

CONSTITUTION
OF THE
AUSTRALIAN MOTORCYCLE COUNCIL
INCORPORATED

UNDER THE ASSOCIATIONS INCORPORATION ACT 1985

OF SOUTH AUSTRALIA

INCORPORATED 3 OCTOBER 2002

Revised – 2020

Peter Baulch

John Eacott

| RULE | SUBJECT | PAGE |
|-------------|--|-------------|
| 1. | NAME | 3 |
| 2. | DEFINITIONS | 3 |
| 3. | OBJECTS AND PURPOSES OF THE ASSOCIATION | 4 |
| 4. | POWERS OF THE ASSOCIATION | 5 |
| 5. | MEMBERSHIP | 6 |
| 5.1 | MEMBERSHIP TYPES | 6 |
| 5.2 | SUBSCRIPTIONS | 7 |
| 5.3 | RESIGNATIONS | 7 |
| 5.4 | REGISTER OF MEMBERS | 8 |
| 5.5 | EXPULSION OF A MEMBER | 8 |
| 6 | EXECUTIVE COMMITTEE | 8 |
| 6.1 | POWERS AND DUTIES | 8 |
| 6.2 | APPOINTMENT | 9 |
| 6.3 | PROCEEDINGS OF EXECUTIVE COMMITTEE | 9 |
| 6.4 | DISQUALIFICATION OF EXECUTIVE COMMITTEE MEMBERS | 9 |
| 7 | THE SEAL | 10 |
| 8. | MEETINGS | 10 |
| 8.1 | ANNUAL GENERAL MEETINGS | 10 |
| 8.2 | SPECIAL GENERAL MEETINGS | 10 |
| 8.3 | NOTICE OF GENERAL MEETINGS and OTHER NOTICES | 11 |
| 8.4 | PROCEEDINGS OF GENERAL MEETINGS | 11 |
| 8.5 | VOTING AT GENERAL MEETINGS | 11 |
| 8.6 | POLLS AT GENERAL MEETINGS | 12 |
| 8.7 | SPECIAL AND ORDINARY RESOLUTIONS | 12 |
| 8.8 | PROXIES | 12 |
| 9 | MINUTES | 12 |
| 10. | DISPUTE RESOLUTION | 13 |
| 11 | FINANCIAL REPORTING | 13 |
| 11.1 | FINANCIAL YEAR | 13 |
| 11.2 | ACCOUNTS TO BE KEPT | 13 |
| 11.3 | ACCOUNTS AND REPORTS TO MEMBERS | 14 |
| 11.4 | INSPECTION OF RECORDS | 14 |
| 11.5 | PERIODIC RETURNS | 14 |
| 11.6 | APPOINTMENT OF AUDITOR | 15 |
| 11.7 | AUDIT OF ACCOUNTS | 15 |
| 12 | PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS | 16 |
| 13 | CONSTITUTION & RULES | 16 |
| 14 | WINDING UP | 17 |
| 15 | APPLICATION OF SURPLUS ASSETS | 17 |

**CONSTITUTION OF THE AUSTRALIAN MOTORCYCLE COUNCIL (AMC)
INCORPORATED UNDER THE RULES OF THE ASSOCIATIONS INCORPORATION
ACT 1985 OF SOUTH AUSTRALIA**

1. NAME

The name of the Association shall be: **Australian Motorcycle Council** Incorporated (AMC) (hereinafter called "The Association").

2. DEFINITIONS

‘Annual General Meeting’ (AGM) means an annual meeting of the members of the Association for the purposes of receiving annual reports from the Executive, Sub-Committees and Members as necessary, dealing with Special Resolutions, conducting the general business of the Association and conducting annual elections for all elected Executive positions of the Association as defined in the Act

‘Bank’ means a bank or other financial institution and ‘banker’ and ‘banking’ shall have corresponding meanings

‘Chair’ means the elected Presiding Officer of the Association from a member organisation/entity and includes the person acting as such for the time being

‘Conference’ means the Annual Conference of the Association, usually in conjunction with the AGM

‘Days’ shall mean clear days.

‘Delegate’ means the representative of a Member at any Meeting of the Association

Delivery of documents shall include by hand and by electronic means

‘Executive’ means the Executive Committee of the Association, constituted in accordance with these rules

‘Executive Meeting’ means a meeting of the Executive Committee of the Association

Expressions referring to writing whether by hand or by electronic means, shall, unless the contrary intention is stated, be construed as including references to printing, lithography, photography and all other modes representing or reproducing words in a visible form

‘General Meeting’ means a general meeting of the members of the Association convened in accordance with these rules

‘Meeting’ means the due convening of members physically and / or via electronic

teleconference or videoconference facilities

Meeting attendance shall be in person or via electronic means

‘Member’ means a member of the Association as defined in Section 5.1

‘Month’ shall mean a calendar month

‘Motorcycling’ shall refer to and include all self-propelled locomotion of motorcycles and their derivatives and is deemed to include all transport by motorcycles

‘Motorcyclist’ means any person engaged in or connected with any form of motorcycling

‘Proxy’ shall mean a person who is authorized in writing to act for another party

‘Quorum’ shall mean attendance / participation of not less than 50% of those members entitled/eligible to be present and entitled to vote

‘Secretariat’ means the office of the Secretary together with all staff and functions attaching to it from time to time

‘Secretary’ means the elected Secretary of the Association and includes the person acting as such for the time being

‘Shall’ indicates that a statement is mandatory

‘Should’ indicates that a statement is a recommendation

‘Special General Meeting’ means a meeting of the members of the Association convened in accordance with these rules for the sole purpose dealing with a special resolution

‘Special Resolution’ means a special resolution as defined in the Act

‘the Act’ means the Associations Incorporation Act 1985

‘the Regulations’ means Associations Incorporations Regulations 2008

Words imparting the singular shall also include the plural and vice versa

Words imparting the gender shall be deemed to include all genders as identified

Words or Expressions shall be interpreted in accordance with the provision of the Interpretation Ordinance 1937, and that Ordinance as in force on the date on which these rules are adopted by the Association

Written Communication shall include by hand and by electronic means

3. OBJECTS AND PURPOSES OF THE ASSOCIATION

The basic objects of the Association are:

- (1) To promote and advocate for the improvement of all aspects of road safety concerning motorcycle in Australia;

- (2) To promote and advocate for the improvement and protection of the recreational use of motorcycles in Australia;
- (3) To promote and advocate to improve, at all levels, the full knowledge, awareness, understanding and acceptance of motorcyclists' welfare and safety needs in Australia; and
- (4) To promote and advocate for the safe, effective and convenient use of motorcycles for all legal pursuits in Australia.

4. POWERS OF THE ASSOCIATION

The powers of the Association are subject to Section 25 of the Act and in pursuance of its objects the powers of the Association shall be deemed to include:

- (a) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- (b) the buying and selling, and supplying of, and dealing in, goods of all kinds;
- (c) the construction, maintenance, and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- (e) the taking of such steps from time to time as the Executive Committee or the Members may deem expedient, for the purpose of procuring contributions to the funds of the Association, whether by way of donations, subscriptions, or otherwise;
- (f) the printing and publishing of, including in electronic form, such newspapers, periodicals, books, leaflets, or other documents as the Executive Committee or the members may think desirable for the promotion of the objects and purposes of the Association;
- (g) the borrowing and raising of money in such manner and on such terms as the Executive Committee may think fit, or as may be approved or directed by resolution passed by the Association, and securing the repayment of money so raised or borrowed or the payment of a debt or liability of the Association by giving mortgages, charges or securities upon, or over all or any of the real or personal property of the Association;
- (h) subject to the provisions of the Trustees Ordinance 1957, the investment of any moneys of the Association not immediately required for any of its objects or purposes, in such manner as the Executive Committee may from time to time determine;
- (i) the making of gifts, subscriptions, or donations to any of the funds, authorities, or institutions to which paragraph (a) of subsection 78(1) of the Income Tax Assessment Act 1936 relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations,

institutions, funds, trusts, schemes, and conveniences calculated to benefit servants or past servants of the Association and their dependents, and the granting of pensions, allowances, or other benefits to servants or past servants of the Association and their dependents, and the making of payments towards insurance in relation to any of those purposes; and

- (k) the establishment and support or aid in the establishment or support, of any other association formed for any of the basic objects of the Association.

5. MEMBERSHIP

5.1 Membership Types

Constituent Member – Any organisation or entity that identifies with and supports the ideals and objects of the Association and agrees to be bound by its Constitution and Rules may apply in writing for membership of the Association. Upon the acceptance of the application by the Executive Committee and upon receipt of payment of the first annual subscription, the applicant shall be a member of the Association and whose name shall appear on the Register by the Secretary of the Association. Constituent members shall be entitled to one (1) delegate vote at all meetings of the Association.

Commercial Member – any commercial entity, structured as a business model and identifying with the aims and objectives of the association, may from time to time be admitted by the Executive Committee to Commercial membership upon receipt of payment of the first year's subscription, pursuant to Rule 5 and whose name shall appear on the Register by the Secretary of the Association, but shall not include organisations admitted under any other category. Commercial members shall be entitled to one (1) delegate vote at all meetings of the association. The number of Commercial Members admitted to the Association shall not exceed half the number of Constituent members.

Associate Member – Any organisation identifying with and holding similar aims and objectives to the Association may, upon written application, be accepted by the Executive Committee from time to time as Associate Members. An Associate member shall not be subject to Rule 5 and has no voting rights, nor is it required to pay a subscription or other membership fees. Associate membership has to be confirmed annually by the Executive Committee of the Association.

A right, privilege, or obligation of any person, entity or organisation by virtue of its membership of the Association

- (a) is not capable of being transferred to another person or organisation;
and
- (b) terminates upon the cessation of its membership, whether by resignation or otherwise.

The Secretary of the Association shall make, keep and maintain a Register of Members of the Association and shall enter any prescribed particulars in the Register.

The Secretary shall make the Register of Members available for inspection by members at reasonable times at the address of the Public Officer of the Association, or at the registered

office of the association, or at any other place in the territory nominated by the Executive Committee of the Association or by electronic means.

In each Statutory Annual Return furnished by the Association, it shall publish the place at which the Register of Members is available for inspection or a contact for sharing via electronic means.

An entry in the Register of members with the name of any Member, shall constitute proof of membership, and the entry of the address of any Member shall constitute the address for service of that Member for all notices to be served pursuant to these Rules.

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs charges and expenses of the winding up of the Association, is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rule 29.

5.2 Subscriptions

- a) The subscription fees for each category of membership of the association shall be such sum (if any) as the members shall determine from time to time in the Annual General Meeting
- b) The subscription fees shall be payable annually on 1st July or at any other time that the Executive Committee determines
- c) Any member whose subscription is outstanding for more than 3 months after the due date for payment, the Secretary shall remove that member's name from the Register and the member shall cease to be a member of the Association, provided that the Executive Committee may reinstate such membership on such terms as it deems fit.

5.3 Resignations

A Member of the Association may, at any time, resign from membership of the Association by giving written notice, physical or electronic, to the Secretary or the Public Officer of the Association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

5.4 Register of Members

A Register of Members must be kept by the Secretary or designate and must contain

- a) the name and address of each member
- b) the email address of each member
- c) the phone number of each member
- d) the date on which each member was admitted to, or resigned from, the Association
- e) the date of and reason(s) for termination of membership (if applicable)

5.5 Expulsion of a member

- a) Subject to giving a member an opportunity to be heard or to make a written submission, the Executive Committee may resolve to expel or suspend a member upon a charge of persistently refusing or neglecting to comply with a provision of these Rules; or misconduct detrimental to the interests of the Association.
- b) Particulars of the charge shall be communicated to the member at least one month before the meeting of the Executive Committee at which the matter will be determined.
- c) The determination of the Executive Committee shall be communicated in writing to the member, and in the event of an adverse determination the member shall, (subject to 5.5d below), cease to be a member 14 days after the Executive Committee has communicated its determination in writing to the member.
- d) It shall be open to a member to appeal the expulsion to the Association at a General Meeting. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the committee has been communicated to the member.
- e) In the event of an appeal under 5.5d above, the appellant's membership of the Association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the Association in General Meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the General Meeting at which the determination of the committee is upheld.

6 THE EXECUTIVE COMMITTEE

6.1 Powers and Duties

- a) The affairs of the Association shall be managed and controlled by an Executive 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 a General or Special meeting.
- b) The Executive Committee has the management and control of the funds and other property of the Association.
- c) The Executive 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.
- d) The Executive Committee shall appoint a Public Officer as required by the Act.

Notice of appointment and any change in the identity or address of the Public Officer must be lodged within one month after the change.

6.2 Appointment

- a) The Executive Committee shall be comprised of a chair, deputy chair, secretary, treasurer and three (3) committee members, elected or appointed from constituent members.
- b) An Executive Committee member shall be a natural person.
- c) The first Executive Committee of the Association shall be appointed from the promoters of the association or be comprised of such persons as hold office prior to incorporation. The first Executive Committee shall hold office until the first Annual General Meeting after incorporation. At each subsequent Annual General Meeting all Executive Committee positions shall be subject to re-election.
- d) A retiring Executive Committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a Constituent member of the Association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the Association. The nomination shall be signed by the proposer and by the nominee.
- e) Notice of all persons seeking election to the Executive Committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place, at least 28 days prior to that meeting.
- f) The Executive 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 Executive Committee without nomination.

6.3 Proceedings of Executive Committee

- a) The Executive Committee shall meet together for the dispatch of business at least bi-monthly.
- b) Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- c) A quorum for a meeting of the Executive Committee shall be one half of the members of the committee.
- d) A member of the Executive 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 Executive Committee as required by the Act and shall not vote with respect to that contract or proposed contract. The member of the Executive Committee must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the association.

6.4 Disqualification of Executive Committee members

The office of an Executive Committee member shall become vacant if an Executive Committee member is:

- disqualified from being an Executive Committee member by the Act
- expelled as a member under these rules
- permanently incapacitated by ill health
- absent without apology from more than four meetings in a financial year
- no longer the duly appointed representative of a Constituent member

7 THE SEAL

The Association shall have a common seal upon which its Association name shall appear in legible characters. The seal shall not be used without the express authorisation of the Executive Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the Chairperson and the Secretary, or Deputy Chair or Treasurer (any two).

8 MEETINGS

8.1 Annual General Meetings

- a) The Executive Committee shall call an Annual General Meeting in accordance with the Act and these rules.
- b) The first Annual General Meeting shall be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of its financial year.
- c) Subject to these rules, every member of the Association is entitled to two (2) delegates and has only one (1) vote at a meeting of the Association.
- d) The order of the business at the meeting shall be:
 - the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting(s) held since that meeting
 - the election of Executive Committee members
 - the appointment of auditors and determination of remuneration
 - the consideration of the statement of accounts and reports of the Executive Committee and the auditor's report
 - any other business requiring consideration by the Association in a General Meeting

8.2 Special General Meetings

- a) The Executive Committee may call a Special General Meeting of the Association at any time.
- b) Upon a requisition in writing of not less than 2 of the total number of Constituent Members of the Association, the Executive Committee shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- c) Every requisition 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 convened within one month, as required by 8.2b above,

the requisitioners, 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 Executive Committee, and for this purpose the Executive Committee shall ensure that the requisitioners are supplied 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.

- e) Subject to these rules, every member of the Association is entitled to two (2) delegates and has only one (1) vote at a Special General Meeting of the Association.

8.3 Notice of General Meetings and other Notices

- a) Subject to 8.3b, at least 14 days' notice of any General Meeting shall be given to Constituent 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.
- c) A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it electronically or post to the latest postal or email / electronic address appearing in the Register of members. (See rule 5.4).
- d) Where a notice is sent by post:
- the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4 Proceedings of General Meetings

- a) A quorum for the transaction of business at any General meeting shall be the attendance personally, electronically or by proxy of half of the eligible Constituent Members.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place 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.
- c) Subject to 8.4d, the Chair shall preside as chair at a General Meeting of the Association.
- d) If the Chair is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose the Deputy Chair or an Executive Committee member or one of their own number to be the Chair of that meeting.

8.5 Voting at General Meetings

- a) Subject to these rules, every member of the Association is entitled to two (2) delegates and

- has only one (1) vote at a meeting of the Association.
- b) 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 electronically, or where proxies are allowed, by proxy, at that meeting.
 - c) Unless a poll is demanded by a majority of members, a question for decision at a General Meeting must be determined by a show of hands (personally or electronically).
 - d) A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular General Meeting or at all General Meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

8.6 Polls at General Meetings

- a) If a poll is demanded by a majority of Constituent 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, but any other poll may be conducted at any time before the close of the meeting.

8.7 Special and Ordinary Resolutions

- a) A Special Resolution is as defined in the Act.
- b) An ordinary resolution is a resolution passed by a simple majority at a General Meeting.

8.8 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy and attend in person or electronically and vote at any General Meeting of the Association.

9 MINUTES

- a) Proper minutes of all proceedings of General Meetings, Special General Meetings and Annual General Meetings of the Association and of meetings of the Executive Committee, shall be entered within one month after the relevant meeting in minute books, physically or electronically, kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Executive Committee (as relevant) at a subsequent meeting.
- c) 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 Chair of the next succeeding meeting at which

the minutes are confirmed.

- d) 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.

10 DISPUTE RESOLUTION

- a) The dispute resolution procedure set out in this rule applies to disputes under these Rules between –
- a member and another member
 - 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 28 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 / resolve the dispute before an independent third party agreed to by the parties. This may include a professional Dispute Resolution entity.

Section 40 of the Act provides that where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed.

11 FINANCIAL REPORTING

11.1 Financial Year

The first financial year of the Association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

11.2 Accounts to be kept

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

Refer to regulation 8 of the Associations Incorporation Regulations 2008.

The income of the Association will be derived from:

- (a) subscriptions pursuant to Rule 29 hereof;
- (b) sponsorship, if any;

- (c) donations from Members, if any;
- (d) grants, advances or subsidies provided by the Government or any statutory authority.

The Treasurer of the Association shall, on behalf of the Association, receive all moneys paid to the Association and forthwith after the receipt thereof, issue Official receipts therefor.

The Executive Committee shall cause to be opened with such bank as the Executive Committee selects, a banking account in the name of the Association into which all moneys received shall be paid by the Treasurer as soon as possible after receipt thereof.

All cheques or electronic payments drawn on the Association's bank account shall be for the payment of expenditure that has been previously authorised by the Executive Committee.

All cheques, drafts, bills of exchange, promissory notes, other negotiable instruments and electronic transfers shall be signed by any two Officers of the Executive Committee of the Association.

All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

The Association shall retain its accounting records for at least five (5) years after the transactions to which they relate were completed.

The accounts books and records referred to in this Rule and in Rule 22C shall be kept at the Association's office or at such other place as the Executive Committee may decide.

11.3 Accounts and Reports to Members

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

11.4 Inspection of Records

Records, books, accounts and other documents of the Association shall be opened to inspection by any Member of the Association free of charge to that Member, and at any reasonable hour, provided adequate notice of that inspection of books is given to the Secretary.

Refer to section 35(6) of the Act.

11.5 Periodic Returns

This Rule only applies to a prescribed Association which the AMC is not.

Refer to section 36.1 of Act.

11.6 Appointment of Auditor

- a) At each Annual General Meeting, the members should appoint a person to be auditor of the Association.

Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.

- b) The auditor shall hold office until the next Annual General Meeting and is eligible for reappointment.
- c) If an appointment is not made at an Annual General Meeting, the Executive Committee shall appoint an auditor for the current financial year.

11.7 Audit of Accounts

- (1) At least once in each financial year of the Association, the accounts of the Association may be examined by the Auditor.
- (2) The Auditor shall certify as to the correctness of the accounts of the Association and shall report thereon in person or written report to the Members present at the Annual General Meeting.
- (3) In his report, and in certifying as to the accounts, the Auditor shall state:
 - (a) whether he has obtained the information required by him;
 - (b) whether, in his opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Association according to the information at his disposal and the explanation given to him and as shown by the books of the Association; and
 - (c) whether the rules relating to the administration of the funds of the Association have been observed.
- (4) Within one month of the close of the financial year of the Association, the Treasurer of the Association may cause to be delivered to the Auditor, a list of all the accounts, books and records of the Association.

The Auditor -

- (a) may access the accounts, books, records, vouchers, documents and electronic data of the Association;
- (b) may require from the servants of the Association, such information and explanations as may be necessary for the performance of his duties as auditor;
- (c) may employ persons to assist him in investigating the accounts of the Association; and

- (d) may, in relation to the accounts of the Association, examine any member of the Executive Committee, or any servant of the Association.

12 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.

The Executive Committee shall not -

- (a) appoint a person who is a member of the Executive Committee of a Member Organisation, or who is a member of the governing body of a Member Organisation, to any office of the Association for which the holder is payable any remuneration by way of salary, fees, or allowances to accept that position; or
- (b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).

Nothing in the foregoing provisions of this Rule prevents the payment in good faith, to a person who is a member of the Executive Committee of a Member Organisation, or a servant or an officer of the Association of -

- (a) remuneration in return for services actually rendered to the Association, or for goods supplied to the Association in the ordinary course of business;
- (b) interest at current bank overdraft rate on money lent; or
- (c) a reasonable and proper sum by way of rent for premises let to the Association.

Section 55 of the Act provides a prohibition against securing profits for members.

13 CONSTITUTION AND RULES

- a) The Constitution and 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 of the Constitution by substitute rules.
- b) The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- c) The registered Constitution and 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.

14. WINDING UP

The Association may be wound up in the manner provided for in the Act.

Winding up is normally by the passing of a Special Resolution by the members of the Association and in accordance with the Act.

15 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 organisation or organisations shall be identified and determined by a resolution of members in General Meeting of the Association 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.
