



CONSTITUTION OF THE AUSTRALIAN DEER ASSOCIATION INC.
(SA) Associations Incorporation Act 1985

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1) **Name**

The name of the incorporated association is the 'Australian Deer Association Inc', referred to herein as 'the association' or 'ADA'.

2) **Definitions**

- 'ADI account' shall mean a banking account held with an authorised deposit taking institution.
- 'Board' means the committee of management of the association.
- 'Branch' means a group of members having formed a branch as recognised by the Board and ratified by a General Meeting.
- 'General meeting' means a general meeting of all the branches of the association convened in accordance with these rules.
- 'Independent board member' is a board member who is not a member of the association.
- 'Member' means a member of the association.
- 'Month' means a calendar month.
- 'Rules' include this Constitution.
- 'Special resolution' means a special resolution defined in the Act.
- 'Status' means how wild deer in the Australian environment are viewed by the community (including but not limited to legal status).
- 'The Act' means the South Australian Associations Incorporation Act 1985.

3) **Objects or purposes of the association**

- The improvement of the status of deer in Australia.
- The promotion of research into the habits of deer, the scientific study of deer in Australia, and their relationship to the Australian environment.
- The preservation, and where appropriate the expansion of deer hunting as a legitimate use of public and private land.
- The education of deer hunters and the public in matters relating to wild deer hunting and management.
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4) **Powers of the association**

To carry out its objects, an incorporated association may, subject to this Act and its rules:

- (a) Acquire, hold, deal with, and dispose of, any real or personal property;
- (b) Administer any property on trust;
- (c) Open and operate ADI accounts;
- (d) Invest its moneys: (i) in any security in which trust moneys may, by Act of Parliament, be invested; (ii) in any other manner authorised by the rules of the association;
- (e) Borrow money upon such terms and conditions as the Association sees fit;
- (f) Give such security for the discharge of liabilities incurred by the association as the association sees 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.

5) Membership

5.1) Types

- **General Member:** Any person who supports the objects of the association and agrees to be bound by its rules and policies and who applies for membership of the association. The application for membership shall be made in writing or electronically. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the association. (Membership may be divided into categories, e.g. Ordinary, Family, Junior, Life, or Honoured, as determined by the board and ratified by the next Annual General Meeting of the Association).
- **Branch:** Any group of members can apply annually to the Board for recognition as an official Branch of the Association. This recognition is to be ratified by the next Annual General Meeting of the Association.

6) Subscriptions

The subscription fees for membership shall be such sum (if any) as determined by the board from time to time and ratified by the next Annual General Meeting of the Association.

The subscription fees shall be payable at a time that the board determines. 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 board may reinstate such person's membership on such terms as it sees fit.

7) 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 and shall forfeit any prepaid subscriptions.

8) Expulsion of a member

- a) Subject to giving a member the opportunity to be heard or to make a written submission, the board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b) Details of the charge shall be communicated to the member at least one month before the meeting of the board at which the matter will be determined.
- c) The determination of the board shall be communicated to the member, and in the event of an adverse determination the member shall cease to be a member, 14 days after the board has communicated its determination to the member.
- d) It shall be open to a member to appeal the expulsion to the board. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the board has been communicated to the member.
- e) In the event of an appeal the appellant's membership of the association shall not be terminated unless the determination of the board to expel the member is upheld, and in such event membership will be terminated at the date of the meeting at which the determination of the board is upheld.

9) Register of members

A register of members must be kept and must contain:

- The name, address, and contact details of each member,
- The date on which each member was admitted to the association, and, if applicable,
- The date of, and reason(s) for, termination of membership.

10) The board

10.1) Powers and duties

The affairs of the association shall be managed and controlled by a board 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.

The board has the management and control of the funds and other property of the association.

The board 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.

The board shall appoint a public officer as required by the Act.

10.2) Appointment

The board shall be comprised of a Chairperson, Secretary, Treasurer, and no less than two other, and no more than five other board members.

Up to two board members may be independent board members.

A board member shall be a natural person.

Board members shall be elected to a term of up to three years.

A board member whose term is expiring 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 20 business days before the General Meeting (usually the Annual General Meeting) by delivering the nomination of that person to the Secretary of the association. The nomination shall be in writing and signed or otherwise authorised by the proposer and by the nominee (i.e. by recognised email address, digital signature etc.).

Notice of all persons seeking election to the board shall be given to all branches of the association with the notice calling the General Meeting at which the election is to take place.

The board may appoint a person to fill a casual vacancy and such a board member shall hold office until the next General Meeting of the association and shall be eligible for election to the board without nomination.

10.3) Proceedings of board

The board shall meet for the dispatch of business at least quarterly.

Questions arising at any meeting of the board 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.

A quorum for a meeting of the board shall be one half of the members of the board.

A member of the board 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 board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the board must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

A member of the board must immediately bring to the attention of the board if, at any time when a decision is to be made, that member has a conflict of interest or a perceived conflict of interest in the matter.

10.4) Disqualification of board members

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

- Disqualified from being a board 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.

11) The seal

The association 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 board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal can only be made by a member of the board and shall be witnessed by a person who is a member of the board (E.g. the chairperson or the secretary).

12) General meetings

12.1) Annual general meetings

The board shall call an Annual General Meeting in accordance with the Act and these rules. The Annual General Meeting shall be held within five months after the end of its financial year. 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 held since that meeting;
- The consideration of the accounts and reports of the board and the auditor's report (if an auditor's report is required);
- The election of board members;
- The appointment of auditors (if required);
- Any other business requiring consideration by the association in the general meeting.

12.2) Special general meeting

The board may call a special general meeting of the association at any time.

Upon a requisition in writing of not less than 5% of the total number of members of the association, the board shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

Every requisition for a special general meeting shall be signed by each of the members seeking the meeting and shall state the purpose of the meeting.

If a special general meeting is not convened within one month, as required above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as is possibly practical as a meeting convened by the board, and for this purpose the board shall ensure that the requisitionists are supplied free of charge, with a list of members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

12.3) Notice of general meetings (including the Annual General Meeting)

At least 10 business days' notice of any general meeting shall be given to all branches. The notice shall set out where and when the meeting will be held, and details of the nature and order of the business to be transacted at the meeting.

Notice of a meeting, at which a special resolution is to be proposed, shall be given at least 21 business days prior to the date of the meeting.

A notice may be given by the association to any branch by serving the branch executive (or their representative) with the notice personally, or by sending it by post or email to the address listed for official correspondence with that branch.

Where a notice is sent by post:

The service is effected by properly addressing, prepaying and posting the notice with Australia Post and/or transmitting the email; and unless the contrary is proven, service deemed to have been effected at the time at which the letter or packet, and/or email, would be delivered in the ordinary course of post.

12.4) Proceedings at general meetings

One more than half of the branches entitled to attend present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

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 branches present shall form a quorum.

The Chairperson shall preside as chairperson at a general meeting of the association.

If the Chairperson 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 branches may choose a board member or one of their own number to be the chairperson of that meeting

12.5) Voting at general meetings

Subject to these rules, every branch of the association has only one vote at a meeting of the association.

Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of branches who vote in person or, where proxies are allowed, by proxy, at that meeting.

Unless a poll is demanded by at least five branches, a question for decision at a general meeting must be determined by a show of hands (or in the event of a telephone/internet based meeting by verbal or written indication of voting intent).

12.6) Poll at general meetings

If a poll is demanded by at least five branches, 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.

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.

12.7) Special and ordinary resolutions

A special resolution can be put by any branch for voting at a General Meeting provided that the branch provides at least 21 business days written notice specifying the intention to propose the resolution as a special resolution has been given to all branches; and it is passed at a meeting referred to in this paragraph by a majority of not less than three quarters of the branches of the association as being entitled to vote at that meeting.

An ordinary resolution is a resolution passed by a simple majority at a general meeting.

12.8) Proxies

A branch executive 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.

12.9) Minutes

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

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

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.

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.

13) Dispute resolution

The dispute resolution procedure set out in this constitution applies to disputes under this constitution between:

- A member and another member;
- A member and the association.

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 the parties.

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.

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 board 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.

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.

14) Financial reporting

14.1) Financial year

The financial year of the association shall be the period beginning on 1 April and ending on 30 March the following 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) 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.

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

15) Winding up

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

15.1) Application of surplus assets

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.

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.

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.

16) Alterations to this Constitution

These rules may be altered (including an alteration to the association's name) by special resolution of the branches acting on behalf of the members of the association. This includes rescission or replacement by substitute rules.

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 the provisions thereof.

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