



ITALIAN HISTORICAL SOCIETY OF SOUTH AUSTRALIA INCORPORATED

CONSTITUTION

NAME

1. The name of the Association shall be the **Italian Historical Society of South Australia Incorporated** (hereinafter called "the Association").



INTERPRETATION

2. (1) In this Constitution unless the context otherwise requires:

"The Act" means the Associations Incorporation Act 1985 of South Australia as amended;

"Association" means the Italian Historical Society of South Australia Incorporated;

"Chairperson" means the person duly appointed to preside at a meeting of the Association;

"Constitution" means these Rules;

"Financial Year" means the period 1st July to 30th June in any year;

"Committee" means the Committee of the Association;

"Meeting" means a Committee Meeting, Annual General Meeting or Special Meeting of the Association as the context requires;

"Member" means a member of the Association;

"Poll" means the casting and registering of votes in an election and the number of votes cast, counted and recorded;

"Prescribed Membership Fee" means a fee from time to time prescribed by the Committee for each category of member.

"Regulations" means the regulations made under the Act;

"Rules" means the Rules in this Constitution;

"Special Resolution" has the meaning given to it by the Act.

(2) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act (SA) or any successor Act as in force from time to time.

(3) Except where the context otherwise requires or some other meaning is clearly intended the singular includes the plural and vice versa and one gender includes all genders.

OBJECTS

3. The objects of the Association are:-

- (1) To collect, preserve and promote the history of Italian immigration to Australia
- (2) To foster the appreciation and preservation of the Italian culture by the descendants of Italian immigrants in Australia and to record and celebrate the contributions of Italian immigrants and their descendants to the development of Australia.
- (3) To establish a Repository for the Stories, Letters, Documents, Photographs, and any other item associated with Italian immigration to South Australia.
- (4) To promote, develop, aid and assist those interested in tracing and recording details of their Italian ancestors and heritage.
- (5) To conduct lectures, seminars, workshops and events to promote the research of Italian immigration to Australia.
- (6) To develop and publish teaching aids to aid and assist the study of Italian immigration to Australia.
- (7) To promote, support, advance, organise, manage, conduct cultural activities in the fields of history, language, literature, music, visual and performing arts, community arts, cultural heritage, films, books, radio, television, internet and any other media with special reference to Italian immigration to Australia
- (8) To apply to be registered in the Australian Government's Register of Cultural Organisations and be endorsed as a Deductible Gift Recipient and for that purpose establish and maintain a special Public Fund Account to receive gifts and donations and any other financial or capital contributions.
- (9) To attract support from the private sector to receive Tax Deductible Donations for such cultural activities as the creation of new artistic works, publication of literary magazines or the building of an Italian immigration museum.
- (10) To seek Tax Deductible Donations from the public and corporate sectors and financial support from philanthropic Trusts and Foundations.



(11) To strengthen private sector support for the Research of the History of Italian Immigration to South Australia and encourage Australians to contribute to the Nation's historical knowledge.



(12) To foster, promote, assist, establish and manage facilities, activities and for the promulgation and propagation of Italian history of immigration to Australia.

(13) To solicit, attract and encourage grants, donations, gifts, bequests, legacies and contributions to or for the benefit of the Association and attainment of its objects.

(14) To do all such things as are necessary or incidental for the purposes of attaining any one or more or all of the above objects.

POWERS

4. The Association shall have the following powers:-

(1) All the powers conferred by Section 25 of the Act.

(2) To rent premises from any person or body corporate, acquire the interest of any lessee in any lease, purchase, hire, take on lease, grant leases, sub-leases, tenancies or rights of any nature in and to any realty or estate or interest in land or in and to motor vehicles, computer hardware and software, fixtures and fittings, furniture, utensils, plant and equipment and personality of any other description.

(3) To lease and let property forming part of the property of the Association for such period at a rental and to persons, companies or bodies corporate and upon such terms as the Association may decide and to accept surrenders from, make allowances to and arrangements with a tenant with or without consideration as the Association may think fit.

(4) To retain, hire, employ, appoint, remove, retire, superannuate or dismiss professional persons, employees, agents, contractors, auditors, consultants and bankers and other persons as may be necessary or expedient for the control management and administration and for the purposes of the Association and to determine their respective wages, salaries and other forms of remuneration, gratuities or pensions and to provide for schemes of insurance or assurance.

(5) To apply moneys available to be invested in any investment as the Association may determine. The Association may make an investment subject to any terms or conditions as the Association may decide. Without restricting the generality of the foregoing, the Association has power to change or vary any investment forming part of the property of the Association.

(6) To build, construct, improve, develop, renovate, alter or manage or control any grounds, buildings or conveniences which may seem conducive directly or indirectly to advance the interests and objects of the Association.

(7) To raise or borrow moneys either alone or jointly with another or others from any person, company or body corporate on terms and conditions as the Association may decide and to secure the repayment of any moneys or other indebtedness by mortgage, charge, or other security or encumbrance over the whole or any part of the property of the Association or otherwise as the Association may decide and no lender is required to inquire as to whether the necessity for any such borrowing has arisen or as to the purposes for which it is required or as to the application of moneys borrowed.

(8) To give any guarantee and/or guarantee and indemnity with or without security whether alone or jointly or severally or both jointly and severally with any other person, company or body corporate as the Association may determine.

(9) To draw, endorse, accept, guarantee or be a party in any way to a commercial bill or other bill of exchange, promissory note, letter of credit or other facility whatsoever involving raising, borrowing or lending of monies by or to the Association.

(10) To appoint any person or persons as the representative or attorney of the Association for the purpose of drawing, presenting or signing (whether as drawer, acceptor or endorser) of any commercial bill or other bill of exchange, promissory note, letter of credit or other facility whatsoever and to revoke any such appointment.

(11) To open in the name of the Association any cheque, saving deposit or other account with any bank or approved deposit-taking institution wherever situated with full power to operate on any such account including, without limitation, power to sign, draw and endorse cheques and other negotiable or transferable instruments on the account and to close the account.

(12) To make any and all applications for any and all purposes of the Liquor Licensing Act and/or Gaming Machines Act of South Australia.

OFFICE

5. The office premises of the Association shall be at such place in the State of South Australia as the Committee from time to time shall determine.

MEMBERSHIP

6. (1) An applicant for membership of the Association shall complete and lodge with the Committee a written Application which shall be in such form as the Committee may from time to time determine and the appropriate prescribed membership fee shall be presented with the Application.

(2) In the event that the Application for Membership is not successful, the Committee shall return the prescribed membership fee to the unsuccessful applicant.

(3) The prescribed membership fee for the relevant financial year and the method of payment of the same shall be as the Committee may from time to time determine.

(4) Where the prescribed membership fee is payable annually the prescribed membership fee shall become due and payable by such date as the Committee may from time to time determine and in the event that the member fails to pay the prescribed membership fee by that date the membership shall lapse and the member shall cease to be a member.

(5) Subject to these Rules a member shall have such rights and privileges as the Committee may from time to time determine provided however, that, with the exception of Honorary Members, every member is entitled to vote at any election and in respect to any other matter or issue which requires a vote by the members and shall, subject to the provisions of 18(3) of these Rules be entitled to be nominated for any position on the Committee.

(6) A member shall be bound by the provisions of this Constitution.

(7) A member as at the date of the adoption of this Constitution shall be deemed to be a member of the same category as held prior to the adoption of this Constitution and in the case of an Ordinary Member, until the end of the current financial year immediately following the adoption of this Constitution.

MEMBERSHIP CATEGORY

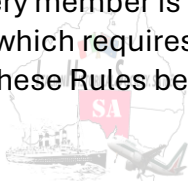
7. (1) there shall be the following categories of membership of the Association:

(a) Foundation Member

A Foundation Member of the Association is a member who was present at the Inaugural Special General Meeting or joins the Association within a year of the formation of the Association.

(b) Ordinary Member

An Ordinary Member is a member who has paid the prescribed membership fee in the financial year as designated and required by this Constitution.



(c) Life Member

A Life Member is a member who has paid the prescribed membership fee which shall be payable once only.

(d) Honorary Life Member

An Honorary Life Member is a member who has satisfied such criteria as from time determined by the Committee and is nominated by a resolution of the Committee to be elected an Honorary Life Member by the members at an Annual General Meeting without payment of any prescribed membership fee or other subscription or charge.

(e) Honorary Member

An Honorary Member is a member who, by virtue of their title, position, recognition or any other distinguished attributes and standing in the community in Australia or overseas, by unanimous resolution by the Committee, has been nominated an Honorary Member upon such conditions and stipulations as the Committee shall deem fit and determine.

(f) Concessional Member

A Concessional Member is a member who by reason of special circumstances, such as, being an enrolled student at a University, College or other approved educational facility, a country resident in the State of South Australia, a resident of any other Australian State or Territory or overseas is awarded membership upon payment of the prescribed membership fee and other terms and stipulations as the Committee may from time to time determine.

(2) The Committee may, from time to time, introduce other categories and models of membership including Associate Member and Corporate Member upon such conditions, rights and privileges and subject to the payment of such prescribed membership fee as the Committee may determine.

REGISTER OF MEMBERS

8. (1) The Committee shall cause to be kept the Register of Members of the Association in which shall be entered the full name, address and date of entry of each member and their categories and shall cause the Register of Members to be maintained and updated as from time to time required and, in any event, annually.

(2) It shall be the responsibility of a member to advise the Committee of any change of address and other particulars, and the Committee shall amend the Register of Members accordingly.

(3) The Register of Members shall be kept at the office premises of the Association and shall be available for inspection by a member subject to any reasonable restrictions as to time and manner of inspecting the same which the Committee may from time to time determine.



COMMITTEE

9. (1) the control of the business, general affairs and administration of the Association shall be vested in the Committee.

(2) The Committee shall be elected by members at the Annual General meeting in accordance with this Constitution.

(3) (a) The Committee shall comprise the President and no less than seven (7) and no more than thirteen (13) committee members.

(b) A Committee member shall be a natural person.

(4) The first Committee shall be elected at the Annual General Meeting immediately following the adoption of this Constitution and for such election the provisions of 18(3) of this Constitution shall not apply provided however that the member nominated for a position as a Member of the Committee and the members nominating that member have paid the prescribed membership fee as may be required by this Constitution as at the date of that election.

(5) For the purpose of the election, the positions on the Committee shall be divided into Group A which shall consist of the President and three (3) Members and Group B which shall consist of three (3) Members.

(6) Subject to the within proviso, a Member of the Committee shall hold office for a period of two (2) years provided however that a Member referred to in Group B shall hold office for only one (1) year from the election held immediately following the adoption of this Constitution.

(7) At the end of each respective term of office a Member of the Committee shall vacate their position and the member elected at an election for that position shall hold office for a period of (two) 2 years.

(8) Subject to the provisions hereinbefore provided, elections for Members in Group A and Group B shall be held every alternative year.

(9) (a) A retiring Committee member shall be eligible to stand for re-election without nomination.

(b) The President is not eligible for re-election after four (4) consecutive terms after the Annual General Meeting of 2024 unless the Committee recommends an extension and approved by the members at a general meeting,

(c) A member is not eligible to be nominated for the position of President unless such member has served at least two (2) terms as a committee member



(10) Subject to the provisions of 18(3) of these Rules a Member may be nominated for a position as a Member of the Committee provided that the member nominated shall have attained the age of eighteen (18) years.

(11) The President, as elected at the Annual General Meeting, together with the President, the Secretary and the Treasurer as nominated, appointed or re-appointed on the Committee, in accordance with the provisions of 10(1) of these Rules, shall be the Executive Committee which shall be vested with such powers, duties and responsibilities as the Committee may from time to time determine. 12) A Member may resign from membership of the Committee by giving (one) 1 month written notice to the President.

(13) In the event of a vacancy in the membership of the Committee the Committee may appoint a member to fill such vacancy until the next Annual General Meeting.

(14) The Committee shall be entitled to exercise the full powers of the Association and without limiting those powers shall have the management and control of the funds and other property of the Association.

(15) The Committee may co-opt any member or person to the Committee as it shall determine on the proviso however that such co-opted member or person shall have no voting rights at meetings of the Committee.

(16) The Committee may refer questions, which the Committee determines are of general importance, to the members at a Special Meeting.

(17) The Committee may appoint Sub-Committees consisting of such members or persons and with such powers, duties and responsibilities and upon such other conditions, restrictions or other stipulations as the Committee may from time to time determine.

(18) The Committee may delegate any of its powers, functions and duties to any Sub-Committee, member or person as the Committee may determine and upon such conditions, restrictions or other stipulations as the Committee may determine.

(19) The Committee may make such decisions and do all such acts and things as deemed expedient, incidental or conducive to the objects of the Association provided the same are not inconsistent with these Rules, the Act and Regulations.

PROCEEDINGS OF THE COMMITTEE

10. (1) The Committee shall meet, within fourteen (14) days of the Annual General Meeting and shall, from the Members of the Committee, nominate, appoint or re-appoint, until the next Annual General Meeting the Vice President, the Treasurer, the Secretary and if the Committee deems necessary, any other office bearer who shall all have such powers, duties and responsibilities as designated in the Constitution as the Committee may from time to time determine, provided however, that such determination is not inconsistent with the provisions of Rule 11 of this Constitution.

(2) The Committee shall meet, at such time, place or manner as the Committee may determine but in any event shall meet at least four (4) times from Annual General Meeting to Annual General Meeting.

(3) A meeting of the Committee may be convened by the President or by any two Members of the Committee.

(4) Written notice of the meeting, specifying the general nature of the business to be transacted, shall be served on each Member of the Committee by delivering it to such Member at least two (2) clear days before the date of the meeting provided however that notice of such meeting may be given to a Member of the Committee at a prior meeting or at such other time and in any other manner as the Committee may from time to time determine.

(5) (a) Business may not be transacted at a committee meeting unless a quorum of committee members is present when the business is dealt with.

(b) A quorum consists of one-half plus one of the total number of committee members.

(6) The President shall preside at a meeting and in the absence of the President the Vice President shall preside. And in the event of both the President and the Vice President being absent the Members of the Committee May chose a member to preside and act as Chairperson for that meeting.

(7) Questions arising at a meeting of the Committee shall be determined by a show of hands unless, at the request of at least three (3) Members, by poll, which shall be taken in such a manner as the Chairperson at that meeting may determine.

(8) A Member of the Committee is entitled to one (1) vote and in the event of a poll, if the votes cast result in equality of votes the Chairperson shall have a second or final vote.

(9) A written resolution consisting of one or several documents in like form, and signed by a quorum of the Committee shall be as valid and effectual as if it had been passed at a duly convened meeting of the Committee.

(10) A Member of the Committee who has a personal or pecuniary interest in a decision or contract with the Association must disclose that interest to the Committee and to the Annual General Meeting or Special Meeting as required by the Act, and shall not vote with respect to that decision or contract at, any such meeting or Committee meeting.

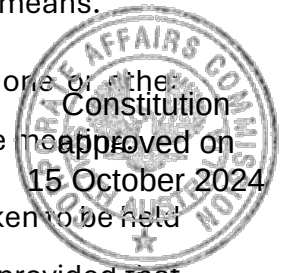
(11) Meeting by phone or other electronic means;

(a) The contemporaneous linking together by telephone or other electronic means of a number of the committee members sufficient to constitute a quorum constitutes a meeting of the Committee. Accordingly, all the provisions in this Constitution relating to meetings of the Committee



apply, so far as they can, and with such changes as are necessary, to meetings of the Committee by telephone or other electronic means.

- (b) A committee member participating in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (c) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the Chairperson of the meeting, provided that at least one of the committee members involved was at that place for the duration of the meeting.



OFFICERS OF THE COMMITTEE

11. (1) unless otherwise provided in these Rules the President shall:-

- (a) Preside at any Committee Meeting, Annual General Meeting and Special Meeting of the Association.
- (b) Have all necessary power to secure and enforce order and expedition in the conduct of the business of such meeting.
- (c) Be the principal officer and spokesperson of the Association and shall act as principal liaison officer between the Association and all other Associations, governmental or semi-governmental bodies and persons.
- (d) Ensure that the provisions of this Constitution and by-laws (if any) are complied with.
- (d) Be an ex officio member of all Sub-Committees appointed by the Committee.

(2) Vice President

The Vice President shall, in the absence of the President, carry out the functions of the President and such other duties as determined by the Committee.

(3) Treasurer

The Treasurer shall:

- (a) Cause to be kept correct books of account showing the financial affairs of the Association and be responsible for the care of the Association's funds.
- (b) Receive all monies being the property of the Association and cause to deposit the

same in the name of the Association in such bank and in the name of such fund as the Committee may from time to time determine.

(c) To attend to payment of the Association's debts by cheque, Electronic transfer, or such other manner as approved by the Committee from time to time after the a Constitution for payment has been passed by resolution of the Committee. All cheques must be approved on signed, and all electronic fund transfers must be approved by any two members of the Committee authorised to do so by the Committee.

(d) Assist the Committee in the proper management of the financial and pecuniary affairs of the Association as the Committee may from time to time determine.

(4) Secretary

The Secretary shall assist the Committee in the proper management of the affairs of the Association and shall:

(a) Be responsible for the safekeeping of the Seal of the Association (unless otherwise determined by the Committee) and shall affix the seal to any instrument when authorised and instructed to do so by the Committee.

(b) Cause to be kept the Register of Members and update the same as required.

(c) 11.1 Cause to be kept proper minutes of all proceedings of general meetings of the Association and meetings of the Committee shall be entered within one month after the relevant meeting in minute books/folders, including electronic folders, kept for the purpose.

11.2 The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Committee (as relevant) at a subsequent meeting.

11.3 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.

11.4 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.

(d) Cause to be kept a certified copy of this Constitution and all by-laws and regulations duly made by the Committee and shall enter therein from time to time any alterations or rescissions or new rules and by-laws or regulations which may be properly authorised.

(e) Cause to be issued all notices for Committee meetings or for the members of the

Association as required by these Rules.

(f) Be concerned with and conduct and record all correspondence of the Association

(g) Cause to be kept a record in a proper book of the attendance, proceedings and Constitution the number of members voting at all meetings.



VACANCY AND DISQUALIFICATION OF COMMITTEE MEMBERS

12. (1) the positions of a Committee member shall become vacant if the member:-

(a) Resigns by notice in accordance with these Rules; or

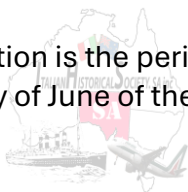
(b) Is disqualified by the Act; or

(c) Dies or is mentally and/or physically incapacitated; or

(d) is absent without consent of the Committee for more than three (3) consecutive meetings or such other number of meetings as the Committee may from time to time determine.

FINANCIAL YEAR

13. The financial year of the Association is the period beginning on the 1st day of July in each year and ending on the 30th day of June of the following year.



ACCOUNTS

14. (1) The Committee shall:

(a) Cause to be kept true records and accounts of; all sums of money received and expended, the matter in respect of which the receipt or expenditure takes place and the property, credits and liabilities of the Association and subject to any reasonable restrictions as to time and manner that the Committee may from time to time determine, shall make those accounts available to a member who may request to inspect the accounts.

(b) Cause the Treasurer to faithfully keep all general records, accounting books and records of the receipts and expenditure connected with the operations and business of the Association and all other financial matters of the Association in such form and manner as the Committee may from time to time determine.

(c) Cause to be prepared a Balance Sheet and a Statement of Income and Expenditure drawn up to the 30th day of June each year.

(d) Cause to be lodged with the relevant Authority such periodic returns, containing such accounts and other information of the affairs of the Association, as the Act and Regulations and all other relevant State or Federal laws applicable may require.

(2) The accounting books and records shall be kept at the office of the Association or at such other place as the Committee may from time to time determine.

(3) The accounts of the Association shall be subject to audit in accordance with Constitution and Regulations and a duly audited copy of the Balance Sheet and Statement of Income and Expenditure and the auditor's report on those accounts shall be laid before 15 October 2024 members at the Annual General Meeting.



AUDITORS

15. (1) At each Annual General Meeting the members shall appoint a person or persons as the auditor who shall hold office until the next Annual General Meeting and shall be eligible for reappointment.

(2) If an appointment is not made at an Annual General Meeting, the Committee shall appoint an auditor for the then current financial year.

(3) If a casual vacancy occurs in the office of auditor during the course of a financial year the Committee may appoint a person as the auditor and the person so appointed shall hold office until the next Annual General Meeting.

(4) A person who is a Member of the Committee or an officer of the Association, or a partner, spouse, employer or employee of a Member of the Committee or an officer of the Association or is a blood relative of a Member of the Committee or officer of the Association, shall be ineligible to be appointed as auditor.

PUBLIC OFFICER

16. (1) The Committee shall keep appointed a Public Officer of the Association as required by the Act.

(2) The Public Officer must be a natural person of or above the age of 18 years who is resident in the State of South Australia.

(3) If the Public Officer ceases (otherwise than temporarily) to be resident in the State of South Australia, the Public Officer ceases to be the Public Officer of the Association.

(4) The Committee shall within one (1) month after any change in the identity or address of the Public Officer give notice of such change as required by the Act.

(5) Until determined otherwise by the Committee the Public Officer shall be the person holding office as Secretary.

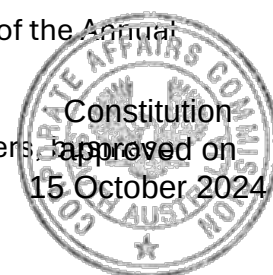
ANNUAL GENERAL MEETING AND SPECIAL MEETING

17. (1) The Annual General Meeting shall be held no later than the 30th day of September in each financial year and shall be designated as such in the notice

convening it.

(2) At least twenty-one (21) days written notice of the date, time and place of the Annual General Meeting shall be given by the Committee to all members.

(3) The written notice of the Annual General Meeting shall specify the matters, approved on and issues (the agenda) to be conducted at the meeting.



(4) The agenda at the Annual General Meeting shall be:-

(a) To confirm the minutes of the preceding Annual General Meeting.

(b) To receive the President's report for the previous financial year.

(c) To receive the Treasurer's report and the audited financial statements for the previous financial year, together with the Association's financial budget for the ensuing financial year.

(d) To elect the members of the Committee whose position expires at that meeting?

(e) To appoint an Auditor.

(f) To conduct any other business that the Committee may determine or notice of which has been given to the Committee by a member as least twenty-eight (28) days prior to the meeting and contained in the agenda and without limiting the generality thereof, such other matter, business or thing as the Chairperson in their discretion may allow or as the exigencies may require or demand.

(5) The Annual General Meeting shall be in addition to any other Special Meeting of the Association held in the same financial year.

(6) The Committee may from time to time determine to call a Special Meeting and give such notice of the date, time, place and business to be conducted of as the exigencies may require or demand.

(7) The Committee shall convene a Special Meeting within thirty (30) days of receipt of a written request signed by not less than ten (10) per cent of the members (the requisitions) and specifying the business to be conducted at such meeting. The Committee shall give a written notice of such a meeting to all members specifying the date, time, place and the business to be conducted.

(8) If a Special Meeting is not convened as required by Rule 17(7), the requisitions may convene a Special Meeting in the same manner as a meeting convened by the Committee and for this purpose the requisitions shall have access to particulars of the members for the purpose of convening the meeting

(9) Notwithstanding the provisions of sub-rules (2), (6), (7) and (8) of this Rule, notice of a meeting at which a Special Resolution is to be proposed shall be given at least twenty one (21) days prior to the date of the meeting specifying the intention to propose the

resolution as a Special Resolution.

(10) The President shall preside at the Annual General Meeting and any Special Meeting of the Association and in the absence of the President, the Vice President shall preside and in the event of both being absent then the members present shall choose a member present to preside.

(11) A quorum at the Annual General Meeting and General Meeting shall be not less than fifteen (15) per cent of the members. If within one (1) hour after the time appointed for such a meeting, a quorum is not present such meeting shall stand adjourned and if at such adjourned meeting a quorum is not present within one (1) hour of the time appointed for the meeting, the members present shall form a quorum. When a meeting is adjourned as aforesaid, notice of the adjourned meeting shall be given as if that meeting were an original meeting of the members.

(12) Subject to sub-rule 13 of this Rule, any matter put to a vote for a resolution at a meeting shall be decided on by a show of hands, and a declaration by the Chairperson shall be conclusive result that the resolution has been carried or lost.

(13) If a poll is declared necessary by the Chairperson or demanded by at least five (5) members the poll shall be taken in such manner as the Chairperson directs and the result of such poll shall be the resolution.

(14) Except where these Rules or the Act otherwise provide, any motion, proposal, resolution, question or matter to be voted on at any meeting shall be decided by a majority of votes and in the absence of such majority of votes the motion, proposal or resolution shall lapse.

(15) *A member shall be entitled to appoint another member as proxy by notice tabled at the Annual General Meeting and General Meeting. The number of proxies that a member may have at such meeting is limited to one. The notice appointing the proxy shall be in the form that the Committee may from time to time determine.*

(16) Notwithstanding anything hereinbefore provided, a member shall have the right to vote at a meeting provided that they have been a member for a period of not less than six (6) months prior to that meeting.

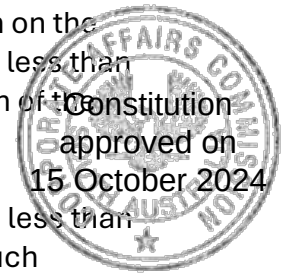
(17) The Annual General Meeting of the Association shall be open to such other persons as the Committee may determine.

NOMINATION AND ELECTION OF COMMITTEE MEMBERS

18. (1) At the time of notifying members of the Annual General Meeting, the Committee shall call for nominations for the positions becoming vacant on the Committee and for such nominations to be received by the Committee not less than seven (7) days prior to the date of the meeting.

(2) Nominations shall be made in writing on a form prescribed by the Committee and signed by the member nominated and the two (2) members making the nomination.

(3) A member who has been a member for a period of not less than twelve (12) months prior to the date of the meeting may be nominated for election to a position on the Committee and only a member who has been a member for a period of not less than (six) 6 months prior to the date of the meeting shall propose the nomination of a member for election.



(4) In the event that the number of candidates for election shall equal or be less than the number of positions becoming vacant the Chairperson shall declare such candidates duly elected for the positions.

(5) Where there are more nominations than there are vacancies, a Returning Officer shall be appointed by members present at the meeting to conduct elections.

(6) The method of voting for the election of Committee members shall be first-past-the-post and shall be conducted by secret ballot and the result declared final by the Returning Officer.

(7) If insufficient nominations are received by the Committee to fill all vacancies on the Committee further nominations to fill any remaining vacancy may be received at the meeting and in the event of no further member being elected to fill the vacancy the position shall be deemed to be a vacancy and may be filled as provided by Rule 9(13).

(8) Notwithstanding any Rule to the contrary all retiring members of the Committee shall hold office until Their successors are elected, appointed or nominated.



EXPULSION OR SUSPENSION OF MEMBERSHIP

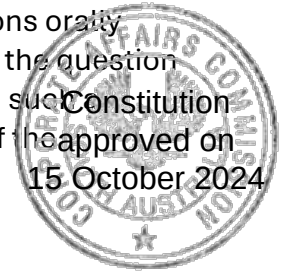
19. (1) Subject to sub-rules (2) and (3) of this Rule, where the Committee is of the opinion that a member has wilfully acted in a manner detrimental and/or prejudicial to the interests of the Association, the Committee may by resolution (the resolution) expel the member from the Association or suspend the member from such rights and privileges of membership as the Committee may determine.

(2) The Committee shall not expel or suspend a member unless notice in writing of such intention and particulars is given to the member at least seven (7) days prior to the Committee meeting at which the resolution is to be determined and at such meeting the member shall be given the opportunity to be heard orally and to submit a written statement.

(3) The resolution shall be passed by a majority of not less than six (6) members of the Committee and if passed the Committee shall, within seven (7) days, by written notice inform the member of the resolution.

(4) A member may, within seven (7) days of receipt of the notice from the Committee, appeal against the resolution by lodging with the Committee a written notice to that effect and the Committee shall convene a Special Meeting within twenty-one (21) days of receipt of the notice from the member.

(5) At such Special Meeting, no business other than the question of the appeal shall be transacted. The Committee and the member may make such representations orally and/or in writing as necessary and appropriate and if a poll is necessary on the question of whether the resolution is confirmed or revoked, the poll shall be taken in such manner as the chairperson at that meeting may determine. The decision of the members shall take effect immediately.



THE SEAL AND SIGNATORIES

20. (1) The common seal of the Association shall not be affixed to any deed, instrument or writing, except by resolution of the Committee, as recorded in the minute book and the affixing of the common seal shall be attested by the signatures of two members of the Committee as the Committee may from time to time determine.

(2) The common seal shall be kept in the custody of the Secretary or of any other member of the Committee as the Committee may from time to time determine.

INDEMNITY

21. A Member of the Committee or officer or employee of the Association shall be indemnified by the Association for any liability, charge, debt, judgment or Order (the liability) incurred by such Member of officer or employee provided that the liability arises from the action or deed performed in the course of discharging their duties as directed, approved or ratified by the Committee.

CLAUSES RELATING TO THE PUBLIC FUND

22. (1) The Association will establish and maintain a Public Fund as required.

(2) Donations made to the Association as a Deductible Gift Recipient under Australian Federal Government legislation (e.g. Australia's Income Assessment Act 1997 as amended) shall be deposited into the Public Fund listed on the Register of Cultural Organisations. These monies shall be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association referred to in Rule 3(2) above. Investment of monies in this fund shall be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

(3) The Public Fund shall be administered by the Committee of Management or a sub-committee of the Committee of Management, the majority of whom because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligation solely in regard to the cultural objectives of the Association.

(4) No monies or assets of the Public Fund shall be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the Fund or proper remuneration for administrative services.

(5) The Government Department responsible for the administration of the Register of

Cultural Organisations shall be notified of any proposed amendments or alterations to provisions of the Public Fund, to assess the effects of any amendments on the Public Fund's continuing Deductible Gift Recipient status.

(6) Receipts for gifts to the Public Fund must state:

(a) The name of the Public Fund and that the receipt is for a gift made to the Fund;

(b) The Australian Business name of the Association;

(c) The fact that the receipt is for a gift; and

(d) Any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

(7) Winding-up clause relating to the Public Fund

If upon the winding-up or dissolution of the Public Fund listed on the Register of Cultural Organisations, there remains after the satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this Public Fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100 of the Income Tax Assessment Act 1997 and listed on the Register of Cultural Organisations maintained under the said Act.

PROPERTY AND ASSETS OF THE ASSOCIATION

23. (1) The Association shall be a non-profit organisation and the income and property of the Association however derived shall be applied solely towards the promotion of the objects of the Association.

(2) Subject to compliance with section 53 of the Act the Committee may invite and accept deposits of money from any person or body on such terms and conditions as may be determined from time to time.

(3) The Committee shall at all times observe the requirements of section 55 of the Act. The distribution of profits of the Association to members of the Committee or members of the Association is prohibited and the Association must not conduct its affairs in a manner calculated to secure a pecuniary profit for members of the Committee or members of the Association or otherwise as required by the Act.

(4) Any person or member of the Association or member of the Committee who with the authority or approval of the Committee has incurred any debt or liability within the scope of that authority or approval shall have such debt or liability paid by the Committee.

(5) Nothing herein contained shall prevent the payment in good faith of:-

(a) reasonable and proper remuneration or reimbursement to an officer or employee of the Association or to a Member of the Committee in return for any services rendered or



to be rendered or goods supplied (the services) in the ordinary and usual course of business provided that, in the case of a Member of the Committee, where the services fall outside their ordinary and usual duties, the Committee has been given prior notice of the services and has agreed to remunerate or reimburse the Member of the Committee upon such terms and conditions as agreed between the Member of the Committee and the Committee.



(b) Interest, at a rate as the Committee may from time to time determine, on money borrowed by the Association from a member.

(6) Where a Committee member or an officer of the Association, or a firm of which the Committee member or officer is a member, or a body corporate in which the Committee member or officer has a substantial financial interest has received or becomes entitled to receive a remuneration or other benefit in money or monies worth from the Association, the Committee must cause to be disclosed the general nature and extent of such benefit to the members as required by the Act.

BY-LAWS

24. The Committee is empowered to make, repeal and amend such by-laws as the Committee may from time to time consider necessary for the proper management and well-being of the Association.

NOTICES



25. (1) A notice may be given by the Association to a member by delivering it either personally, by email, by facsimile transmission or by sending it by pre-paid post addressed to the member at the address of the member as recorded in the Association's records or such address as the member shall from time to time notify in writing to the Association for the giving of notices to the member or by posting the same on the notice board at the Association's premises.

(2) A notice may be given by a member to the Association by personally giving such notice to the Secretary of the Association or by delivering the notice or by sending it by email, by facsimile transmission or pre-paid post to the Secretary of the Association at the registered address of the same or its principal premises or notified email address.

(3) Any notice sent by pre-paid post whether by the Association to a member or vice versa, shall be deemed to have been served and received within 24 hours after it has been posted.

PATRON

26. The Committee may appoint such person as it thinks fit from time to time to be the Patron of the Association.

AMENDMENTS TO THE CONSTITUTION

27. (1) This Constitution may be amended by a resolution of not less than a two thirds (2/3) majority of the members at a Special Meeting provided that:-

(a) not less than twenty one (21) days written notice has been given to the members approved on specifying the amendment or variation proposed and specifying the date, time and place of the meeting at which such resolution is proposed to be made;

(b) the notice referred to in sub-rule (1)(a) of this Rule shall include a brief summary of the reason and purpose for such proposal.

(2) Any amendment to the Constitution in accordance with sub-rule (1) of this Rule shall be registered as required by the Act.

WINDING UP OF THE ASSOCIATION

28. (1) The Association may be wound up in the manner provided for in the Act.

(2) A voluntary winding up of the Association shall, subject to the Act, require the passing of a Special Resolution at a meeting of members of the Association called for that purpose at which not less than twenty-one (21) days' notice has been given to all members of the Association and in such manner as is required by the Act.

(3) Upon a winding up and subject at all times to the Act:-

(a) all property and assets remaining, after payment of all legal liabilities, shall be given or transferred to another body, organization or fund having identical or similar objects to the Association and which is not operated for profit or for the individual gain of its members or promoters;

Such body, organization or fund shall be determined by the members of the Association at or before the time of such dissolution or winding up and in default thereof by such judge of the Supreme Court of South Australia as may have or acquire jurisdiction in the matter.

(b) Surplus assets as defined in the Act may be dealt with in accordance with the Act.