

Rules of Association

Ad laide Accueil Inc

Table of Contents

| | |
|--|----|
| Table of Contents | 2 |
| 1 Name | 3 |
| 2 Definitions | 3 |
| 3 Objects or purposes of the association | 3 |
| 4 Powers of the association..... | 4 |
| 5 Membership | 4 |
| 5.1 Types of membership..... | 4 |
| 5.2 Subscriptions | 4 |
| 5.3 Resignations | 5 |
| 5.4 Expulsion of a member..... | 5 |
| 5.5 Register of members | 5 |
| 5.6 Prohibition on use of information on register of members | 6 |
| 6 The committee | 6 |
| 6.1 Powers and duties..... | 6 |
| 6.2 Appointment | 6 |
| 6.3 Proceedings of committee | 7 |
| 6.4 Disqualification of committee members..... | 7 |
| 7 The seal..... | 7 |
| 8 General meetings | 7 |
| 8.1 Annual general meetings | 7 |
| 8.2 Special general meeting | 8 |
| 8.3 Notice of general meetings | 8 |
| 8.4 Quorum for, and adjournment of, general meeting | 9 |
| 8.5 Voting at general meetings | 9 |
| 8.6 Poll at general meetings..... | 10 |
| 8.7 Special and ordinary resolutions | 10 |
| 8.8 Proxies..... | 10 |
| 9 Minutes..... | 10 |
| 10 Dispute resolution | 11 |
| 11 Funds and accounts | 11 |
| 12 Financial reporting..... | 12 |
| 12.1 Financial year | 12 |
| 12.2 Accounts to be kept | 12 |
| 12.3 Accounts and reports to be laid before members | 12 |
| 12.4 Annual returns..... | 12 |
| 12.5 Appointment of auditor | 12 |
| 13 Prohibition against securing profits for members..... | 13 |
| 14 Winding up | 13 |
| 15 Application of surplus assets | 13 |
| 16 Rules | 13 |
| Appendix 1 | 14 |
| Appendix 2 | 15 |

1 NAME

The name of the incorporated association is Adélaïde Accueil Inc. and is referred to herein as 'the association'.

2 DEFINITIONS

- 1) In these rules
 - a) 'Accueil' is a noun in French language which comes from the verb 'accueillir' which means to greet, to receive, to welcome.
 - b) 'Act' means the Associations Incorporation Act 1985.
 - c) 'Adélaïde' is the accepted written form in French language for the city of Adelaide, South Australia.
 - d) 'Committee' means the committee of management or management committee of the association.
 - e) 'General meeting' means a general meeting of members of the association convened in accordance with these rules.
 - f) 'Member' means a member of the association.
 - g) 'Month' shall mean a calendar month.
 - h) 'Natural person' means an individual, not a company, trust or partnership.
 - i) 'Prescribed association' means an incorporated association
 - i) that had gross receipts in that association's previous financial year in excess of
 - (1) \$200 000, or
 - (2) such greater amount as is prescribed by regulation, or
 - ii) that is prescribed or of a class prescribed by regulation.
 - j) 'Special resolution' means a special resolution defined in the Act.
- 2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

3 OBJECTS OR PURPOSES OF THE ASSOCIATION

- 1) The objects of the association are:
 - a) to welcome and to support French-speaking persons and their family moving to the Adelaide area,
 - b) to help them develop mutual friendship,
 - c) to organise events and informal activities to help their integration in Adelaide while maintaining their French language and culture, and
 - d) to provide information on life and habits in Australia and, more specifically, in Adelaide and South Australia.
- 2) In line with FIAFE (*Fédération Internationale des Accueils Français et Francophones à l'Étranger*) (which equates to 'International Federation of French and Francophone Accueils Abroad') of which the association is a member, the association is not-for-profit, non-commercial, apolitical, non-denominational, and run by volunteers.

4 POWERS OF THE ASSOCIATION

- 1) The association shall have all the powers conferred by section 25 of the Act.
- 2) The association has the powers of an individual.
- 3) The association may, for example,
 - a) enter into contracts,
 - b) make charges for services and facilities it supplies, and
 - c) do other things necessary or convenient to be done in carrying out its affairs.

5 MEMBERSHIP

- 1) Membership of the Association is open to any French-speaking person living in the Adelaide area and without regard to social standing, gender, race, handicap, religion, or political affiliation.
- 2) Membership of the Association is not for the purpose (intentional, deliberate or otherwise) of promoting professional, political, religious activity, interests, beliefs or expertise of any member.

5.1 TYPES OF MEMBERSHIP

- 1) The membership of the association consists of ordinary members, and any of the following classes of members:
 - a) Honorary members: honorary members do not have to pay the annual member subscription, unless they decide otherwise,
 - b) Board members: members of the management committee, and
 - c) Active members: members who volunteer in the association.
- 2) The number of ordinary and active members is unlimited. The number of honorary members is limited to 5, unless special decision made by the management committee. The number of Board members is limited to 10, unless special decision made by the management committee.
- 3) A person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee
 - a) to the equivalent class of membership of the association as the member held in the unincorporated association, or
 - b) if there is no equivalent class of membership, as an ordinary member.
- 4) An applicant for membership of the association is eligible to be a member of the association on payment of the annual subscription payable under these rules.

5.2 SUBSCRIPTIONS

- 1) The subscription fees for membership shall be such sum (if any) as the management committee shall determine from time to time with agreement of members at a general meeting.
- 2) The subscription fees shall be payable annually on 1 July or at a time that the committee determines.

- 3) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

5.3 RESIGNATIONS

A member may resign from membership of the association by giving written notice to the secretary or 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 EXPULSION OF A MEMBER

- 1) Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- 2) Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- 3) The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4.4 below), cease to be a member 14 days after the committee has communicated its determination to the member.
- 4) 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.
- 5) In the event of an appeal under 5.4.4 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.

5.5 REGISTER OF MEMBERS

- 1) A register of members must be kept and contain:
 - a) the name and address of each member
 - b) the date on which each member was admitted to the association,
 - c) if applicable, the date of and reason(s) for termination of membership, and
 - d) any other particulars the management committee or the members at a general meeting decide.
- 2) The register must be open for inspection by members of the association at all reasonable times.
- 3) A member must contact the secretary to arrange an inspection of the register.
- 4) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

5.6 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- 1) A member of the association must not
 - a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes, or
 - b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 2) Subrule (5.6.1) does not apply if the use or disclosure of the information is approved by the association.

6 THE COMMITTEE

6.1 POWERS AND DUTIES

- 1) The affairs of the association shall be managed and controlled by a 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.
- 2) The committee has the management and control of the funds and other property of the association.
- 3) The 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.
- 4) The committee shall appoint a public officer as required by the Act.

6.2 APPOINTMENT

- 1) The committee shall be comprised of a president, secretary, treasurer and up to five committee members. The association should settle on a workable number of office holders, and various titles may be used to describe them.
- 2) A committee member shall be a natural person.
- 3) The first 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 committee shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the committee, who shall be chosen by ballot, shall retire from the committee. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members, shall retire.
- 4) A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a 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.
- 5) Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- 6) 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.

6.3 PROCEEDINGS OF COMMITTEE

- 1) The committee shall meet together for the dispatch of business at least monthly.
- 2) Questions arising at any meeting of the 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.
- 3) A quorum for a meeting of the committee shall be one half of the members of the committee.
- 4) A member of the 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 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 association.

6.4 DISQUALIFICATION OF COMMITTEE MEMBERS

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

- a) disqualified from being a committee member by the Act,
- b) expelled as a member under these rules,
- c) permanently incapacitated by ill health,
- d) absent without apology from more than four meetings in a financial year, or
- e) no longer the duly appointed representative of a corporate member.

7 THE SEAL

- 1) The association shall have a common seal upon which its corporate name shall appear in legible characters.
- 2) The seal must be
 - a) kept securely by the management committee,
 - b) used only under the express authorisation of the management committee, and
 - c) every use of the seal shall be recorded in the minute book of the association.
- 3) The affixing of the seal shall be witnessed and signed by
 - a) two members of the management committee, or
 - b) one member of the management committee and the public officer of the association.

8 GENERAL MEETINGS

8.1 ANNUAL GENERAL MEETINGS

- 1) The committee shall call an annual general meeting in accordance with the Act and these rules.
- 2) 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.
- 3) 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 committee and the auditor's report (if auditor's report is required)
- c) The election of committee members
- d) The appointment of auditors (if required - see rule 12.5)
- e) Any business requiring consideration by the association in general meeting.

8.2 SPECIAL GENERAL MEETING

- 1) The committee may call a special general meeting of the association at any time.
- 2) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after
 - a) being directed to call the meeting by the management committee, or
 - b) being given a written request signed by
 - i) at least 33% of the number of members of the management committee when the request is signed, or
 - ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1, or
 - c) being given a written notice of an intention to appeal against the decision of the management committee
 - i) to reject an application for membership, or
 - ii) to terminate a person's membership.
- 3) A request mentioned in subrule (8.2.2) must state
 - a) why the special general meeting is being called, and
 - b) the business to be conducted at the meeting.
- 4) A special general meeting must be held within 3 months after the secretary
 - a) is directed to call the meeting by the management committee,
 - b) is given the written request mentioned in subrule (8.2.2.b), or
 - c) is given the written notice of an intention to appeal mentioned in subrule (8.2.2.c).
- 5) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 6) The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3 NOTICE OF GENERAL MEETINGS

- 1) The secretary may call a general meeting of the association.
- 2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- 3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

- 4) The management committee may decide the way in which the notice must be given.
- 5) However, notice of the following meetings must be given in writing:
 - a) a meeting called to hear and decide the appeal of a person against the management committee's decision,
 - i) to reject the person's application for membership of the association,
 - ii) to terminate the person's membership of the association, or
 - b) a meeting called to hear and decide a proposed special resolution of the association.
- 6) A notice of a general meeting must state the business to be conducted at the meeting.

8.4 QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- 1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus 1.
- 2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- 3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- 5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association
 - a) the meeting is to be adjourned for at least 7 days, and
 - b) the management committee is to decide the day, time and place of the adjourned meeting.
- 6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 7) If a meeting is adjourned under subrule (8.4.6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

8.5 VOTING AT GENERAL MEETINGS

- 1) Subject to these rules, every member of the association has only one vote at a meeting of the association.
- 2) 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.
- 3) 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.

- 4) 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 POLL AT GENERAL MEETINGS

- 1) 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.
- 2) 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

- 1) A special resolution of an incorporated association means
 - a) where the rules of the association provide for the membership of the association, a resolution passed at a duly convened meeting of the members of the association if
 - i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association, and
 - ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting;
 - b) where the rules of the association do not provide for the membership of the association, a resolution passed at a duly convened meeting of the members of the committee of the association if
 - i) 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 committee, and
 - ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the committee as, being entitled to do so, vote in person or, where alternates are allowed, by alternates, at that meeting
- 2) 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 and vote at any general meeting of the association.

9 MINUTES

- 1) Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 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.

- 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.
- 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.

10 DISPUTE RESOLUTION

- 1) The dispute resolution procedure set out in this rule applies to disputes under these Rules between
 - a) a member and another member, or
 - b) a member and the association.
- 2) 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.
- 3) 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.
- 4) In this rule 'member' includes any person who was a member not more than six months before the dispute occurred. 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.
- 5) Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the association (provided that the application is made within six months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

11 FUNDS AND ACCOUNTS

- 1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 3) Records and accounts must be kept securely by the treasurer or another member of the management committee.
- 4) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 5) A payment by the association of \$250 or more must be made by cheque or electronic funds transfer, and approved by the management committee.
- 6) If a payment of \$250 or more is made by cheque, the cheque must be signed by 2 of the following:
 - a) the president,
 - b) the treasurer, or
 - c) the secretary.
- 7) Cheques must be crossed "not negotiable".

- 8) The bank signatories must be 2 of the following:
- a) the president,
 - b) the treasurer, or
 - c) the secretary.

12 FINANCIAL REPORTING

12.1 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.

12.2 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.

12.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

- 1) This rule is applicable only for a prescribed association and shall be applied should the association meet the definition as described in Part 1 of the Act.
- 2) The accounts, together with the auditor's report on the accounts (if applicable see 12.5 below), the committee's statement and the committee's report, shall be laid before members at the annual general meeting. Refer to section 35(6) of the Act.

12.4 ANNUAL RETURNS

- 1) This rule is applicable only for a prescribed association and shall be applied should the association meet the definition as described in Part 1 of the Act.
- 2) The annual (periodic) return shall be lodged with Consumer and Business Services within six months after the end of each financial year. A copy of the accounts, the auditor's report, the committee's statement, and the committee's report must accompany it. Refer to section 36(1) of the Act.

12.5 APPOINTMENT OF AUDITOR

- 3) This rule is applicable only for a prescribed association and shall be applied should the association meet the definition as described in Part 1 of the Act.
- 4) At an annual general meeting, the members may appoint a person to be auditor of the association (refer to sections 35(1) and 35(2). Refer to 35(4) of the Act for the qualifications of auditor.
- 5) If appointed, the auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- 6) If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

13 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

- 1) 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.
- 2) Section 55 of the Act provides a prohibition against securing profits for members.

14 WINDING UP

The association may be wound up in the manner provided for in Section 41 of the Act.

15 APPLICATION OF SURPLUS ASSETS

- 1) Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.
- 2) 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.
- 3) The association may determine to distribute surplus assets to nominated charities. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

16 RULES

- 1) The registered rules shall bind the association and every member to the same extent as if they have respectively signed them, and agreed to be bound by all of the provisions thereof.
- 2) 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.
- 3) The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.
- 4) In accordance with Sections 24(6) and 24(7) of the Act: Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by Consumer and Business Services, Corporate Services Commission.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I,

(name)

of

(address)

being a member of

(name of the Incorporated Association)

appoint

(name of proxy holder)

of

(address of proxy holder)

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held

(date of meeting)

and at any adjournment of that meeting.

Signed this day of 20 .

Signature

APPENDIX 2

FORM OF APPOINTMENT OF PROXY TO VOTE FOR OR AGAINST A RESOLUTION

I,

(name)

of

(address)

being a member of

(name of the Incorporated Association)

appoint

(name of proxy holder)

of

(address of proxy holder)

as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote *in favour of/*against *(strike out whichever is not wanted)* the following resolutions *(List relevant resolutions)*

Signed this day of 20 .

Signature