

CONSTITUTION OF

THE ROYAL COMMONWEALTH SOCIETY (SOUTH AUSTRALIA) INCORPORATED

1. NAME:

The name of the Association (hereinafter called The Society") shall be **"THE ROYAL COMMONWEALTH SOCIETY (SOUTH AUSTRALIA) INCORPORATED."**

2. OBJECTS

The objects for which The Society is established and constituted by Royal Charter are to promote the increase and diffusion of knowledge respecting literature, music and art of member states through youth empowerment, education and advocacy. Championing human rights, democracy and sustainable development across the member states which are intrinsically linked through their common history and shared values to maintain the best traditions of the Commonwealth. These objects shall be pursued by The Society, working as a non-sectarian and non-party organisation.

3. POWERS

The Society may promote its objects using the following powers:

3.1 To open and operate bank accounts.

3.2 To invest and deal with the monies of The Society in shares, units, debentures, notes, deposits, or other securities in such manner as the Council may from time to time determine.

3.3 To engage in such fundraising activities as the Council may from time to time determine.

3.4 To enter into any contract and to do all such acts and things as may be calculated to attain or assist in the attainment of all or any of the above objects as the Council or Society may in its absolute discretion decide

3.5 The Association shall have all the powers conferred by Section 25 of the Act to further the objects of the Association.

3.6 The Society Council shall have management and control of the funds and other property of the association.

4. RESTRICTION ON DISTRIBUTIONS

The income and property of The Society, whencesoever derived, shall be applied solely towards the promotion of the objects of The Society and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to any member of The Society.

PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of The Society, or to any member of The Society, in return for any services actually rendered to The Society, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Adelaide for overdrawn accounts on money lent, or reasonable and proper rent for premises let by any member to The Society; but so that no member of The Society shall be appointed to any salaried office of The Society, and that no remuneration or other benefit in money or money's worth shall be given by The Society to any member except repayment of out-of-pocket expenses or a reasonable honorarium paid to any officer for services rendered and interest at the rate aforesaid on money lent or

reasonable and proper rent for premises demised or let to The Society provided that the provision last aforesaid shall not apply to any payment to any company of which a member of The Society may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. FINANCIAL ACCOUNTS

True accounts shall be kept of the sums of money received and expended by The Society, and the manner in respect of which such receipts and expenditure takes place, and of the property, credits, and liabilities of The Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Council, shall be open to the inspection of the members. Once at least in every year, the accounts of The Society shall be examined, and the correctness of the balance sheet ascertained by The Society's auditors.

6. MEMBERSHIP OF THE SOCIETY

6.1 The Society shall be composed of persons admitted to membership who shall have the full rights and privileges accorded by the Rules of The Society and regulations made pursuant thereto.

6.2 Any adult person subscribing to the objects of the association shall be eligible for membership of The Society.

6.3 Notwithstanding anything herein contained, no person under the age of eighteen years shall be eligible for full membership of The Society. However, Junior membership may be granted to a person under the age of eighteen years.

6.4 Each nomination for membership must be in the form prescribed by the Council and such form shall contain the candidate's full name, address, and other contact details.

6.5 The election of persons as members shall be at the discretion of the Council.

6.6 Notice of their election shall be sent to each candidate on their election to membership of The Society.

6.7 The Council shall have the power to reject an application for election as a member and shall not be obliged to give any reason for rejection and it may require the applicant to produce such evidence as it thinks fit as to their qualifications for membership.

6.8 By submitting the application for membership, the applicant agrees to observe and be bound by the by-laws and regulations of The Society for the time being.

6.9 Every member shall register with the Secretary an address to which notices and other documents may be sent and shall notify the Secretary of changes in that address.

6.10 The Society may appoint as an Honorary Fellow any person who has rendered special service to The Society, and they shall continue as an Honorary Fellow during the pleasure of the Council, but may take no part in the management of The Society's affairs unless otherwise resolved by The Society.

6.11 Only adult financial members shall be entitled to vote and take part in the management of Society affairs, unless otherwise resolved by The Society.

6.12 Neither the name of The Society nor the address of The Society shall be used in connection with personal correspondence, and neither the name nor the address shall be printed on any note paper or other document not belonging to or issued by The Society.

7. SUBSCRIPTIONS

7.1 All members of The Society shall pay an annual subscription fee as may be fixed from time to time by the Council and promulgated by the Secretary.

7.2 However, members present at a properly constituted general meeting of The Society shall have power to determine a levy or a subscription fee.

7.3 All subscriptions shall be due and payable on election to membership, and subsequently on the first day of January in every year.

7.4 A person admitted to membership during November or December shall pay a full year's subscription and this shall cover the whole of the next calendar year.

The Council may at any time or times suspend the payment of entrance fees either generally or in respect to individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.

8. ARREARS OF SUBSCRIPTION

8.1 At the first meeting of the Council held after 31 March in any year, the Treasurer may report the names of all members whose subscriptions are in arrears for more than three months, together with a statement of the amount in arrears.

8.2 Notice of a name having been reported to the Council, together with a statement of the amount in arrears, shall be sent by the Secretary to every such member in arrears.

8.3 Failing payment of the amount in arrears by 30 June, or the receipt of an indication of extenuating circumstances acceptable to the Council, the member's name may be referred to Council, which may strike it from The Society's Register. Such person shall then cease to be a member of The Society.

8.4 Every member struck from the Register under the above Rule shall remain liable to The Society for all sums of money or items of property due from them.

9. RESIGNATION OF MEMBERSHIP

9.1 Any member of The Society may resign from The Society by signifying their wish to do so by letter to the Secretary or President.

9.2 Such member shall continue to be liable for annual subscriptions up to and including that for the year in which he signifies their wish to withdraw, except that the current year's subscription may be waived if the letter of resignation is received before the end of March.

9.3 Any member who withdraws or is expelled from The Society shall return all property of The Society held by them and shall remain liable for any sums due from them to The Society.

10. REMOVAL FROM MEMBERSHIP

10.1 Except as provided in Rule in 10.2, whensoever there shall appear, in the opinion of the Council, to be cause for the removal of the name of any member of The Society from the list of members, or, upon receipt of a request to that effect, with the reasons stated and signed by not less than twelve members of The Society, the subject shall be taken into consideration by the Council.

If the members of the Council present, in each case, by a majority of not less than two thirds in number, so determine, the name in question shall be struck from the list of members, and that person's membership of The Society shall be terminated. The Council need give no reason for this decision.

10.2. It shall be open to a member to appeal the expulsion to the association at a general meeting.

10.3 The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.

10.4 In the event of an appeal under 10.1 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 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.

11. PATRON OF SOCIETY

11.1 The Patron of The Society shall, subject to their consent, shall be the Governor of the State of South Australia.

11.2 Failing the Governor of the State of South Australia, the Council may nominate any other person to be Patron of The Society and any person so nominated shall be proposed by the Council for election as Patron of The Society at the next General Meeting.

12. OFFICERS

12.1 The officers of The Society shall consist of the President up to two Vice-Presidents, Secretary, Treasurer, and up to six Councillors.

12.2 If so determined at a General meeting, the positions of Secretary and Treasurer may be combined.

12.3 The Chairman of any Sub-Committee approved by Council, will (ex- officio) be a member of the Council, with no voting rights.

12.4 Each officer shall hold office for two years.

13. MANAGEMENT

13.1 The management of The Society shall be vested in a Council consisting of all those noted in Clause 12.

13.2 The Council shall arrange and control all the affairs of The Society except matters which under this Constitution must be dealt with by members in a General Meeting.

13.3 The Council may from time to time appoint any subcommittee from the members of The Society and depute or refer to any such sub- committee any power or duty of the Council.

13.4 The Council may from time-to-time repeal or amend such by-laws as may be considered by the Council to be expedient in the interests of The Society provided that no by-laws shall be inconsistent with the Constitution of The Society.

13.5 The Council shall have the power from time to time to appoint such further officers as the Council shall from time to time determine and may fix any honorarium to be paid to any officer. The Council may fix the duties and conditions of such appointment and the Council may at any time remove any officer appointed under this rule.

13.6 The Council shall at its first meeting after every Annual General Meeting of The Society elect one of its Vice-Presidents who will deputise for the President whenever necessary.

13.7 An Executive Committee shall consist of the President, the Vice- President(s), Secretary and Treasurer which shall have the power to manage the affairs of The Society which require action before the next Council meeting. Any decisions made by this Committee must be submitted to the Council at its next meeting for ratification.

13.8 The office of a member of the Council or the Executive Committee shall become vacant if the member: -

13.8.1. Ceases to be a member of the Council or the Executive Committee (or as the case may be).

13.8.2 Becomes bankrupt.

13.8.3 Becomes of unsound mind.

13.8.4 Resigns their office by notice in writing to The Society or President.

13.8.5 For more than three months is absent without permission of the Executive Committee from meetings of the Council or the Executive Committee held during that period.

13.8.6 Ceases to be a Member of The Society, or

13.8.7 Is directly or indirectly interested in any contract or proposed contract with The Society and they shall have failed to declare the nature of their interest required by The Associations Incorporation Act, 1985 as amended from time to time.

14. ELECTION OF OFFICERS AND MEMBERS OF THE COUNCIL

14.1 All elected and co-opted members of the Council shall retire immediately at the conclusion of the Annual General Meeting of The Society at which their term expires, but all officers and other members of the Council shall be eligible for re-election.

14.2 Each nomination for President, Vice-President, Secretary, Treasurer or member of the Council must be in the form prescribed by the Council and must be in the hands of the Secretary or President seven days prior to the Annual General Meeting.

14.3 Every financial adult member of The Society shall be eligible for election to any office of The Society.

14.4 A member shall be regarded as financial for purposes of nomination and voting until the last day of March in any year provided that that member had paid his annual subscriptions for the period up to the last day of December of the preceding calendar year.

14.5 In the event of a ballot being required, scrutineers shall be appointed at the Annual General Meeting, and a secret ballot shall be conducted at that Meeting.

14.6 If an extraordinary vacancy in the office of Vice-President, Secretary or Treasurer or amongst ordinary members of the Council shall occur, the Council may appoint any member to fill such vacancy until the next Annual General Meeting.

14.7 If any casual vacancy occurs in the office of President the vacancy shall be filled by the Vice-President appointed under rule 13.5.

15. MEETING OF THE COUNCIL

15.1 The Council shall meet at least every three (3) months.

15.2 At all meetings of Council five members shall constitute a quorum, and in the event of equality of votes the chair of the meeting shall have a second or casting vote. Such casting vote, in the absence of a clear majority, shall maintain the status quo.

15.3 The proceedings of each meeting of the Council shall be recorded in a minute book and presented to the following meeting for confirmation.

16. REPRESENTATIVES OF THE SOCIETY

16.1 The Council shall be entitled to appoint a member as a representative of The Society.

17. GENERAL MEETINGS

17.1 The Annual General Meeting of The Society shall be held during the months of March or April of each year, and at least twenty-one (21) days' notice, with an agenda of such meeting shall be given to all members.

17.2 The following shall be included in the order of business at all Annual General Meetings: Minutes of any previous Special General Meeting, Minutes of the previous Annual General Meeting, Relevant correspondence, Audited financial statement, President's report, Election of Office Bearer and Members of Council, Any amendment of the Constitution

17.3 Special General Meetings of The Society shall be convened by the Secretary at any time by the direction of the Council or within fourteen days after the receipt of a requisition in writing, signed by not less than ten financial members who in their application shall clearly state the object of and business to be dealt with at such special meeting. No other business shall be brought forward or discussed, except that for which purpose such meeting shall have been convened.

17.4 At least 21 days' notice of all Special General Meetings shall be given to all members by the Secretary, together with an Agenda Paper of the business to be brought forward.

17.5 25% of members shall be a quorum at any General Meeting.

17.6 Each adult financial member shall be entitled to one vote in each election or upon any proposed resolution.

17.7 The Chair at any General Meeting or at any Council Meeting shall be the President or in their absence the Vice-President elected under Section 13.5, or in the absence of both, the second Vice-President.

In the absence of the President and all Vice-Presidents, such member as may be elected by the meeting shall take the chair. The Chair of the meeting shall have a casting vote in addition to his deliberative vote, but such casting vote may be used only to maintain the "status quo".

18. FINANCE

18.1 The accounting period of The Society shall terminate on the last day of December in each year, and the accounts of The Society shall be examined periodically and not less than once a year by the auditor.

18.2 Any project with a planned expenditure of more than \$15,000 be approved by a majority of members present at a Special General Meeting to discuss the project. No funds are to be used for the purpose of material or for financial profit or gain (either directly or indirectly) to individual members of The Society except where the Council has engaged a member to undertake a particular activity.

18.3 The Society shall maintain a Bank Account which shall be operable by any two of the following: The President, both Vice-Presidents, Secretary or Treasurer.

18.4 The Council is authorised to invest on behalf of The Society such funds as are not required for immediate Society use, and such investments shall be in securities specifically approved by the Council as suitable for a trustee type investment.

18.5 The Council shall once in every year cause to be prepared a balance sheet as at the end of The Society's financial year and an income and expenditure account made up to the end of the financial year which balance sheet and income and expenditure statement shall, together with the report of the Council and the auditor's report, be laid before the Annual General Meeting of The Society as provided for in this Constitution.

18.6 The books of account shall be kept at The Society's premises or at such other place as the Council thinks fit and shall always be open to the inspection of any Councillor.

19. AUDIT

19.1 The accounts of The Society shall be audited every twelve months by a person to be appointed by the Council as The Society's auditor.

19.2 The auditor may be a member of The Society, but no person shall be eligible for appointment as the auditor who is interested otherwise than as a member of The Society in any transaction thereof, and no officer of The Society shall, during his tenure of office as a Council member, be eligible as auditor. The auditor shall at all times have access to all books of account of The Society.

20. PUBLIC OFFICER

20.1 The Council shall at their first meeting after the Annual General Meeting appoint a natural person as Public Officer.

20.2 The seal shall remain in the custody of the Public Officer.

20.3 The seal of The Society shall be under the control of the Council and shall not be affixed to any document except in the presence of an officer or member of the Council who shall counter sign any such document.

21. INDEMNITY

Each Councillor and all other officers or employees of The Society acting in good faith shall be indemnified by The Society against financial liability which any such Councillor, officer or employee may incur or become liable to, by reason of any contract entered into or act or thing done by them in any way in the discharge of his duties to The Society.

22. AMENDMENT OF THE CONSTITUTION

This Constitution may be altered, amended, or repealed by resolution of a three- fourths majority of the members present and voting at a Special General Meeting called for the purpose, or by a like majority at an Annual General Meeting, provided that notice of the exact nature of any such alteration shall have been given to all members of The Society in writing in the notice convening the meeting.

23. DISSOLUTION

23.1 The Society may be dissolved or wound up by a resolution at any meeting at which at least twenty-one days (21) notice in writing shall have been given to all financial members of intention to propose such resolution **PROVIDED THAT** no such resolution shall be deemed to have been passed unless it is carried by a majority of at least three-quarters of the members present and voting thereon.

If upon the dissolution or winding up of The Society there remain after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of The Society but shall be given to such other bodies having similar objects to The Society as determined at such meeting (or in default of a termination, by the Council) where such bodies are exempt from payment of income tax being covered by *an* item in subdivision 30(8) of the Income Tax Assessment Act or any replacement provision.

DATED THIS 13th day of June 2024