6** Notice given before 9:00pm shall be deemed to have been given on that day, notice given after this time shall be deemed to have been given on the next day.
- 18.7** A Board Meetings cannot be held until the same day of the following week unless all Directors agree that a meeting be held earlier. A Director may agree to an earlier meeting even if the Director is unable to attend.
- 18.8** Meetings of the Board may be held in more than one location by the use of communication technology.
- 18.9** Written motions may be resolved by Directors without the need for a meeting provided that a majority of the quorum vote in favour of the motion. Email or an exclusive social media group may be used to obtain the vote. The emails or screen shots of the social media vote will be confirmed as part of the minutes at the next formal meeting of the Board.
- 18.10** Sitting fees or other payments shall not be made in respect of Directors carrying out the work of the Association. The Board or delegate may approve the payment of “out of pocket” expenses if the Director is required to travel beyond the Region on behalf of the association.
- 18.11** Directors may be paid for work undertaken as a supplier of Goods or Services provided that normal commercial rules apply and that the Director declares an interest and does not vote on the matter.
- 18.12** A Director must disclose any interest in a contract or arrangement, or proposed contract or arrangement with the Association at a meeting of the Board and a record of such disclosure shall be made in the minutes of that meeting.
- 18.13** A Director who has disclosed an interest may not vote on any motion relating to the contract or proposed contract or arrangement.
- 18.14** A Director has a duty to act in that position with honesty, diligence and reasonable care; and shall not make improper use of information or opportunities received through that position.
- 18.15** A Director has a duty to advise the Board if any circumstances arise which may cause the Director to be disqualified from or cease to be entitled to be a member of the Board on any ground set out in the Act or these rules

19) Public Officer

- 19.1** The Board shall ensure that an appropriate person is appointed at all times to the position of Public Officer of the Association in accordance with the Act.
- 19.2** The Public Officer need not be a member of the Association but, if a member, may be the C.E.O. or another office bearer of the Association. The appointee should be capable and have the skills, understanding and capacity to undertake the legal requirements of the role.
- 19.3** Where there is a change of address or identity of the Public Officer, the Board shall, within one month give notice to the Commission containing prescribed particulars of the change.
- 19.4** The Public Officer must be a resident of South Australia as defined in the South Australian Electoral Act 1985 section 29(a)(iii) or any substitution thereof in later Acts

20) Register of Members

- 20.1 The Board shall cause a register of members to be maintained which shall include the members name, address and any other details required by the Board from time to time.
- 20.2 A member may inspect the register in relation to the members own details but may not take a copy of the register for any reason whatsoever.
- 20.3 A member is responsible for advising the Association of a change of address.

21) General Meeting

- 21.1 The Annual General Meeting shall be held between September and December each year.
- 21.2 The order of business at the annual general meeting shall be –
- 21.3 to confirm the minutes of the last general meeting, whether the annual general meeting or a special general meeting;
- 21.4 to receive from the Board, reports concerning the activities and business of the Association during the preceding financial year ending 30 June, including the Board's Report and the Auditor's Report;
- 21.5 to elect members of the Board to those positions which have fallen vacant due to expiry of terms of appointment pursuant to the "Governing Committee" rule above.
- 21.6 to appoint an auditor qualified under the terms of the Act; and
- 21.7 to conduct such other business as the meeting shall determine.
- 21.8 The Board may call general meetings in addition to the annual general meeting.
- 21.9 Any general meeting other than an annual general meeting shall be called a special general meeting. The order of business at a special general meeting shall be –
- 21.10 to confirm the minutes of the last general meeting, whether the annual general meeting or a special general meeting;
- 21.11 to deal only with those matters for which the meeting was called.
- 21.12 Subject to these Rules, the place, date and hour of every general meeting shall be determined by the Board and notice of the meeting, including the purpose of the meeting, shall be given to the members at least fourteen days prior to the date of the meeting. (See *Day of the Notice* in the Interpretation rule)
- 21.13 Members may petition the Board to hold a Special General Meeting by use of a *Valid Petition* as defined elsewhere in these rules.
- 21.14 The Board shall cause proper minutes of all General Meetings to be recorded and maintained.
- 21.15 **Valid Petition**, members may petition the Board to hold a Special General Meeting
 - a The petition must be signed by 10% of the members or 15 members whichever is the greatest.
 - b The petition must clearly state the outcome the petitioners are seeking and any motions they propose to move at the meeting. They must also nominate one of their number to be the contact member on behalf of the petitioners. If the petition is on more than one sheet of paper this information must be repeated at the top of each page.
 - c If the Board finds the petition to be frivolous or vexatious they must inform the petitioner's contact member within 21 days of their finding and that no meeting will be called. The petitioners may then resort to the Internal Conflict Code to seek that the meeting be held.
 - d Where a meeting is to be called it shall be held within 35 days of receipt of the petition at the Associations office.
 - e The petition may be delivered by a commercial courier or mail using a service which requires a recipient date and signature or hand delivered to the associations office, in which case the Association shall provide a signed and dated receipt.
 - f The petitioners must include their name and date of birth in block letters and their signature to allow the Association to determine that they are a member.
- 21.16 The petitioners may be required by the Board to provide proof that the signatures on the petition are genuine. This may require copies of formal Documents of Identity such as Driving License or Passport or a Statutory Declaration witnessed by a person included on the Australian Government's list of authorised witnesses, to whom they are known.

21.17 Proxies

- a Proxies shall not be permitted at any meetings of the Association, only persons present at the meeting shall be entitled to speak and to vote.

22) Voting at meetings

22.1 Questions arising at any general meeting of the Association or any meeting of the Board shall be decided by a simple majority of votes.

- a The Chairperson has a vote as a member and if the vote is tied the Chairperson shall also have a casting vote.
- b Voting shall be by show of hands unless the meeting requests a secret ballot.
- c A secret ballot shall require each member being given a slip bearing the words *Yes* and *No*, a valid will be cast if one of the words is crossed out, a slip with the word *No* crossed out is a vote in favour of the motion, if the word *Yes* is crossed out it is a vote against.
- d Voting to elect Directors shall be by secret ballot. A slip bearing the names of all candidates shall be issued, any name which is not crossed out shall be a vote for that candidate. A valid tie breaker vote must have at least one of the names of the remaining candidates crossed out.

23) Quorum for Meetings

23.1 The quorum for a General Meeting of the Association shall be 10 members.

23.2 The quorum for a meeting called pursuant to a member's petition shall be equal to the number of petitioners and must include 50% of the petitioners. For the sake of clarity, if the petition contains the signatures of 16 members then the quorum shall be 16 with at least 8 of the petitioners in attendance.

23.3 If, after 30 minutes of the published time of the meeting a quorum is not present:

23.4 The AGM shall be adjourned to the same time on the same day the following week at which time the members present shall deal with the business of the meeting. For the purpose of clarity this means the number of members present shall be the quorum.

23.5 A Special General Meeting shall be dealt with in the same manner as the AGM unless the Board resolves to cancel the meeting or adjourn it to a later date. Where the Board resolves to cancel or adjourn the meeting it must give advice of its decision to the members on Umeewarra Radio at least two days before the cancelled meeting is due to happen or seven days before the adjourned meeting is to happen.

23.6 A meeting called pursuant to a member's petition shall be abandoned and no further petition shall be accepted on the same or similar subject matter for a period of six months from the date of the meeting.

23.7 If, at any point in a meeting, the quorum is not present, the Chairperson shall adjourn the meeting for up to 10 minutes to see if the quorum becomes satisfied. After this time the meeting shall be adjourned or cancelled in the manner applying to a failure to gain a quorum at the start of a meeting as described above.

23.8 Adjourned meetings are an extension of the original meeting and may only deal with the unfinished business of the original meeting.

24) Minutes

24.1 A record of proceedings at all general meetings of the Association and meetings of the Board shall be kept by the Association.

24.2 Electronic recording equipment may be used to record the meeting

- a Such records shall be preserved until the minutes are confirmed at a subsequent meeting after which they may be retained as an historical record or destroyed.
- b The electronic record shall be available at the meeting at which the minutes are to be confirmed.
- c Any challenge to the accuracy of the paper minutes tabled at the meeting shall be decided by simple majority of those in attendance and this decision shall be final.
- d The official minutes shall be those presented on paper and confirmed by the meeting and signed by the Chairperson of the meeting.

- e The Chairperson may direct *or* the meeting may resolve to go into camera at which point the recording equipment shall be turned off and all those not entitled to be in the meeting shall leave unless the Chairperson, subject to the will of the meeting, or the meeting invite them to stay.
- f All matters discussed whilst the meeting is in camera is confidential to those present and not be revealed to anyone else, member or otherwise, unless agreed to by the meeting.
- g Motions cannot be moved whilst the meeting is in camera and the Chairperson will advise the point at which the meeting comes out of camera. The recording equipment can then be switch on and motions moved. Motions resulting from the in-camera session shall be voted on without debate and only the resolution shall be recorded in the minutes.

25) Notices

25.1 Fourteen days' notice of a General Meeting shall be given to each member:

- a In Person or by hand delivery or by phone to the last known number provided by the member,
- b or by a telephone text messaging service to the last known number provided by the member,
- c or by email to the last known email address provided by the member,
- d or delivered by a commercial courier or mail to the last known address provided by the member,
- e or by verbal notice broadcast on Umeewarra Radio each morning and each afternoon on each business day between the hours of 8:00am and 6:00pm during the notice period.

25.2 The use of any of the above methods shall satisfy the requirement to give notice and non-receipt of the notice shall not invalidate the meeting.

25.3 Fourteen days' notice of the AGM shall be given by email to the Auditor who may choose to attend and speak at the meeting.

26) Common Seal

26.1 The Association shall not have a Common Seal.

26.2 Contracts, agreements, receipts and other commercial or legal documents shall bind the Association if signed by the Chairperson, or a Delegate holding appropriate authorisation or a Director in the absence of the Chairperson.

27) Banking and cash receipts

27.1 The Association shall operate a trading account and any other accounts as directed by the Board at a Bank or Bank-like business as the Board shall decide.

27.2 A written receipt will be issued for all cash paid to the association other than for the sale of goods at a fete or similar which shall be monitored by two staff or volunteers.

27.3 Save for a cash float, all cash shall be secured at the end of each day and banked within 7 days.

27.4 Cheques shall be banked within seven days of receipt by the Association, Bank Statements will satisfy the need for a written receipt.

27.5 Electronic Funds Transfer (EFT) shall be used for the majority of the Associations receipts and payments. The Association shall not issue cheques for payment.

27.6 EFT payments shall be approved by any two Directors or other persons authorised by the Board. The Board will maintain suitable policies to reflect changes in Banking practices resulting from changes to technology.

27.7 Cash payments shall not be made in the normal course of business other than for Petty Cash.

28) Accounts

28.1 Proper accounts and records of the transactions and affairs of the Association shall be kept by persons appointed by the Board. The Board shall do all things necessary to ensure all payments out of the moneys of the Association are correctly made and properly authorised and that adequate control is maintained over the assets of, or in the custody of, the Association and over the incurring of liabilities by the Association.

28.2 Accounts shall be passed for payment under the authority of a delegation approved by the Board for this purpose.

28.3 The Board shall, as soon as practicable after each 30 June, cause to be prepared a Board's Report consisting of –

- a a statement made in accordance with a resolution of the Board signed by the Chairperson and another Director or the absence of the Chairperson any two directors, showing:
 - a:1 whether the Board and the Association have complied with the obligations imposed by the Act, the Regulations and the Constitution of the Association during the financial year ending on that date,
 - a:2 that all grants funds have been applied to the purpose of the particular grant,
 - a:3 that the accounts give a true and accurate representation of the Associations financial status
 - a:4 that the Association expects to be able to pay its debts when they become due.
- b A set of accounts containing:-
 - b:1 a balance sheet setting out the assets and liabilities of the Association as at that 30 June
 - b:2 an income and expenditure statement giving a true and fair view of the income and expenditure of the Association for the financial year ending on that 30 June.

29) **Audit**

- a As soon as practicable after the Board's report has been prepared, the Board shall arrange for the auditor appointed by the AGM to conduct the Audit.
- b The auditor shall be provided with a copy of the Board's Report.
- c The auditor shall examine the Board's Report and make any other examination of the records of the association as he/she think fit.
- d The auditor shall report on whether the Board and the Association have complied with the obligations imposed by the Act, the Regulations and the Constitution of the Association and whether the balance sheet and income and expenditure statement are based on proper accounts and records and in agreement with those accounts and records; and
- e to give the Board an Auditor's Report of the results of that examination, drawing attention to any irregularity that it has disclosed.
- f A General Report which must include the Board's Report and the Auditor's Report is to be made available at the annual general meeting of the Association for members to inspect.

30) **Alteration to the Constitution of the Association**

- a The Constitution of the Association may be altered by a resolution passed by a majority of the members present at a general meeting.
- b The proposed alterations must be specified in the notice of the general meeting.
- c Where the alterations are complex or lengthy it shall be sufficient to give a general indication of the proposed alterations and make a copy available for collection or by email.
- d An alteration to the rules shall come into force at the time the alteration is passed.
- e An alteration to the Name of the Association shall not come into force unless and until the Commission issues to the association a new certificate of incorporation.

31) **Winding Up**

- a The winding up of the Association shall be in accordance with the Act.
- b Subject to these rules, where the Association is wound up; and
- c after all debts and liabilities have been taken care of, and the costs of winding up have been paid, surplus assets of the Association exist:
 - (a) the members may pass a resolution relating to the distribution of the surplus assets of the Association.
 - (b) the distribution of surplus assets must not be made to any member or to any person to be held on trust for any member, but the resolution of dissolution shall specify an Aboriginal Association to which the property and funds of the Association shall be transferred. Such Aboriginal Association must meet the requirements of subdivision 30-B of part 2-5 of the Income Tax Assessment Act 1997.