

# Constitution (“Rules”) of the ...



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## 1. Name

The name of the incorporated association is:

**SWISS CLUB OF S.A. INCORPORATED**, referred to herein as the "Association"

ABN 12 454 140 635

## 2. Definitions

"The Act" means the Associations Incorporation Act 1985

"Annual General Meeting" means a general meeting of members of the Association convened in accordance with these Rules

"Bank Accounts" means accounts operated by Banks, Credit Unions or other Financial Institution

"CBS" is the abbreviated form of Consumer and Business Services ([www.cbs.sa.gov.au](http://www.cbs.sa.gov.au))

"Concession" means student, pensioner and other concession holders

"Committee" means the committee of management of the Association

"Country" means living over 100 km from CBD

"Event Helper" is a Member appointed by the Committee to assist with planned club activities

"General Meeting" means either an Annual General Meeting or a Special General Meeting

"Member" means a financial member of the Association

"Membership" has the meaning as described in clause 5.1 and 5.2

"Month" shall mean a calendar month

"Proxy Form" is the appointment form provided with the notice of a General Meeting

"Rules" means the entirety of this document as approved by the Members

"Simple Majority" is obtained when there are more votes in favor than against. E.g. if there are 30 valid votes, a simple majority is obtained if there are 13 votes in favor, 12 against and 5 abstentions.

"Special General Meeting" means a special general meeting called for a specific purpose upon requisition by Member

"Special Resolution" means a special resolution as defined in The Act

"Total Number of Members" – is based on paid-up Membership on the day of voting, where single Membership counts for 1 (one) vote and family Membership for 2 (two) votes

### 3. Objectives of the Association

The objectives of the Association are:

- a) To promote good fellowship between Swiss citizens, persons of Swiss origin and persons with an interest in Swiss culture.
- b) To preserve, encourage and uphold the Swiss languages, traditions and culture.
- c) To maintain and further relationships between the Swiss and the South Australian community.
- d) To organise social gatherings related to Swiss culture, heritage and other events.

### 4. Powers of the Association

The Association shall have the following powers:

- a) Acquire, hold, deal with, and dispose of, any real or personal property
- b) Administer any property on trust
- c) Open and operate Bank Accounts
- d) Invest its moneys
  - (i) in Bank Accounts and/or term deposits
  - (ii) in any other manner authorised by the Rules of the Association
- e) Appoint agents to transact any business of the Association on its behalf; excluding any financial business.
- f) Enter into any other contract it considers necessary or desirable within its financial means.
- g) Borrowing funds is not permitted unless approved by Special Resolution.

### 5. Membership

#### 5.1 Application and effects

Any person who supports the objectives of the Association and agrees to be bound by its Rules shall apply to become a member by completing the application form.

Upon payment of the first annual subscription, the applicant shall be a Member of the Association.

#### 5.2 Types

There shall be the following types of Membership:

- a) Standard
  - (i) Single (one person 18 years of age and over)
  - (ii) Family (2 adults with or without children up to the age of 21 and living at home)
- b) Concession
  - (i) Single (one person 18 years of age and over)
  - (ii) Family (2 adults with or without children up to the age of 21 and living at home)
- c) Country
  - (i) Single (one person 18 years of age and over)
  - (ii) Family (2 adults with or without children up to the age of 21 and living at home)
- d) Honorary Life Membership

Honorary life Membership shall only be granted for reasons of exceptional services to the Association under recommendation of the Committee, to be approved by Members as an ordinary resolution, passed at an Annual General Meeting.

### 5.3 Subscriptions

- a) The subscription fees for Membership shall be such a sum as the Members shall determine from time to time at an Annual General Meeting
- b) The subscription fees shall be payable annually on 1<sup>st</sup> of August
- c) Any Member whose subscription is outstanding for more than three Months after the due date for payment shall cease to be a Member of the Association; provided always that the Committee may reinstate such a person's Membership on the terms as it sees fit.

### 5.4 Resignation

A Member may resign from Membership of the Association by giving written notice to the secretary of the Association. No refund shall be given of any unexpired part of the membership fee.

### 5.5 Expulsion of a Member

- a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- b) Particulars of the charge shall be communicated to the Member at least one Month before the meeting of the Committee at which the matter will be determined.
- c) The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination, the Member shall cease to be a Member 14 days after the Committee has communicated its determination to the Member.
- d) It shall be open to a Member to appeal the expulsion to the association at a General Meeting. The intention to appeal shall be communicated to the secretary or public officer within 14 days after the determination of the Committee has been communicated to the Member.
- e) In the event of an appeal under 5.5d above, the appellant's Membership of the association shall not be terminated unless the determination of the Committee to expel the Member is upheld by the Members of the Association in a General Meeting after the appellant has been heard by the

Members of the Association, and in such event Membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

## 5.6 Register of Members

A register of Members must be kept and contain:

- a) The name and address of each Member
- b) The date on which each Member was admitted to the Association, and
- c) If applicable, the date of and reason(s) for termination of Membership.
- d) Having regard to confidentiality considerations, an extract of the register, excluding the address of any Member, shall be available for inspection (but not copying) by Members upon reasonable request.

## 6. The Committee

### 6.1 Powers and duties

- a) The affairs of the Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objectives of the Association, and are permitted by The Act or are required to be done by the Association in a General Meeting.
- b) The Committee has the management and control of the funds and other property of the Association.
- c) The Committee shall have authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Association on which these Rules are silent.
- d) The Committee shall appoint a public officer as required by The Act.  
Any change in the identity or address of the public officer is to be lodged within one Month after the change (Form 10) with Consumer and Business Services.

### 6.2 Appointment

- a) At every Annual General Meeting, the Members shall elect the Committee. The Committee shall be comprised of a president, vice-president, secretary, treasurer and a minimum of one and a maximum of three other Committee members. One of the Committee members shall hold the position of public officer and the Committee shall be at liberty to combine two other positions together, with the exception of President and Vice President.
- b) A Committee member shall be a natural person.
- c) All Committee members must retire at each Annual General Meeting.
- d) A retiring Committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless

- (i) A member of the Association has nominated that person before the meeting. The nomination shall be signed by the proposer and by the nominee, and
  - (ii) When a position is called during the Annual General Meeting and the nominee is nominated for a position, the appointment needs to be accepted by the nominee and seconded by another Member.
- e) Notice of all persons seeking election to the Committee shall be given to all Members of the Association with the notice calling the meeting at which the election is to take place.
- f) The Committee may appoint a person to fill a casual vacancy, and such a Committee Member shall hold office until the next Annual General Meeting of the Association and shall be eligible for election to the Committee without nomination.
- g) The Committee may also appoint Event Helpers. These Event Helpers are Members, but are not part of the elected Committee.

### 6.3 Proceedings of Committee

- a) The Committee shall meet together for the dispatch of business as required.
- b) Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the president shall have a casting vote in addition to a deliberative vote. A clearly written and signed statement of a Committee member to a specific business item is as valid as their vote during a Committee meeting.
- c) A quorum for a meeting of the Committee shall be one half (50%) of the Members of the Committee.
- d) A Member of the Committee 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. The Member of the Committee must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Association.

### 6.4 Disqualification of Committee Members

The office of a Committee Member shall become vacant if a Committee Member is:

- a) Disqualified from being a Committee Member by The Act
- b) Expelled as a Member under these Rules
- c) Permanently incapacitated by ill health
- d) Absent without apology from more than 2 meetings in a financial year.

## 7. General Meetings

### 7.1 Annual General Meetings

- a) The Committee shall call an Annual General Meeting in accordance with The Act and these Rules.
- b) The Annual General Meeting shall be called within five months after the end of its financial year.

- c) The order of the business at the meeting shall be:
  - i) Confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting
  - ii) Consideration of the accounts and reports of the Committee and the auditor's report
  - iii) Election of Committee Members
  - iv) Appointment of an auditor
  - v) Determination of Membership fees for the ensuing year
  - vi) Any other business requiring consideration by the Association in the Annual General Meeting

## 7.2 Special General Meeting

- a) The Committee may call a Special General Meeting of the Association at any time.
- b) Upon a requisition in writing of not less than 10% of the total number of Members of the Association, the Committee shall, within 30 days of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- c) Every requisition for a Special General Meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- d) If a Special General Meeting is not convened within 30 days, as required by 7.2b above, the Member or Members submitting the requisition, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the Member or Members submitting the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting.  
The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

## 7.3 Notice of General Meetings

- a) Subject to 7.3b, at least 14 days notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a Special General meeting at which a Special Resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by the Association to any Member by serving the Member with the notice personally, by electronic mail to the registered email address or by sending it by post to the address appearing in the register of Members.
- d) Where a notice is sent by post:
  - i) Service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
  - ii) Unless the contrary is proven, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- e) Where a notice is sent by electronic mail
  - i) Service is affected by properly addressing the email containing the notice and no failure to send message has been received.

## 7.4 Proceedings at General Meetings

- a) Fifteen percent (15%) of the Total Number of Members, either present personally or by proxy, shall constitute a quorum for the transaction of business at any General Meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the Members present shall form a quorum.
- c) The president shall chair General Meetings of the Association.
- d) If the president is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Committee Member or one of their own number to be the chairperson of that meeting.

## 7.5 Voting at General Meetings

- a) Subject to these Rules, at a meeting of the Association, only Members (being paid-up financial Members) have a right to a vote.  
A Single Membership has only one (1) vote and a Family Membership has two (2) votes but only if both family members are present or if the vote of the second family member is represented by a valid Proxy form according to rule 7.8.
- b) Subject to these Rules, a question for decision at a General Meeting, other than a Special Resolution as defined in rule 7.7, must be determined by a Simple Majority of Members who vote in person or by Proxy, at that meeting.
- c) Unless a poll is demanded by at least five Members, a question for decision at a General Meeting must be determined by a show of hands.

## 7.6 Poll at General Meetings

- a) If a poll is demanded by at least five Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## 7.7 Special Resolutions

A Special Resolution shall require a majority of 75% of Members who vote in person or by Proxy at a meeting. A Special Resolution is:

- a) A resolution passed at any Special General Meeting according to 7.2.; or
- b) Any cancellation, alteration or substitution of these Rules according to rule 14.

## 7.8 Proxies

- a) By duly completing the Proxy Form, provided by the Committee, a Member shall be entitled to appoint another Member of the Association to be its Proxy and attend and vote at any General Meeting of the Association on its behalf.
- b) Proxy appointments that are not presented on the Proxy Form will not be accepted.

## 8. Minutes

- a) Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Committee, shall be entered within one Month after the relevant meeting in minute books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the Members of the Association or the Members of the Committee at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## 9. Dispute resolution

- a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
  - (i) A Member and another Member
  - (ii) A Member and the Association
- b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d) In this rule 'member' includes any person who was a Member not more than six Months before the dispute occurred.

## 10. Financial reporting

### 10.1 Financial year

The financial year of the Association shall be the period ending on the next 30 June.

## 10.2 Accounts to be kept

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with The Act.

## 10.3 Accounts and reports to be laid before Members

The accounts, together with the auditor's report on the accounts, the Committee's statement and the Committee's report, shall be laid before Members at the Annual General Meeting.

## 10.4 Appointment of auditor

- a) At each Annual General Meeting, the Members shall appoint a person to be auditor of the Association.
- b) The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- c) If an appointment is not made at an Annual General Meeting, the Committee shall appoint an auditor for the current financial year.

# 11. Prohibition against securing profits for Members

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

# 12. Winding up

The Association may be wound up by the Supreme Court, voluntarily or in the manner provided for in The Act.

# 13. Application of surplus assets

- a) If after the winding up of the Association there remains 'surplus assets' as defined in The Act, such surplus assets shall be distributed to any organisation which has similar objectives and has rules which prohibit the distribution of its assets and income to its Members, or to a charity organization.
- b) Such organisation or organisations shall be identified and determined by a resolution of Members in a General Meeting.

# 14. Rules

These Rules may be altered, cancelled or replaced by substitute Rules (including an alteration to the Association's name), if passed by Special Resolution of the Members of the Association.

The alteration shall be registered with CBS, Corporate Affairs Commission, as required by The Act.

The registered Rules shall bind the Association and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

An alteration to the Rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the Association which does not come into force until registered by CBS, Corporate Affairs Commission.