

**THE CONSTITUTION
OF
THE SOUTH AUSTRALIAN SQUARE DANCE SOCIETY
INCORPORATED
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1 NAME

The Society shall be called The South Australian Square Dance Society Incorporated.

2 DEFINITIONS

- a) "The Society" shall mean The South Australian Square Dance Society Incorporated.
- b) "The Committee" shall mean the Committee of Management of the Society.
- c) "The Executive" shall comprise the officers of the Society.
- d) "A Club" shall mean any recognised Square Dance Club.
- e) "Recognised Club" shall mean –
 - i) Any Club which dances a recognised Callerlab programme, and is open to all members of the Society and dances at least once a fortnight.
 - ii) Have financial members of the Society who have nominated the Club as their Principal Club.
- f) "Voting Members" shall be those members who are entitled to vote at all general meetings of the Society.
- g) Callerlab – International Association of Square Dance Callers.
- h) "The Act" shall mean the Associations Incorporations Act, 1985.

3 OBJECTIVES

- a) To encourage and foster the development of the Square Dance movement in South Australia.
- b) To publicise and create an appreciation of modern Square Dancing.
- c) To make every endeavour to interest the public and other organisations in Square Dancing.
- d) To develop friendship and unity between Square Dance Clubs, Round Dance Clubs and dancers.
- e) To foster the formation of new Square Dance Clubs particularly in areas where no club exists.
- f) To assist in the training of new callers.

4 POWERS OF THE SOCIETY

The Society shall have all powers conferred by section 25 of the Act.

5 MEMBERSHIP

5.1 TYPES

The classes of membership shall be:-

- a) Ordinary members – upon acceptance and the payment of the fee.
- b) Junior members – upon acceptance and the payment of the fee and who are under 17 years of age on June 30th of year of membership.
- c) Life Members – at an Annual General Meeting of the Society, the members may upon the recommendation of the Committee, elect any person a Life Member for services rendered to the Society. A Life Member shall be entitled to Ordinary Membership without payment of any subscription.

5.2 SUBSCRIPTIONS

- a) Membership subscriptions shall be annual and shall entitle the member to membership of the Society.
- b) A member shall become un-financial if the subscription is not received by the Membership Secretary by July 31st.
- c) Membership subscriptions shall be as determined by the Committee from time to time and will be paid annually.

5.3 EXPULSIONS

In addition to all other powers that it may exercise, the Committee may expel any member guilty, in its opinion, of conduct likely to be detrimental to the interests of the Society, provided that no such expulsion shall be made until the member shall have the opportunity, if he/she so desires, of being heard in his/her own defence before the Committee, whose decision shall be subject to an appeal to a select Committee appointed by a Special General Meeting of the Society. Such select Committee shall consist of a representative of the Committee and a representative of the expelled member who shall jointly agree on a chairman, to meet as soon as possible after appointment, and in any case within fourteen (14) days to hear the appeal and deliver its written verdict to the Committee within a further seven (7) days. Written notice of an appeal must be given to the Secretary within seven (7) days of notification of the expulsion. Such notice shall set out fully the grounds of the appeal. Subject only to such right of appeal, the decision of the Committee shall be final.

5.4 REGISTER OF MEMBERS

A register of members must be kept and contain:

- a) The name and address of each member
- b) The date on which each Life Membership to the Society was bestowed; and
- c) If applicable, the date of, and reason(s) for, termination of membership.

6 THE COMMITTEE

6.1 POWERS AND DUTIES

- a) Without limiting powers by law or these rules or otherwise invested in them, the Committee shall have the power to enter into such contracts in the name and on behalf of the Society as it shall deem advisable, and shall at all times dispose of the funds of the Society as it deems best for carrying out the objectives of the Society.
- b) The Committee may from time to time appoint such sub-committees as it may deem necessary, and may delegate such sub-committees such powers as it sees fit.
- c) Any sub-committee appointed, whether by the Committee, or the State or National Convention Convenor, shall report to the Committee at each advertised meeting during the existence of the sub-committee. Such report shall include detailed information of any action taken by such sub-committee.
- d) The President shall be ex-officio a member of every sub-committee.

- e) The Executive may exercise all or any powers conferred on the Committee by this Constitution, subject to such actions and decisions being ratified by the Committee at its next meeting. At any meeting of the Executive 75% of the members shall form a quorum. All members of the Executive shall be advised of, and invited to, take part in any Executive meeting.
- f) The Committee has the responsibility for the management and control of the funds and other property of the Society.
- g) The Committee may make or amend regulations and by-laws for the general management of the Society.

6.2 APPOINTMENT

- a) The officers of the Society shall be:-
 President
 Vice-President
 Secretary/Public Officer
 Membership Secretary
 Treasurer
 Publicity Officer
 Round Up Editor
- b) No officers of the Society may simultaneously be an officer (or equivalent) of any associated Square Dance state-wide organisation.
- c) The Committee shall comprise of the officers of Society, State Convention Convenor and one representative from any recognised Club, the South Australian Square Dance Callers Association Inc and the South Australian Round Dance Association Inc.
- d) Officers of the Society shall be elected for a term of two (2) years.

At Annual General Meetings when the date of the year is even the following officers shall retire:-

Vice-President

 Secretary/Public Officer

 Publicity Officer

In alternate years the following officers shall retire:-

President

 Membership Secretary

 Treasurer

 Round Up Editor

- e) The names of all financial members proposed or submitting themselves for election as officers shall be forwarded to the Secretary of the Society at least a clear twenty-eight (28) days before the Annual General Meeting.
- f) Should a sufficient number of eligible members not be proposed or submitted for election, then nominations for any vacancies for officers may be accepted at the meeting.

- g) Any vacancy occurring in the membership of the Executive may be filled by the Committee, however should a majority of the Committee resign at any time the remaining members of the Committee shall convene a Special General Meeting of the members of the Society to fill vacancies and nominations shall be accepted at the meeting.
- h) The Committee shall appoint a State Convention Convenor.
- i) The Club Representative's name and the proxies' names shall be communicated to the Secretary of the Society, in writing.

6.3 PROCEEDINGS OF COMMITTEE

- a) Regular Committee meetings shall be held for the dispatch of business. Committee meetings may only be cancelled or adjourned by agreement of the President and four (4) members of the Executive.
- b) Questions arising at any meeting shall be decided by a majority of votes.
- c) The Chairman shall have a casting vote in addition to a deliberative vote in the event of a qualitative vote in accordance with the Act.
- d) The Committee or a quorum thereof may act notwithstanding any vacancy.
- e) At meetings of the Committee, a quorum shall be formed with 60% of the Committee Members present, to include at least the President or Vice President, and one of the Secretary, Membership Secretary or Treasurer, and at least 2 Club Representatives.
- f) One third of the committee members may, at any time, summon a meeting of the Committee by notice in writing to the Secretary.
- g) A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Society, must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The Member of the Committee must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Society.

6.4 DISQUALIFICATION OF COMMITTEE MEMBERS

The office of a Committee Member shall become vacant if:

- a) Any member of the Committee who shall be absent from three (3) consecutive meetings, without special leave of absence from the Committee, shall cause the position to be declared vacant.
- b) or any Club Representative be absent from three (3) consecutive meetings, the Secretary shall advise the Club in writing.
- c) The Committee may, at any time remove from office any Committee Member, or any other official, and may appoint another in his place, by special resolution carried at a meeting of the Committee called for that purpose. All books, papers, documents, money and any other property of the Society held by such officer so removed shall, immediately upon such removal, be handed over to the appointed officer. Any official removed under this clause shall have the same right of appeal as is provided in clause 5.3 hereof.

7 THE SEAL

The Society shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the society. The affixing of the seal shall be witnessed by the President and the Secretary.

8 GENERAL MEETINGS OF THE SOCIETY

8.1 ANNUAL GENERAL MEETINGS

The Committee shall call an Annual General Meeting each year in accordance with the Act. The order of business at the meeting shall be:-

- i Confirmation of minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting.
- ii Consideration of the accounts and reports of the Committee and the auditor's report.
- iii The election of Committee members
- iv The appointment of an auditor
- v Any other business requiring consideration by the Society in General Meeting for which notification has been given.

8.2 SPECIAL GENERAL MEETINGS

- a) The Committee may call a Special General Meeting of the society at any time.
- b) Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- c) Notice of a Special General Meeting of the Society shall be given at least fourteen (14) days prior to the date requested. Said notice to provide location, date and nature of business to be transacted.

8.3 NOTICE OF GENERAL MEETINGS

- a) At least twenty eight (28) days notice of the time and place of the meeting shall be given to members.
- b) At least two (2) weeks notice of the business to be transacted at the meeting shall be given to the members.
- c) Notice of any matter any members desire to bring forward at any General Meeting shall be given in writing to the Secretary at least four (4) weeks before the date of the meeting.
- d) Notices of Motion to alter, add or rescind any part of this Constitution shall be given to the Secretary at least seven (7) weeks before the date of the Annual General Meeting and shall be distributed to members.

8.4 PROCEEDINGS AT GENERAL MEETINGS

At any General Meeting of the Society, if at least twenty (20) voting members or fifteen percent (15%) of the voting members of the Society, whichever is the less, are present they shall form a quorum.

- a) Should there not be a quorum at the expiration of the half hour from the time appointed for the meeting, the members will adjourn the same to a place, date and hour at least seven (7) days from the meeting. At the adjourned General Meeting those voting members present shall be deemed to form a quorum and may decide on any notice on the original notice paper.
- b) The President shall be the Chairman of the meeting. In the absence of the President, the Vice-President shall be the Chairman of the meeting. In the absence of the President and the Vice-President, the meeting may appoint a voting member thereof to act as President and such member shall, while so acting, exercise all the power of the President.

8.5 VOTING AT GENERAL MEETINGS

- a) Any voting member whose Principal Club is more than seventy-five (75) Kilometres from the Adelaide GPO, who is, himself/herself more than seventy-five (75) kilometres from the Adelaide GPO at the time of the meeting, or who is prevented from attending the meeting by ill health or business commitments, may vote by proxy at any General Meeting of the Society provided that such power of proxy is given in writing to a voting member present at the meeting and the holder of such proxy holds only one proxy vote.
- b) All Life Members and Adult Members over the age of 17 years, who have been financial members for at least 28 days, shall have the right to vote at all General Meetings of the Society.

8.6 POLL AT GENERAL MEETINGS

- a) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.
- c) A candidate shall on applying to the Chairman of the meeting immediately after the declaration of the poll, have a recount of the votes. In the event of a tie the Chairman of the meeting shall have a casting vote.

8.7 SPECIAL AND ORDINARY RESOLUTIONS

- a) A Special Resolution is a special resolution as defined in section 3 of the Act.
- b) An Ordinary Resolution is a resolution passed by a simple majority at a general meeting.

- 9 MINUTES
- a) The Committee shall cause minutes of every meeting of the Society to be recorded as archives and stored at the Society storage facility.
 - b) When in the absence of a quorum at any meeting of the Committee, no business can be transacted. Consideration of such business shall be adjourned to the next Ordinary Meeting of the Committee. The Secretary shall record in the minute book reason for such adjournment.
 - c) A précis of the approved minutes will be published in Round Up.
- 10 FINANCIAL REPORTING
- 10.1 FINANCIAL YEAR
- The financial year shall be the period of 12 months commencing on 1st July and ending on 30th June of the following year.
- 10.2 ACCOUNTS TO BE KEPT
- a) The Committee shall operate an account or accounts with some approved bank of all monies belonging to the Society. Such account/s shall be operated by cheque signed by any two (2) of the following:- President, Vice-President, Secretary, Treasurer.
 - b) Expenses, necessarily and actually incurred on behalf of the Society, shall only be reimbursed on the production of original invoices for payment, receipts or tickets.
 - c) The Society shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society in accordance with the Act.
- 10.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE 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 the members at the Annual General Meeting in accordance with the Act.
- 10.4 APPOINTMENT OF AUDITOR
- a) At each Annual General Meeting, the members shall appoint a person to be auditor of the Society in accordance with the Act.
 - b) If an appointment is not made at an Annual General Meeting, the Committee shall appoint an auditor for the current financial year.
- 11 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS
- The income and capital of the society shall be applied exclusively to the promotion of its objectives and no portion shall be paid or distributed directly or indirectly to members or their associates except as a bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Society.
- 12 WINDING UP
- The Society may be wound up in the manner provided for in the Act.

13 APPLICATION OF SURPLUS ASSETS

If upon the winding up or dissolution of the Society, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other incorporated body having objectives similar to those of the Society and which shall prohibit distribution of its income and property among its or their members, and which is a fund, authority or institution as determined by section 23 of the Income Tax Assessment act 1936 (as amended).

14 RULES

- a) These rules may be altered (including an alteration to the society's name) by Special Resolution of the members of the Society. This includes rescision or replacement by substitute rules.
- b) The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch as required by the Act.
- c) The registered rules shall bind the Society 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.

This edition of the Constitution of the South Australian Square Dance Society Incorporated includes all amendments passed up to and including the Annual General Meeting held on the 29th of August 2010.

Signed President

Date