

CONSTITUTION

SOUTHERN DISTRICTS COMPUTER USERS CLUB INC

ABN 83 268 197 505

REGISTRATION NUMBER

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CONSTITUTION OF THE SOUTHERN DISTRICTS COMPUTER USERS CLUB (INCORPORATED)

1. NAME

The name of the Organisation shall be "Southern Districts Computer Users Club Incorporated", hereinafter called "The Club".

2. OPERATION OF THE CONSTITUTION

The Club is incorporated under the Associations Incorporation Act (South Australia) 1985 (The Act). The provisions of The Act, as amended, shall take precedence in all circumstances when there is conflict with a provision of the Constitution or when the Constitution is silent.

3. DEFINITIONS

In these rules, unless the contrary intention appears:

AGM means the Annual General Meeting of The Club.

Ballot is a written vote

Committee means the Committee of The Club (The Committee)

Family Member means Member and partner

Financial Year means the year starting on 1st October and finishing on 30th September the next year.

General Meeting means a General Meeting of Members of The Club convened in accordance with these rules.

Member means a financial Member and includes a Life Member of The Club.

Meeting means a meeting in person or via electronic media

Month means a calendar month.

Special General Meeting means a Meeting of Members of The Club convened to consider a Special Resolution.

Special Resolution is as defined in the Act.

The Act means the Associations Incorporation Act 1985.

The Regulations means Regulations under the Act.

Writing may also include electronic communication

In these rules, unless the context otherwise requires:

Words importing the singular include the plural and vice versa.

Words importing a gender include any gender.

4. OBJECTIVES

The Objectives of The Club shall be:

- 4.1** To promote and develop the use of computer and other technology.
- 4.2** To share information with other people and like organisations
- 4.3** To meet and conduct activities for the education of Members and the community
- 4.4** To disseminate information useful to Club Members.
- 4.5** To do all such lawful things as are incidental or conducive to the attainment of any or all of the Objectives referred to in sub-clauses 4.1 to 4.4.

5. MEMBERSHIP

Membership shall be open to all persons subscribing to the Objectives of The Club and paying the prescribed membership fee. The Committee shall have the right to refuse membership to any person without assigning any reason therefore. The Club recognises the following classes of membership, namely:

5.1 GENERAL MEMBERSHIP

General membership applies to individuals who satisfy the conditions laid out in clause 5 of the Constitution

5.2 FAMILY MEMBERSHIP

Applies to a Member and their partner. The partner paying an annual subscription of the difference between the single and the family membership fee.

5.3 LIFE MEMBERSHIP

Life Membership may be bestowed upon a Member or any other person having rendered outstanding, notable, and meritorious service. Candidates for Life Membership must be unanimously recommended by the Committee and elected by two thirds of Members present and voting at an Annual General Meeting of The Club.

The rights, privileges and obligations of a Member elected as a Life Member shall not be disturbed by election to that class, save and except that they shall not be liable to pay any annual subscription to The Club. The partner of a Life Member who also wishes to be a Member of The Club pays an annual subscription of the difference between the single and the family membership fee.

5.4 REGISTER OF MEMBERS

A register of Members must be kept and contain the name, phone number, postal and electronic address of each Member and any other information deemed necessary by the Committee.

5.5. CESSATION OF MEMBERSHIP

5.5.1 A Member may resign by notice in writing to the Secretary. Any such resignation shall not become effective until any outstanding moneys due to the date of notice of resignation have been paid and all items of Club property in the custody or possession of the Member concerned are returned to the Secretary.

5.5.2 Subject to sub-clause 5.6, a persons' membership of The Club may be suspended or terminated and their name deleted from the Register of Members if the Member:

5.5.2.1 Is suspended by not less than two thirds of the Members present and voting at a General Meeting.

5.5.2.2 Fails to pay any levy as defined in The Club's constitution within two (2) months of such levy falling due,

5.5.2.3 Fails to pay the prescribed membership fee within 3 (three) months of the due date.

5.5.2.4 Is guilty of misconduct or breaches of The Club's Constitution or by-laws and regulations.

5.5.3 The Secretary shall notify a Member in writing of the proposed suspension or expulsion.

5.6 RIGHT TO APPEAL

Having been notified in writing by the Secretary of the proposed suspension or expulsion at least one (1) calendar month before its date of effect,

5.6.1 A Member shall have the right to appeal and may appear before the Committee and be heard personally before a vote is taken on the proposed suspension or expulsion, In the event that the motion for the suspension or expulsion is carried

by the Committee, the Secretary shall advise the Member in writing of the decision of the meeting

- 5.6.2** In the event of an unfavourable decision, the Member shall have the right of appeal to a General Meeting of Members and may appear before the General Meeting and be heard personally before a vote is taken on the proposed suspension or expulsion.

The Secretary shall advise the Member in writing of the decision of the meeting.

- 5.6.3** The decision of such General Meeting is final, and no appeal will be considered in relation thereto.

5.7 MEMBERSHIP FEE

- 5.7.1** Membership Fees are to be determined by the Committee and advised to Members not less than one (1) month prior to the AGM.

- 5.7.2** No change shall be made to The Club's fees and subscriptions unless so resolved at a General Meeting of Members attending and voting at such meeting.

- 5.7.3** Annual subscriptions will become due and payable on the thirty first (31st) day of October each year.

5.8 LEVIES

- 5.8.1** Levies may be made if recommended by the Committee at a General Meeting of Members attending and voting at such meeting

6. MANAGEMENT

6.1 THE COMMITTEE

- 6.1.1** The Club shall be managed by a committee of up to 14 of its Members called the Committee of Management (the Committee).

- 6.1.2** The Committee shall consist of four Office Bearers, namely the President, Vice President, Secretary and Treasurer, and up to ten other financial Members

- 6.1.3** No Committee Member shall serve more than three consecutive terms of two years unless continuation in office is endorsed by a resolution at both a meeting of the Committee and of The Club at a subsequent General Meeting.

- 6.1.4** One half of the Committee is to retire in even years and one half in odd years. To retain continuity of knowledge, the President and Treasurer are to retire in odd years and the Vice President and Secretary are to retire in even years.
- 6.1.5** The Committee may appoint Sub-committees for specific purposes and define their duties. An Executive Officer will always be an ex-officio member of any such Sub-committee. All Sub-committees will report back to the Committee at each Committee meeting.
- 6.1.6** The Committee shall meet at intervals of not more than two calendar months.
- 6.1.7** The Committee shall cause the accounts of The Club to be audited at the end of each of The Club's financial years.
- 6.1.8** The Committee shall cause proper accounts to be kept in either hard copy or electronic form and to be balanced and a statement of receipts and expenditure and a balance sheet, duly audited, tabled at each Annual General Meeting.
- 6.1.9** The quorum for Committee Meetings shall be a minimum of four (4): at least one (1) Officer Bearer and three (3) other Committee members
- 6.1.10** Subject to Clause 6.1.1, the Committee shall have the power to co-opt up to two further Members as Committee members and may fill casual vacancies for the balance of the terms of the respective vacant positions.
- 6.1.11** An Office Bearer or Member of the Committee shall cease to hold such office upon:-
- 6.1.11.1** Resignation in writing to the Secretary.
 - 6.1.11.2** Being disqualified by the Act.
 - 6.1.11.3** Being expelled under the Constitution.
 - 6.1.11.4** Being permanently incapacitated by ill health.
 - 6.1.11.5** Electing to stand down due to changed personal situations.
 - 6.1.11.6** Being absent without apology acceptable to the Committee for more than three (3) consecutive Committee Meetings.
 - 6.1.11.7** Being the subject of a unanimous vote of "no confidence" in regard to that person taken at any properly convened Committee Meeting
 - 6.1.11.8** Permanent or temporary suspension by the unanimous vote of other Committee Members present at a duly constituted Committee Meeting. Such suspension may be revoked by a majority vote at a subsequent Committee Meeting.
- 6.1.12** A suspended Member may require such suspension be reconsidered at a Special General Meeting called pursuant to clause 9.2 1 of the Constitution.

6.2. OFFICE BEARERS

6.2.1 PRESIDENT

The President shall

- 6.2.1.1** Oversee the running of all aspects of The Club and shall present an annual report at the AGM.
- 6.2.1.2** Together with the Secretary prepare an agenda for all General and Committee Meetings.
- 6.2.1.3** Encourage full and balanced participation in meetings by all Members and shall decide on matters of order.
- 6.2.1.4** Act as Spokesperson unless an alternative Spokesperson of The Club has been appointed by the Committee or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in an emergency following consultation with at least two Members of the Committee.

6.2.2 VICE-PRESIDENT

The Vice-President is to act as assistant to the President and carry out the duties of the President in his or her absence.

6.2.3 SECRETARY

The Secretary shall:

- 6.2.3.1** Call Meetings in accordance with the provisions of the Constitution.
- 6.2.3.2** Together with the President prepare an agenda for all Meetings of The Club.
- 6.2.3.3** Cause records to be kept of the business of The Club including the Constitution, policies, register of Members, Minutes of Meetings, Notices, a file of correspondence and a record of submissions or reports made by and on behalf of, or to, The Club.
- 6.2.3.4** Arrange for minutes of all meetings of The Club to be dated, confirmed and signed by the President.
- 6.2.3.5** Submit the minutes of General Meetings to the subsequent Committee Meeting for appraisal prior to approval at the next General meeting. After any further amendments and approval by the Committee, minutes may be distributed as required.

- 6.2.3.6** Make available draft Committee Meeting minutes to all Committee Members at least seven (7) days prior to the next Committee Meeting. Any proposed amendments to be directed to the Secretary no less than three (3) days prior to the next Committee Meeting. Approved Committee Meeting minutes may be distributed to Members if required.
- 6.2.3.7** Submit draft Minutes of any AGM meeting to the Committee for appraisal. Amendments shall be incorporated and submitted to the next AGM for approval.
- 6.2.3.8** Table the accounts of The Club, together with a summary of income and expenses and the financial institution balance at each Committee meeting.

6.2.4 PUBLIC OFFICER

A Public Officer shall be appointed by the Committee and shall carry out the Duties stated in Paragraph 56 of The Act.

6.2.5 TREASURER

The Treasurer shall

- 6.2.5.1** Collect all subscriptions and other moneys due and payable to The Club, physically or by electronic means.
- 6.2.5.2** Bank all monies received into The Club's accounts as soon as possible and no later than fourteen (14) days after receipt thereof.
- 6.2.5.3** Subject to authorisation by two authorised signatories in accordance with clause 10.4 of this Constitution, make payments by petty cash, cheque or electronic funds transfer.
- 6.2.5.4** Cause records to be kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any Member by arrangement with the Treasurer.
- 6.2.5.5** Present audited accounts to the Annual General Meeting

6.3. POWERS

For the purpose of carrying out its Objectives, The Club may, subject to the Associations Incorporation Act 1985, and its rules:

- 6.3.1** Acquire, hold, deal with and dispose of, any real or personal property.
- 6.3.2** Open and operate accounts in any approved financial institution.
- 6.3.3** Invest its money as directed by Members at a General Meeting.

- 6.3.4 Borrow money upon such terms and conditions as The Club thinks fit.
- 6.3.5 Give such security for the discharge of liabilities incurred by The Club as the Committee thinks fit.
- 6.3.6 Appoint agents to transact any business of The Club on its behalf.
- 6.3.7 Enter into any other contract it considers necessary or desirable.

6 4 AUDITORS

The Club must, after the end of each financial year appoint an auditor or auditors to audit The Club's accounts.

7 NOMINATION AND ELECTION OF COMMITTEE

Except where specified otherwise in the Constitution, the procedure for nomination to the Committee shall be as follows:

- 7.1 At least twenty-eight (28) days' notice accompanied by a call for nominations shall be given.
- 7.2 Nominations must be submitted in writing and signed with a proposer and a seconder who must each be Financial Members of The Club. Nomination forms will be available to Members by post, email or from The Club's web site at least twenty-eight (28) days prior to the Annual General Meeting. Such nominations shall be in the hands of the Secretary at least fourteen (14) days prior to the Annual General Meeting. If prior to the election there are insufficient nominations, a call may be made at the Annual General Meeting seeking nominations. These shall immediately be submitted in writing on the appropriate form, to qualify as a valid nomination .
No floor discussion on nominations is allowed.
- 7.3 All nominees must agree to stand for appointment and endorse the Nomination Form to that effect.
- 7.4 Nominees must be Financial Members of The Club at the time of nomination and at the time of the election.
- 7.5 Elections shall only be held if there is more than one nomination for an Office Bearer's position or more than four nominations are received for other Committee Members' positions. If nominations do not exceed the number authorised by the Constitution, nominees shall be deemed appointed to the position(s).

7.6 Should an election by ballot be required, the President (or acting Chair) shall appoint a Member as Returning Officer to conduct the ballot. Members entitled to vote at the AGM shall be entitled to cast their vote in secret.

7.7 The method of ballot shall be as follows:

7.7.1 The Secretary shall prepare ballot papers listing the nominees for each category for issue to Members present at the meeting.

7.7.2 Voters shall indicate their preferred candidate(s) by placing a mark in the box against the candidates' names, up to the number of positions vacant.

7.7.3 Where the voter has placed a mark against more names on their ballot paper than the number of vacant positions, their vote shall be declared invalid.

7.7.4 Voters who spoil their ballot paper may hand it in to the Returning Officer and receive a replacement.

8. VOTING

8.1 GENERAL VOTING

At any General Meeting, a resolution put to the vote of the meeting shall be decided by a show of hands unless a ballot is required:

8.1.1 A ballot may be demanded by the Chair, or by any Member present in person or by proxy, upon or before the declaration of the show of hands.

8.1.2 Unless a ballot is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost, an entry in the minutes of the proceedings of The Club, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

8.1.3 The demand for a ballot may be withdrawn.

8.2 PROXY VOTES

A Member shall be entitled to appoint in writing another Member to be that Members' proxy and to attend and vote at any Special or Annual General Meeting of The Club. Signed proxy votes on the prescribed form must be in the hands of the Returning Officer prior to the commencement of the meeting. Proxy forms are to be available for these meetings at least seven (7) days prior to the respective meeting.

8.3 ABSENTEE VOTES

A Member, who is unable to attend a meeting and not providing a proxy, shall be entitled to cast an absentee vote prior to the meeting on motions for which notice has been given.

The procedure for absentee voting shall be as follows:

- 8.3.1** The vote shall be made in writing on a paper bearing the full name, address and signature of the voting Member.
- 8.3.2** The vote shall be sealed in an envelope marked "Absentee Vote" and addressed to The Club.
- 8.3.3** Absentee Votes may be sent by Australia Post or other Courier or messenger service, provided they are received at the address of The Club no later than three (3) days prior to the relevant meeting.
- 8.3.4** Absentee votes shall be opened and counted at the time the relevant vote is cast.
- 8.3.5** An absentee vote may be deemed invalid if:
 - 8.3.5.1** The motion/s to which the absentee vote refers is/are not set out clearly and accurately on the voting paper.
 - 8.3.5.2** In the opinion of the Returning Officer, the voters' intention is not clear, has been falsified or made under duress, or the author of the absentee vote is not a financial Member at the time of the meeting at which the motion is considered.

8.4 MOTIONS ON NOTICE

A motion on notice shall be any motion of which notification has been sent by the due date in advance of a meeting. A motion on notice for ordinary General Meetings of The Club, or for Annual General Meetings shall be submitted in writing and sent to the address of The Club. Notices on motion received at the address of The Club no later than twenty-eight (28) days prior to the relevant meeting shall be circulated to all Members by post or electronic mail, together with the agenda of the meeting.

Motions on notice received at the address of The Club less than twenty eight (28) days but more than fourteen (14) days prior to the relevant meeting shall be included in the agenda for the meeting and shall be considered immediately after Office Bearers' Reports, (including reports required under The Act) and adjourned business from previous meetings, if any. Other business may be raised at a General Meeting or the AGM at the sole discretion of the Chair of the meeting.

9 MEETINGS

At any meeting of The Club, the President, or in the President's absence, the Vice President, or in their absence, or on their declining to take the Chair, or retiring from the Chair, one of the Committee Members chosen by the meeting shall preside as chairperson at a General Meeting. If neither the President nor the Vice President nor a Committee Member are present within five (5) minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be the chairperson.

9.1 ANNUAL GENERAL MEETING

- 9.1.1** The Annual General Meeting shall normally be held within sixty (60) days of the end of The Club's financial year unless otherwise directed by the Office of Consumer and Business Affairs. Members are to be notified in writing at least twenty-eight (28) days prior to such Annual General Meeting indicating the agenda for the meeting accompanied by a call for nominations.
- 9.1.2** The business of The Annual General Meeting shall be:-
- 9.1.2.1** To receive and approve the minutes of the previous AGM.
 - 9.1.2.2** To receive the President's Report for the previous financial year.
 - 9.1.2.3** To receive and accept the Treasurer's Report and the financial statements duly audited by a person appointed by the Committee.
 - 9.1.2.4** Subject to clause 6.1.2 to elect or re-elect Office Bearers and Committee Members who have consented in writing.
 - 9.1.2.5** To conduct any other relevant business that is submitted in writing to the Secretary at least fourteen (14) days before the meeting and which shall be placed on the agenda.
 - 9.1.2.6** If at any Annual General Meeting there is no quorum within thirty (30) minutes of the time appointed for the meeting then the meeting shall be adjourned for a period not exceeding fourteen (14) days.
 - 9.1.2.7** A quorum at any Annual General Meeting shall be ten (10) Financial Members or two thirds of the Financial Members, whichever is less.
 - 9.1.2.8** Financial Members shall each be entitled to one vote at any Annual General Meeting either in person, by proxy or by absentee voting.

9.2 SPECIAL GENERAL MEETINGS

- 9.2.1** Subject to clause 6.2.1.2, a Special General Meeting of The Club shall be called by the Secretary within twenty eight (28) days of receipt of a directive from the Committee or upon the written request of no less than six (6) Financial Members of The Club or 20% of Financial Members, whichever is the lesser, specifying the business to be conducted at the meeting.
- 9.2.2** All Members of The Club shall be notified in writing of the time, venue, and purpose of the Special General Meeting at least fourteen (14) days prior to such meeting.
- 9.2.3** If a Special General Meeting is established to amend the Constitution, all Members of The Club must be provided with any proposed amendments, in full, at least twenty-eight (28) days prior to such meeting.
- 9.2.4** No business shall be transacted at such meeting other than that for which the meeting was convened and stated in the notice convening the meeting.
- 9.2.5** The Club shall be bound by any decision taken by a three-quarter majority of The Club Members present and eligible to vote at such meeting.
- 9.2.6** If at any Special General Meeting there is no quorum present within thirty (30) minutes of the appointed time for the meeting, the meeting will lapse.
- 9.2.7** A quorum at any Special General Meeting shall be twenty (10) Financial Members or two thirds of Financial Members, whichever is less.

9.3 GENERAL MEETINGS

- 9.3.1** Meetings will normally be held on the third Wednesday of each month (except December) for business to engage in but not be limited to, listening to invited guest speakers and may from time to time engage in the exchange of ideas and foster fellowship amongst other interested computer clubs
- 9.3.2** A quorum at any General Meeting shall be eight (8) Financial Members or two thirds of the Members, whichever is less.

10. FINANCE

- 10.1** The Club shall be financed by annual subscriptions, fees, levies, donations and any other sources recommended by the Committee and ratified by a General Meeting.
- 10.2** All monies received by any person on account of The Club shall be paid to the Treasurer who shall pay it into The Club's account.

- 10.3** There shall be four (4) authorised signatories appointed by The Committee
- 10.4** Two officers, one of whom shall be an Executive Officer, to be authorised to sign cheques and make electronic payments
- 10.5** The books of accounts, vouchers and other financial records shall always be the property of The Club and shall be open for inspection at any time by any financial Member of The Club.
- 10.6** No Member of The Club other than an Office Bearer or Committee Member, and in each case only if authorised by the Committee and if acting within the limit of their authority shall have the power to enter into any contract on behalf of The Club or otherwise pledge its credit and no liability or obligation entered into or incurred without authority as aforesaid shall be in any way recognised or accepted by the Committee unless confirmed by resolution of the Committee.

11 INDEMNITY

The Members of The Club Management committee and other officers of The Club and their respective heirs, agents, executors shall be indemnified and saved harmless out of the funds of The Club from and against all charges, losses, damages and expenses which they may incur or sustain in the course of their normal duties, except where such charges or expenses shall be incurred or sustained by their own wilful default or negligence.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The assets and income of the Incorporated Club shall be applied solely in furtherance of its stated Objectives and no portion shall be distributed directly or indirectly to the Members of the Incorporated Club except as bona fide compensation for services rendered or expenses incurred on behalf of The Club.

13. AMENDMENT OF THE CONSTITUTION.

The Constitution may be added to, amended, varied or repealed by Special Resolution at any Annual General Meeting or Special General Meeting of The Club, provided that at least three-quarters of the Members present and voting thereon are in favour of such addition, amendment, variation or repeal.

14. BY-LAWS

- 14.1** The Committee may make such By-laws not inconsistent with the Constitution of The Club as may from time to time appear necessary to regulate its officers and to facilitate the achievement of the Objectives of The Club.
- 14.2** Any By-law, which is inconsistent as aforesaid, shall be null and void.
- 14.3** The By-laws of The Club may be created, altered or repealed at any General Meeting or at the Annual General Meeting of The Club, notice having been given to every financial Member at least twenty-eight (28) days prior to the meeting at which the Regulation or By-law is to be addressed.
- 14.3.1** Any proposal to create, alter or repeal any By-law of The Club shall be approved by at least two-thirds of the Financial Members present and voting at the meeting at which the Regulation or By-law is to be discussed. The Secretary shall advise all financial Members of the decision of that meeting within twenty-eight (28) days thereof.
- 14.3.2** Any Member shall have the right to appeal against any By-law by notice in writing to the Secretary, signed by at least three (3) financial Members of The Club giving detailed reasons for the appeal.
- 14.3.3** Upon receipt of any such appeal, The Secretary shall, within twenty-eight (28) days, include the Appeal on the Agenda of the then next Committee Meeting. The Secretary will invite the appellants to attend the Committee Meeting in order to support their appeal. After the appellants have stated their case and answered any questions put by the Committee, the appellants will withdraw, and the Committee will determine whether the appeal shall be allowed or not.
- 14.3.4** The Secretary will give notice to all financial Members of the decision of the Committee with a recommendation in accordance with that decision to the next General or Annual General Meeting of The Club at which meeting the recommendation shall be tabled for discussion prior to being put to a vote. Any decision must be approved in accordance with clause 14.3.1 hereof. In the event that the required majority is not attained, the status quo remains.
- 14.3.5** The decision of the General or Annual General meeting at which the appeal is heard is final and no further appeal may be made.

15. DISSOLUTION

- 15.1** The Club shall only be dissolved at a Special General Meeting. The Club shall be dissolved in the event of membership of less than 8 (eight) persons excluding Life Members or upon the vote of a majority of Members at such Meeting called, in accordance with the Act, to consider such a matter.
- 15.2** Notice of dissolution shall be sent to all financial Members at least one (1) calendar month before such dissolution.
- 15.3** A motion for dissolution shall require a three-quarter majority of financial Members, present at that meeting.
- 15.4** In the event of dissolution, The Club's assets, after all liabilities have been met, shall go to any such charitable organisation or other local non-profit computer clubs or groups, as determined by a majority of three-quarters of financial Members present at that meeting.