

Constitution of School Libraries Association of South Australia Inc.

Association Registration Number A37661

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Document Control

Date	Version	Comment
15/02/2021	2.0	Adjustment to the Constitution Changes include addition of title and contents pages, formatting corrections, additions to Definitions (v2 cl. 2), with splitting of Interpretation from Definitions. Amendment to Constitution (v1, cl15) has become Addition Alteration or Amendment (v2 cl. 6) and Public Officer (v1 cl.16) and Publication (v1 cl.18) have been removed. Clauses added to version 2: Purposes (cl. 3.1); Income and Property (Clause 5); Membership categories (cl. 8.1); Subscriptions and Fees (cl. 8.6); Discipline (cl. 9.1); Casual Vacancy (cl. 12); Appointment of Staff (cl. 15); Delegations (cl. 16); By- Laws (cl. 18); Auditor (cl.21); General (cl.22); Dissolution (cl.24). Changes to Version1.0 include additions to Objects and Powers (cl. 4) and changes to Committee size (cl.11.2), length of Committee Member term (cl.11.5), provisions for remote attendance via electronic means at all meetings and quorums at General Meetings (cl 10.5), and Proxy Voting (cl.10.11). Terminology change from Honorary Members to Executive Committee and Extraordinary Special Meeting to Special General Meeting.
1/11/2002	1.0	Previous constitution.

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CONSTITUTION

of School Libraries Association of South Australia Inc.

1. NAME

The name of the association shall be "School Libraries Association of South Australia Incorporated".

The letters SLASA shall be the recognised contraction for the name of the association.

2. DEFINITIONS AND INTERPRETATION

2.1. **Definitions**

In this Constitution, unless the context otherwise requires:

'Act' means the Associations Incorporations Act 1985;

'Association' means School Libraries Association of South Australia Inc;

'Bylaws' means any Bylaws made by the Associations Committee;

'Chairperson' means the Chairperson for the time being of the Association;

'Committee' means the body elected by the Members of the Association to oversee the administration of its affairs;

'Committee Meeting' means meeting of the elected committee;

'Committee Member' means a person elected by the members to the committee;

'Constitution' means the Constitution for the time being of School Libraries Association of South Australia Inc;

'Executive Committee' means the President, Vice Presidents, Secretary and Treasurer of the Association;

'Financial year' means the year ending 31st December each year;

'General Meeting' means the annual or any special general meeting of the Association;

'Honorary Member' means a member of the community who is given an honorary membership by the Association;

'Life Member' means an individual upon whom Life Membership of the Association and has been conferred under the Associations Bylaws;

'Member' means a member of the Association;

'Objects' means the objectives of the Association;

'Proxy' means a Member of the Association appointed to act on behalf of another Member and represent the Member at General Meetings

'Poll' means the process of voting where votes are recorded and counted

'Special Resolution' of an incorporated association means:

- a) Where the rules of the Association provide the membership of the Association - a resolution passed at duly convened meeting of the members of the association;
- b) At least 21 days' written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and
- c) It is passed at a meeting referred to in this paragraph as a majority of not less than three quarters of such members of the association as being entitled to do so, vote in person or, where proxies are allowed, by proxy at that meeting.

2.2. ***Interpretation***

- a) Expressions referring to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- b) In this Constitution, unless the context otherwise requires:
 - i. words importing the singular include the plural and vice versa;
 - ii. words importing any gender include the other gender;
 - iii. references to persons include corporations and bodies politic;
- c) All headings contained in this Constitution are for guidance and do not form part of the substance of the Constitution;
- d) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be read down, it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

3. PURPOSES

3.1. School Libraries Association of South Australia Inc. will

- a) be an Incorporated Body
- b) operate predominantly for the promotion and development of school libraries and their staff in accordance with the Objects;
- c) at all times act on behalf of and in the interests of the Members and school libraries.
- d) apply its profits (if any) or other income in promoting its Objects; and
- e) not carry on for the purpose of profit or gain to its members.

4. OBJECTS AND POWERS

4.1. The Objects of School Libraries Association of South Australia Inc. are to:

- a) Disseminate information concerning school library management and the use of information in education.
- b) Promote a public understanding of the aims, needs and educational significance of school library and information services and to work for the betterment of these services in learning and teaching in schools.
- c) Keep Government bodies aware of the needs and educational significance of school library and information services and advise government bodies on all matters concerning school library and information services and teacher librarianship.
- d) Assist the professional learning of teacher librarians and school library staff through the organization of conferences, seminars and similar professional learning activities.
- e) Promote research in the field of school library and information services teacher librarianship and school library staff.
- f) Affiliate or promote cooperation between, and undertake liaison with, other associations and bodies with similar aims and fields of interest to achieve these Objects;
- g) Undertake any other activities in furtherance of the above.

4.2. For the purpose of carrying out its objects, School Libraries Association of South Australia Inc. may, subject to this Act and its rules—

- a) acquire, hold, deal with, and dispose of, any real or personal property; and
- b) administer any property on trust; and
- c) open and operate ADI (Authorised Deposit Taking Institution) accounts; and
- d) invest its monies—
 - i. in any security in which trust moneys may, by Act of Parliament, be invested; or
 - ii. in any other manner authorised by the rules of, School Libraries Association of South Australia Inc. and
- e) appoint agents to transact any business of, School Libraries Association of South Australia Inc. on its behalf; and
- f) enter into any other contract it considers necessary or desirable.

5. INCOME AND PROPERTY

- 5.1. The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 5.2. No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of bonus or otherwise to any Member.
- 5.3. No remuneration or other benefit in money shall be paid or given by the Association to any Member who holds any office of the Association
- 5.4. Nothing contained in this constitution shall prevent payment in good faith to any Member:
- a) for any services actually rendered to the Association whether as an employee or otherwise;
 - b) for goods supplied to the Association in the ordinary and usual course of business;
 - c) for any out-of-pocket expenses incurred by the Member on behalf of the Association;

Provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

6. ADDITION, ALTERATION OR AMENDMENT

- 6.1. No addition, alteration or amendment shall be made to this Constitution unless it has been approved by Special Resolution.

7. DISTRIBUTION OF PROPERTY ON WINDING UP

- 7.1 If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be paid to or distributed to an organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association by this constitution. Such organisation to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of South Australia as may have or acquire jurisdiction in the matter.

8. MEMBERS AND MEMBERSHIP

8.1. ***Membership of the Association***

Membership of the Association shall be open to any person or institution engaged in, or interested in, school libraries, information and information sources and who undertakes to observe the Constitution.

The Members of the Association shall consist of:

- a) Institutional Members
- b) Individual Members
- c) Associate Members
- d) Life Members
- e) Honorary Member;

8.2. ***Member rights***

8.2.1. The rights of Members include:

- a) the right to receive notice of, attend and/or speak at general meetings
- b) voting rights at a general meeting and in Committee elections
- c) rights to be appointed or elected to the Executive Committee, or to nominate a candidate for appointment or election to the Executive Committee.

8.2.2. Honorary members will not receive voting privileges.

8.3. ***Creation of new categories of Membership***

The Committee has the right to create new categories of Members in accordance with this Constitution.

8.4. ***Life Members***

- a) The Association may, from among persons who have provided meritorious service for the Association, appoint Life Members in recognition of their efforts in furthering the interests of the Association; such a member must have made a significant and lasting contribution to the Association over a number of years.
- b) A Life Membership may only be conferred by the Committee at an Annual General Meeting.
- c) A Life Member shall be deemed to be and shall be entitled to all rights and privileges of a financial member of the Association.

8.5. ***Register of Members***

- a) The register will be kept and maintained of current financial members of the Association. The register remains the sole property of the Association. That register shall be kept and maintained by the Secretary, or by another person authorised by the Committee. The Secretary shall cause the name of a person who ceases to be a member to be deleted from the register of members.

8.6. ***Subscriptions and Fees***

- a) The Committee shall:
 - i determine the membership rates annually by 1st November
 - ii manage all financial affairs of the Association
 - iii appoint an auditor, who shall present statements of accounts and an auditor's report, prior to the Annual General Meeting of the Association
- b) Fees including annual membership fees and levies payable by Members to the Association, and the time for and the manner of payment, shall become due each year and must be paid in full within one (1) month of the date of submission of an application to join the Association.
- c) Un-financial members are not entitled to enjoy the rights and privileges of the Association.
- d) Members will be considered un-financial if membership fees are not paid within three (3) months of becoming due.

8.7. ***Effect of Membership***

Members acknowledge and agree that:

- a) this Constitution constitutes a contract between each of them and the Association and that this Constitution and its objects bind them.
- b) they shall comply with and observe this Constitution and any determination, resolution or policy, which may be made or passed by the Committee.

8.8. ***Forfeiture of rights***

A person who ceases to be a Member, for whatever reason, shall forfeit all rights in (including representation rights at General Meetings) and claims upon the Association and its property including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

8.9. ***Membership may be reinstated***

Membership that has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Association, on application in accordance with this Constitution and otherwise on such conditions as the Committee sees fit.

8.10. ***Resignation***

- a) A Member may resign from the Association upon giving notice to the Association. The resignation shall come into effect upon receipt of the notice by the Association.
- b) Obligations after resignation: in the event that a Member resigns from the Association, the Member must fulfil all their obligations to the Association up to and including the date of resignation.

9. DISCIPLINE OF MEMBERS

9.1. ***Member's failure to comply***

Where a Member fails to comply with the Constitution or its Objects or fails to comply with payment of fees and subscriptions levied, the Committee may determine the Member to be in breach of the constitution. On such determination, the Committee shall give notice to the Member of:

- a) the Committee's determination; and
- b) the grounds for the Committee determination; and
- c) request that the Member show cause within 21 days from the date of that notice as to why some action should not be taken against the Member.

- 9.2. The Member's failure to respond may result in the Committee's suspending or terminating the Member's membership of the Association, or otherwise imposing such conditions on the member as the Committee sees fit. Such penalty will take effect upon notification by the Committee.

10. GENERAL MEETINGS

10.1. ***Eligibility***

A member is not entitled to vote at any general meeting unless all monies due and payable have been paid.

10.2. ***Annual General Meeting***

The Annual General Meeting of the Members of the Association will be held on a day determined by the Committee within 5 months of the end of the Association's financial year in accordance with the Act.

10.3. ***Notice of Annual General Meeting***

- a) A notice of an Annual General Meeting must give a minimum of twenty-one (21) days' notice of the meeting and specify the place, date, time of meeting.

- b) Notices of motion from Members, for inclusion at an Annual General meeting must be submitted in writing to the Association not less than fourteen (14) days prior to the meeting date. Motions forwarded for the consideration of the committee must have a proposer and seconder.
- c) All resolutions at an Annual General Meeting (other than resolutions requiring a special resolution) shall be carried by a simple majority.
- d) All business to be transacted at an Annual General Meeting convened in accordance with this clause shall be restricted to the business the subject of the notice.

10.4. ***Business of Annual General Meetings***

The order of business at the Annual General Meeting will be:

- a) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - b) the election of committee members
 - c) the appointment of auditors
 - d) the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
- e) any other business requiring consideration by the association in a general meeting

10.5. ***Quorum for Annual General Meeting***

- a) No business will be transacted at any Annual General Meeting of the Members of the Association unless a quorum of Members is present at the time the meeting proceeds to business.
- b) The quorum for an Annual General Meeting of the Members is 25 Members entitled to vote at the Annual General Meeting.
- c) The quorum for an Annual General Meeting of the Association may be achieved through eligible voting Members being physically present or in attendance by suitable electronic means approved by the committee. Members intending to attend the Annual General Meeting via approved electronic means must advise the Executive Committee of their intention to do so prior to the meeting.
- d) If a quorum is not present within thirty (30) minutes of from the time appointed for the meeting, the meeting:
 - i. if convened in accordance with this clause the Annual General Meeting, will be dissolved; and
 - ii. will be adjourned for fourteen (14) days to the same place and at the same time. All Members will be notified of the adjournment in writing with at least forty-eight (48) hours' notice. In the event of a quorum not being present at the further meeting, the business will proceed with those present considered a quorum and in accordance with the original agenda.

10.6. ***Special General Meetings***

- a) The Association will upon resolution passed at a meeting of the Committee, convene a Special General Meeting of the Members at any time provided notice of the meeting is given in accordance with clause 10.3.
- b) The Association, when presented with a written request outlining details put forward for a special resolution from at least 25 voting Members, shall convene a Special General Meeting notice of which shall be given in accordance with clause 10.3.

10.7. ***Notice of Special General Meeting***

Refer to Clause 10.3.

10.8. ***Quorum for Special General Meeting***

Refer to Clause 10.5

10.9. ***Chairperson***

The President of the Committee will preside as chairperson at every general meeting of the Members. In the absence or incapacity of the President, the Vice-President shall preside. If neither are present, the Members present at the general meeting will elect a chairperson to preside at that general meeting.

10.10. ***Voting***

- a) At any general meeting of the Members, a resolution put to the vote of the meeting will be decided by show of hands or, if requested, all contested elections shall be settled by secret ballot.
- b) To vote, a Member must be financial and in a membership category entitled to voting rights
- c) Decisions other than a Special Resolution will be carried by a simple majority of the Members present or their Proxy.
- d) Decisions of a Special Resolution require a 75% majority of those Members present or their Proxy

10.11. ***Proxy Voting***

- a) Appointment of Proxies
 - i. Where a member is permitted by this Constitution to vote, they shall be entitled to appoint a Proxy to vote at an Annual General Meeting or Special General Meeting if they are unable to attend that meeting.
 - ii. Each voting member has the right to appoint a Proxy. The Member shall notify the Secretary of the name of their Proxy 48 hours prior to the commencement of the Annual General Meeting or Special General Meeting.
 - iii. Where a member fails to identify to the Secretary the name of their Proxy 48 hours prior to the General Meeting, the Member forfeits the right to the use of a Proxy.

- iv. A Proxy must be an eligible Member of the Association.
- v. A Proxy must be appropriately empowered by the Member to make decisions at Special General Meetings or Annual General Meetings, as the case may be.

b) Proxy as Representative

Where appointed Proxies shall represent the member at General Meetings and Annual General Meetings and shall have full power to consider and vote on resolutions at General Meetings and Annual General Meetings, as the case may be.

10.12. ***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,

11. ESTABLISHMENT OF COMMITTEE

11.1. ***Powers of the Committee***

- a) Subject to the Act and this Constitution, the business of the Association shall be governed, and the powers of the Association shall be exercised, by the Committee. The Committee shall act in accordance with the objects of the Association and shall operate for the collective and mutual benefit of the Association and the Members.
- b) The committee shall manage and control the funds and other property of the Association
- c) The Committee shall have authority to interpret the meaning of the Constitution and any other matter relating to the affairs of the Association on which the Constitution is silent.

11.2. ***Composition of Committee***

- a) The Committee shall comprise of the Executive Committee (comprising of President, Vice President/s, Secretary and Treasurer) and general Committee Members of the Association. Committee Member numbers will be a maximum of sixteen (16).

11.3. ***Appointment of Executive Committee***

- a) Members of the General Committee will appoint an Executive Committee at the first meeting following the AGM from within their number.
- b) The Executive will consider and make decisions on matters of an urgent nature affecting the Association and report those decisions to the Committee at its next meeting. Such matters of an urgent nature must be endorsed by a minimum of three (3) members of the Executive Committee.
- c) The Committee shall consider and ratify or amend those decisions.

11.4. ***Nomination of Committee Members***

- a) Nominations for Committee Members will be called for prior to or at the Annual General Meeting.

11.5. ***Term of Office of Committee***

- a) Committee Members are elected for a term of two (2) years with no more than 50% of positions being up for election in any one year. Should more than 50% of positions be vacant, the committee can declare sufficient one-year term positions to maintain a balance of 50% of positions finishing in each year. Where there is an uneven number of committee positions, 50% +1 position may be declared in any one year.
- b) Committee Members will be eligible to stand for nomination and re-election at the conclusion of each term. Executive Members may be elected no more than three times in succession for the same position.

11.6. ***Vacation, disqualification and removal of Committee Members***

- a) In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the position of a Committee Member will immediately become vacant if the Committee Member:
 - i. is absent from three (3) consecutive meetings of the Committee without approved leave of absence from the Committee;
 - ii. in the absolute discretion of the Association, acts in a manner unbecoming or prejudicial to the objects of the Association or through his actions brings the Committee or the Association into disrepute;
 - iii. becomes permanently incapacitated by ill health
 - iv. resigns
 - v. is disqualified from being a committee Member by the Act
 - vi. ceases to be a financial member of the Association

12. CASUAL VACANCY

- 12.1. If any Committee member resigns or is removed from the Association, that person will immediately cease to be a Committee Member upon resignation or removal and the Association will appoint another Committee Member in their absence for the remainder of the elected term.
- 12.2. In the event of a casual vacancy or vacancies in the Committee, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute such a quorum.
- 12.3. 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.

13. COMMITTEE MEETINGS

- 13.1. The Chairperson will be the President of the Association. In their absence, a Vice President will fulfil the role and in the event that a Vice-President is unavailable, the Committee may elect an alternate chairperson from the remaining members of the Committee to preside at any meetings of the Committee at which the Chairperson is unable to attend.
- 13.2. The Committee will meet at least four times per year at such place and such times as the committee may determine for the dispatch of business, adjourn, and otherwise regulate meetings and proceedings thereof as they think fit.
- 13.3. No business will be transacted at a committee meeting unless a quorum is present at the time the meeting proceeds to business
- 13.4. At a meeting of the Committee the number of members whose presence is necessary to constitute a quorum will be at least fifty (50) percent of the Committee. The quorum for a Committee Meeting of the Association may be achieved through Committee Members being physically present or in attendance by suitable electronic means.
- 13.5. If a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting shall be adjourned and reconvene another meeting as it sees fit. All parties shall be notified of the adjournment. In the event of a quorum not being present at the further meeting, the business shall be proceeded with in accordance with the original agenda.

14. DECISIONS OF THE COMMITTEE

- 14.1. ***Decisions of the Committee will be by simple majority.***
- a) All Committee Members will have one vote on any question and the chairperson will have a casting vote where voting is equal.
 - b) A decision is made by the simple majority of the committee Members present
 - c) The Committee will cause full and accurate minutes of all proceedings and resolutions to be recorded.
- 14.2. ***Disclosure of interest of Committee Members***
- a) A Committee Member who has a direct or indirect interest in any subject matter to be resolved by the Committee must disclose the nature and extent of his interest to the Committee;
 - b) Subject to the Act, a Committee Member who has a direct or indirect pecuniary interest in any matter that is being considered at a meeting of the Committee must:
 - i. not vote on the matter; and
 - ii. not be present while the matter (or proposed resolution of that kind) is being considered at the meeting.

15. APPOINTMENT OF STAFF

- 15.1. In line with the powers of the Committee may appoint staff, enter contracts and engage contractors, as it deems appropriate to undertake its duties under this constitution to achieve its objects and its purpose

16. DELEGATIONS

16.1. ***Committee may delegate functions***

The Committee may establish and appoint subcommittees as the Committee deems necessary. Subcommittees are advisory in nature and all final decisions remain with the committee as a whole.

16.2. ***Delegated function exercised in accordance with terms***

The Committee can exercise delegations under its Bylaws

16.3. ***Revocation of delegation***

The Committee may revoke wholly or in part any delegation made under this clause, and may amend, repeal or veto any decision made by such body or person under this clause.

17. OTHER ASSOCIATIONS

- 17.1. The Association may take steps, as it deems necessary to affiliate, liaise, enter into partnership, or carry on a joint venture with any other Association or body or group of persons having the same or similar objects as the Association.

18. BY-LAWS

18.1. ***Committee to formulate By-Laws***

The Committee may formulate, approve, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association, the advancement of the Objects as it thinks necessary or desirable. Such Bylaws must be consistent with this Constitution.

18.2. ***By-Laws binding***

All Bylaws made under this clause shall be binding on Members.

18.3. ***By-Laws deemed applicable***

All rules, regulations and By-Laws of the Association in force at the date of the approval of this Constitution under the Act insofar as such rules, regulations or By-Laws are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this Rule.

18.4. ***Notices binding on Members***

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Associations by means of notices approved by the Committee, prepared, and issued by the Association. Upon notice being provided, updated By-Laws are binding upon all Members.

19. RECORDS AND ACCOUNTS

19.1. ***The Association to keep records***

- a) The Association shall establish and maintain proper records and minutes, which are managed in accordance with the Act.
- b) Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under his/her control all books, document and securities of the Association.
- c) With the approval of the Committee, the Treasurer may delegate functions within the management of financial records and custody of relevant documents and papers to another authorised person

19.2. ***Records kept in accordance with the Act***

The Association shall keep proper accounting and other records in accordance with the various Acts, generally accepted accounting principles and/or any applicable codes of conduct.

19.3. ***Inspection of accounts***

Subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with this Constitution, the accounts shall be open to inspection (but not copying) by the Member upon written request to the Secretary.

20. FUNDS

20.1 The Association is a non-profit organization. That is, the assets and income of the Association shall be applied solely in promotion of its objects and in the exercise of its powers. No portion shall be distributed directly or indirectly to members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

20.2 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Association determines.

21. AUDITOR

21.1. A properly registered independent auditor or auditors shall be appointed by the Committee.

21.2. The accounts of the Association including the profit and loss accounts and balance sheet shall be examined by the appointed auditor or auditors at least once in every year.

22. GENERAL

22.1. *Manner of Notices*

Notices may be given by the committee to any Member in a form or manner determined by the Committee.

22.2. *Patrons and Vice Patrons*

The Association at its Annual General Meeting may appoint on the recommendation of the Committee a Chief Patron and such number of Patrons and Vice-patrons, as it considers necessary.

22.3. *Common Seal*

Any document, that would have required the use of the Common Seal, shall be authorised by the Executive Committee and shall be countersigned by two Executive Committee members.

23. INDEMNITY

23.1. *The Association to Indemnify Committee*

The Association shall indemnify its Committee Members against all damages and costs (including legal costs) for which any such Committee Member may be or become liable to any third party in consequence of any act or omission except wilful misconduct.

24. DISSOLUTION

24.1. The Association may be wound up in accordance with the provisions of the Act (refer to Clause 7 regarding Distribution of Property on Winding Up)