



**International Women's Day  
Association (SA) Inc.**

# **Constitution**

**1. NAME**

The name of the incorporated association is International Women’s Day Association (SA) Inc., referred to herein as “the association”.

**2. DEFINITIONS**

“**Management Committee**” means the persons appointed for the purpose of the management of the association

“**Sub-Committee**” means a group of persons appointed by the Management Committee to make recommendations to and undertake approved duties and activities in relation to the association and which reports to the Management Committee

“**General Meeting**” means a general meeting of members of the association convened in accordance with these rules

“**Member**” of an incorporated association means

- (a) A person who is under the rules of the association a member of the association; or
- (b) A body that is under the rules of the association a member of the association;

“**Officer**” of an incorporated association means

- (a) Any person who—
  - (i) occupies or acts in a position of:
    - (A) A member of the committee of the association; or
    - (B) The President, Secretary, Treasurer or Public Officer of the association; or
  - (ii) is concerned, or takes part, in the management of the affairs of the association, By whatever name called and whether or not validly appointed to occupy or duly authorised to act in the position; or
- (b) The holder of any other office established by the rules of the association (except a patron or the holder of some other honorary office that confers no right to participate in the management of the affairs of the association); or
- (c) Any person in accordance with whose directions or instructions the management committee of the association is accustomed to act

“**The Act**” means the Associations Incorporation Act 1985

“**Special resolution**” means a special resolution as defined in the Act

“**Month**” shall mean a calendar month

### **3. OBJECTS OR PURPOSES OF THE ASSOCIATION**

The objects of the association are to:

- a) celebrate International Women's Day (8 March) each year; and
- b) raise the status of women by promoting, encouraging and recognising the contribution of South Australian women in fields such as community involvement, leadership, volunteering and mentoring, across all commercial and non-commercial sectors.

### **4. POWERS OF THE ASSOCIATION**

The association shall have all the powers conferred by Section 25 of the Act and may do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the association.

### **5. MEMBERSHIP**

Membership of the association confers voting rights and eligibility to stand for a position on the Management Committee.

### **6. SUBSCRIPTIONS**

The subscription fees for membership shall be such sum (if any), as the members shall determine from time to time in general meeting by special resolution. Renewal of membership and payment of subscriptions (if any), shall occur annually on 1 July or at such other time as the Management Committee shall determine.

### **7. RESIGNATION**

A member may resign from membership of the association by giving written notice thereof to the Secretary or Public Officer of the association.

### **8. EXPULSION OF A MEMBER**

- a) Subject to giving a member an opportunity to be heard or to make a written submission to the Management Committee, the Management Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b) The Management Committee may suspend a member on becoming aware of any misconduct detrimental to the interests of the association until such time as the matter is heard by the Management Committee. This will be notified to the member in writing.
- c) Particulars of the charge shall be communicated in writing to the member at least one month prior to the meeting of the Management Committee at which the matter will be determined. A copy of the organisationally endorsed grievance and appeal mechanisms will be included in the correspondence.
- d) The Management Committee's determination shall be communicated to the member in writing, and in the event of an adverse determination the member shall (subject to 8e below) cease to be a member 14 days after the Management Committee has communicated its determination to the member.

- e) It shall be open to a member to appeal to the Management Committee against the expulsion. The intention to appeal shall be communicated in writing to the Secretary or Public Officer of the association within 14 days after the determination of the Management Committee has been communicated to the member.
- f) In the event of an appeal (under 8e above), the appellant's membership of the association shall not be terminated unless the determination of the Management Committee to expel the member is upheld by the Management Committee and after the Appellant has been heard by the Management Committee. In such event membership will be terminated at the date of the meeting at which the determination of the Management Committee is upheld.

## **9. MANAGEMENT COMMITTEE MEMBER RESPONSIBILITIES AND RULES OF MEETING ATTENDANCE**

Management of the Association shall be vested in its elected Management Committee, which will meet at least eight times a calendar year.

The Management Committee will meet monthly at a suitable place.

At least one public function will be held each year on or near 8 March, International Women's Day.

Other meetings, functions, events or activities may be organised from time to time as the need arises.

## **10. REGISTER OF MEMBERS**

A register of members will be kept in accordance with Clause 5 and contain:

- a) the name and postal address of each member
- b) the date on which each member was admitted to the association; and
- c) if applicable, the date of, and reason(s) for, termination of membership.

## **11. THE MANAGEMENT COMMITTEE**

The Management Committee shall consist of 12 members, of which four (4) shall be the Office Bearers as elected at the annual general meeting.

Management Committee members may, if necessary, hold more than one office.

The Management Committee shall:

- meet the objects of the association;
- meet at least eight (8) times a year; and
- organise or hold a public function on or near 8 March, International Women's Day.

All positions will lapse after two (2) years unless vacated earlier, and may be extended for a further two years, with no position to be held by the same person for more than a total of four years, unless agreed by a majority vote.

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.

## 11.1 POWERS AND DUTIES

- a) The legal and financial affairs of the association shall be managed and controlled by the Management Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting. For the purpose of carrying out its objects, the association may:
  - a) acquire, hold, deal with, and dispose of, any real or personal property
  - b) administer any property on trust
  - c) open and operate bank accounts
  - d) invest its moneys –
    - a. in any security in which trust moneys may, by Act of Parliament, be invested, or
    - b. in any other manner authorised by the rules of the association
  - e) borrow money upon such terms and conditions as the association thinks fit
  - f) give such security for the discharge of liabilities incurred by the association as the association thinks fit
  - g) appoint agents to transact any business of the association on its behalf
  - h) enter into any other contract it considers necessary or desirable to achieve its objectives
  - i) Members, who by authority, accept or incur any pecuniary liability on behalf of the association, shall be held indemnified against any personal loss in respect of such liability.
  - j) The income, property and funds of the association shall be used and applied solely towards the promotion of the objects of the association and shall not be paid or transferred to the members or relatives of members provided nothing herein contained shall prevent the payment in good faith to any person in return for services actually rendered and provided that an employee of the association shall not, withstanding that employment, be an Office Bearer.
- b) The Management Committee shall have the power to appoint such officers as are required to carry out the objects of the association and may delegate its powers to such officers.
- c) The Management Committee has the management and control of the funds and other property of the association.
- d) The Management Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- e) The Management Committee shall appoint a Public Officer as required by the Act and the Management Committee may appoint a member of the Management Committee to be the Public Officer.

## **11.2 SUB COMMITTEES**

- a) The Management Committee may from time to time appoint sub-committees and shall determine the terms of reference, duties and powers of sub-committees.
- b) The convenors of all sub-committees shall be an appointed member of the Management Committee. The terms of reference, duties and powers of such sub-committees shall be reviewed at the first ordinary meeting of the Management Committee following each Annual General Meeting of the Association.
- c) Membership of committees of the association shall be restricted to members of the association unless co-opted by the Management Committee to that sub-committee.
- d) The Management Committee may allow external expertise to be co-opted as needed to a sub-committee and this does not require this person to be a member of the association.
- e) All committees shall report on their activities to the Management Committee.

## **11.3 OFFICE BEARERS**

The Office Bearers of the Management Committee shall be elected by a majority vote of members at the Annual General Meeting.

The Office Bearers of the Committee shall be:

- President
- Vice President
- Secretary
- Treasurer

The Management Committee may create other positions, as needed, at an ordinary Management Committee meeting.

### **11.4.1 PRESIDENT**

- a) The President shall preside over all meetings.
- b) The President at any meeting shall have a deliberative vote and shall in addition have a casting vote if votes are equal.
- c) In the absence of the President the Vice President will preside for that meeting.

### **11.4.2 VICE PRESIDENT**

- a) In the absence of the President the Vice President will preside for that meeting.
- b) In the absence of the President and Vice President a member of the Management Committee shall be appointed by the members to preside over that meeting.

#### **11.4.3 SECRETARY**

- a) The Secretary shall cause records to be kept of the association including but not limited to the Constitution and policies, records, a register of Minutes of meetings and/or notices, a file of correspondence and records of submissions or reports made by or on behalf of the association.
- b) The Secretary shall, at the direction of the President, call meetings in accordance with the provisions of the Constitution and in accordance with the Act.

#### **11.4.4 TREASURER**

- a) The Treasurer shall cause monies received to be paid into the accounts of the association.
- b) The Treasurer shall keep records of all receipts, payments and other financial transactions, which records shall be available for inspection by any member on the giving of reasonable notice.
- c) The Treasurer shall cause financial budgets and statements to be prepared and shall submit a report on the finances of the Association to Management Committee meetings.
- d) The Treasurer shall cause the Accounts of the Association to be audited (if required) each financial period in accordance with the provisions of the Act.
- e) Accounts of the Committee shall be presented to members at the Annual General Meeting.

#### **11.5 PROCEEDINGS OF MANAGEMENT COMMITTEE**

- a) The Management Committee shall meet as often as may be required to conduct the business of the association and not less than eight (8) times each calendar year.
- b) Questions arising at any meeting of the Management Committee shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the Management Committee shall be one half plus one of the members of the committee.
- d) A member of the Management Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the Management Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Management Committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

#### **11.6 DISQUALIFICATION OF MANAGEMENT COMMITTEE MEMBERS**

The office of a Management Committee member shall become vacant if a committee member is:

- a) disqualified from being a Management Committee member by the Act;
- b) Expelled as a member under these rules including any breach of the Association's **Code of Ethics\***;
- c) Any reason that may impede the ability to fulfil their obligations
- d) Absent without apology from more than three meetings in a financial year;
- e) no longer the duly appointed representative of a corporate member.

## **12. GENERAL MEETINGS**

### **12.1 ANNUAL GENERAL MEETINGS**

- a) The Management Committee shall call an annual general meeting in accordance with the Act and these rules.
- b) The annual general meeting shall be held within five months after the end of the financial year.

The order of the business at the meeting shall 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 consideration of the accounts and reports of the Association and the auditor's report (if an auditor's report is required)
  - c) the election of Management Committee members and Office Bearers
  - d) the appointment of auditors (if required)
  - e) any other business requiring consideration by the association in general meeting.
- c) Items for inclusion on the Agenda are to be submitted in writing to the Secretary of the Management Committee 28 days prior to the notified date of the annual general meeting.

### **12.2 NOTICE OF GENERAL MEETINGS**

- a) At least 14 days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

### **12.3 PROCEEDINGS AT GENERAL MEETINGS**

- a) Eight (8) members, present in person or by proxy, shall constitute a quorum for the transaction of business at any general meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the request of members shall lapse. In any other case, the meeting shall stand adjourned to a time and place to be agreed and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

### **12.4 VOTING AT GENERAL MEETINGS**

- a) Subject to these rules, only members are entitled to vote at meetings.
- b) Subject to these rules, every member of the association has only one vote at a meeting of the association.
- c) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.

- d) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

## **12.5 SPECIAL GENERAL MEETINGS**

- a) A special general meeting may be called by the Management Committee at any time or upon a request in writing of not less than eight (8) members of the association.
- b) The Management Committee shall, within one month of the receipt of the request, call a special general meeting for the purpose specified in the request.
- c) Every request for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) If a special general meeting is not called within one month, as required by 12.5b) above, the people requesting the meeting, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the association, and for this purpose the Management Committee shall provide those requesting the meeting free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

## **12.6 SPECIAL AND ORDINARY RESOLUTIONS**

- a) A special resolution is a special resolution as defined in the Act and
  - a) is passed at a duly convened meeting of the members of the association;
  - b) at least 21 days written notice has been given to all members of the association specifying the intention to propose the resolution as a special resolution; and
  - c) it is passed by a majority of not less than three quarters of such members of the association entitled to do so and voted on in person by a show of hands or by proxy.
- b) An ordinary resolution is a resolution passed by a simple majority of show of hands at a general meeting unless otherwise demanded by poll.

## **12.7 MINUTES**

- a) Minutes of all proceedings of general meetings of the association and of meetings of the Management Committee shall be kept.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the Management Committee (as relevant) at a subsequent meeting.
- c) Minutes are to be made available to members on request.

## **13 DISPUTE RESOLUTION**

- a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between
  - i. A member and another member
  - ii. A member and the association.
- b) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d) In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

The Management Committee will determine and review from time to time the process to be followed in the event of disputation.

## **14 FINANCIAL REPORTING**

### **14.1 FINANCIAL YEAR**

The financial year of the association shall be a period of 12 months commencing on 1 July and ending on 30 June of each year.

### **14.2 ACCOUNTS TO BE KEPT**

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

### **14.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS**

The accounts, together with the auditor's report (if required), the association's statement and the Management Committee's report, shall be laid before members at the annual general meeting.

### **14.4 ANNUAL RETURN**

The annual (periodic) return shall, if required, be lodged with the Consumer and Business Services within six months after the end of each financial year and be accompanied by a copy of the accounts, the auditor's report (if required) and the Management Committee's report.

### **14.5 APPOINTMENT OF AUDITOR**

- a) At each annual general meeting, the members shall appoint a person to be auditor of the association.
- b) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c) If an appointment is not made at an annual general meeting, the Management Committee shall appoint an auditor for the current financial year.

#### **14.6 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

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

#### **15 DISSOLUTION OF THE ASSOCIATION**

- a) Pursuant to Part 5 Division 1 of the Associations Incorporations Act, the association can resolve to wind up by a special resolution.
- b) A special resolution is passed at a duly convened meeting of the members of the association
- c) 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.
- d) It is passed by a majority of not less than three quarters of such members of the association as being entitled to do so and must vote in person.
- e) On dissolution, all property, after payment of all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects as shall be approved by the Association.

#### **16 APPLICATION OF SURPLUS ASSETS**

- a) If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b) Such organisations shall be identified and determined by a resolution of members in general meeting unless otherwise directed by contractual instruments with state or federal agencies.

#### **17 RULES**

- a) These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- b) The alteration shall be registered with the office of Consumer and Business Services, Corporate Affairs and Compliance Branch, as required by the Act.
- c) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.