



**ADELAIDE ROCK'n'ROLL CLUB
INCORPORATED**

**CONSTITUTION
(Amended September 2023)**

1. Name

The name of the Incorporated Association is "Adelaide Rock 'n' Roll Club Incorporated", referred to herein as 'the Association'.

2. Definitions

Committee means the Committee of Management of the Association;

Meeting means a general meeting of members of the Association, convened in accordance with these rules;

Member means a member of the Association;

The Act means the Associations Incorporation Act, 1985 (SA).

3. Objects & Purposes

- 3.1 To conduct and manage a centre for the purposes of holding Rock'n'Roll and associated styles of music and dancing functions for the Club Members and the general public;
- 3.2 To bring together Club Members and the general public in a social setting for the purposes of enjoying rock'n'roll and associated styles of music and dancing;
- 3.3 To promote rock'n'roll and associated styles of music and dancing;
- 3.4 To raise funds for the purposes of maintaining and promoting the Club including for the purpose of funding Club functions, dances and donations to charities.

4. Powers

The Association shall have all the powers conferred by Section 25 of the Act

5. Membership

5.1 Ordinary membership

- 5.1.1 Ordinary membership is open to all applicants;
- 5.1.2 Ordinary Membership is open to all ages;
- 5.1.3 Any person who applies for membership of the Association shall be nominated by a current financial member. An application for membership shall be on the Adelaide Rock'n'Roll Club membership application form current at the time of application, signed by the applicant and the proposer. Upon the acceptance of the application by the Committee and upon payment of the first annual subscription, the applicant shall be an ordinary member of the Association.

5.2 Life membership

- 5.2.1 A person who has given exceptional service to the Adelaide Rock'n'Roll Club may be appointed as a life member;
- 5.2.2 Nominations must comply with the following requirements:
 - 5.2.2.1 Nominations must be submitted to the management committee;
 - 5.2.2.2 Life membership nominees must have a minimum of ten years as financial members of the Adelaide Rock'n'Roll Club;

- 5.2.2.3 The required ten years as a financial member of Adelaide Rock'n'Roll Club need not be contiguous;
- 5.2.2.4 Nominations require both a nominator and seconder;
- 5.2.2.5 Nominator, seconder and nominee must be current financial Adelaide Rock'n'Roll Club members;
- 5.2.2.6 Nominations must be in writing;
- 5.2.3 A life member shall have all of the rights and responsibilities of an ordinary member and be subject to the same rules;
- 5.2.4 Life members are not required to pay annual subscriptions;
- 5.2.5 No more than two life memberships shall be approved by the ARRC management committee in any one financial year;
- 5.2.6 Procedure for accepting or rejecting nominations by the Adelaide Rock'n'Roll Club management committee:
 - 5.2.6.1 A decision will be made by secret ballot;
 - 5.2.6.2 A nomination will be successful if the majority of current committee members vote 'yes';
 - 5.2.6.3 In the case of a tie, the chairman shall have a casting vote;
 - 5.2.6.4 If the nominated member is a committee member, that member shall not be entitled to vote in the ballot;

5.3 Honorary Membership

- 5.3.1 The Committee may bestow honorary membership on any person considered deserving for a period of one calendar year.
- 5.3.2 The decision to bestow honorary membership is entirely at the discretion of the Adelaide Rock'n'Roll Club management committee.

If the nominated member is a committee member, that member shall absent themselves from the meeting during all debate relating to the nomination.

6. Subscriptions

- 6.1 Annual subscriptions are to be set by the Committee annually. The subscription fees of each membership shall be payable annually on 1st July or at such other time as the Committee shall determine from time to time.
- 6.2 Any member whose subscription is outstanding for more than one month 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.

7. Resignation

A member may resign from membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions which shall be recoverable as a debt due to the Association.

8. Expulsion of a Member

- 8.1 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.

- 8.2 Particulars of the charge shall be communicated to the member at least fourteen days before the meeting of the committee at which the matter will be determined.
- 8.3 The determination of the Committee shall be communicated to the member and in the event of an adverse determination, the member shall, subject to sub-rule (4), cease to be a member seven days after the committee has communicated its determination to him/her.
- 8.4 It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within seven days after the determination of the Committee has been communicated to the member.
- 8.5 In the event of an appeal under sub-rule (4), 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, and in such event, membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

9. The Committee

- 9.1 The affairs of the Association shall be managed and controlled exclusively 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 a general meeting.
- 9.2 The committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a Public Officer required by the Act, and may discuss or delegate any of its powers to such officers and employees.
- 9.3 The Committee may make rules governing the running of the Club, including but not limited to rules in relation to meetings, functions, club finances and assets, committee members, club members and sponsorship.

The Committee may vary and interpret such rules from time to time.

Changes to the rules specified above shall be made at a management committee meeting at which not less than sixty percent of the elected management committee members are present, either in person or via a proxy provided to the committee member presiding at the meeting.

- 9.4 Committee members and any sub-committee appointed by the Committee members shall be indemnified out of the Club's assets for all liabilities incurred by the in the bona fide execution of their duties under this Constitution and the Rules.
- 9.5 The Committee shall be comprised of a President, Vice-president, Secretary and Treasurer (the 'Executive Committee') plus, a minimum of five up to a maximum of seven non-executive committee members all of whom shall be members of the Association.

- 9.6 The first committee of the Association shall be appointed from the promoters of the Association. The first committee shall hold office until the first Annual General meeting after Incorporation, at which all members of the Committee shall stand down, but shall be eligible for re-appointment.

9.7

- a) The Executive Committee shall be appointed for a two-year term. Half the Executive Committee will be appointed at the even year AGM, the other half at the odd year AGM. In the year of implementation only (1999) the positions of President and Secretary will be appointed for one year, the Vice-President and the Treasurer for two years. Thereafter, the President and Secretary will be appointed at the even year AGM, the Vice-president and Treasurer at the odd year AGM.
- b) A retiring Executive Committee member may stand for re-election if nominated and seconded by a financial member at the AGM. At the completion of two terms in office (i.e. four years) the office bearer shall stand down and shall not be eligible for re-appointment to that Executive Committee position for a period of two years except as follows.

A retiring executive committee member may be nominated and accept the nomination for the executive committee position from which they have retired after two terms, only after another nomination for that position is received by the AGM chair.

If no other nominations are received in a reasonable time frame after calling for nominations, the AGM chair shall state that since this is the case, and in compliance with this section of the Constitution, nomination of the retiring incumbent will be accepted and declare them duly appointed if they are nominated and accept the nomination.

If a person other than the retiring incumbent is nominated, then the nomination of the retiring incumbent is permitted and an election shall be held.

If the above situation arises the two term constraint is reset – i.e. No ineligibility until two consecutive terms have passed.

If there are no nominations received for an executive committee position, then the newly elected committee shall appoint a caretaker for that executive committee position in compliance with Section 9.8 of the Club Constitution.

- 9.8 The Committee may appoint a natural 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 re-appointment.
- 9.9 A retiring Committee member shall be eligible to stand for re-election on being nominated and seconded along with all other persons so-nominated by a financial member at the AGM.
- 9.10 If only the required number of persons are nominated to fill existing vacancies, the secretary shall report accordingly to the Annual General Meeting, and the Chairperson shall declare such persons duly elected as Committee members.

10. Disqualification of Committee Members

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

- a) disqualified by the Act;
- b) expelled under these rules;

- c) permanently incapacitated by ill health;
- d) absent without apology from more than three consecutive committee meetings, or more than three Committee meetings in a financial year;
- e) no longer the duly appointed representative of a corporate member;
- f) acting in a manner that is detrimental to the objects and purposes of the Association.

11. Proceedings of the Committee

- 11.1 The Committee shall meet together for the dispatch of business at least monthly;
- 11.2 Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes, the President shall have a casting vote in addition to a deliberative vote;
- 11.3 A quorum for a meeting of the Committee shall be not less than half of the full number of the Committee;
- 11.4 A member of the Committee having a pecuniary interest in a contract with the Association, must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

12. Financial Year

The first financial year of the Association shall be the period ending on 30 June 1995 and thereafter ending a period of twelve months in each year.

13. Common Seal

- 13.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters;
- 13.2 The seal shall not be used without the express authorization of the Committee, and every use of the seal shall be recorded in a minute book of the Association. The affixing of the seal shall be witnessed by the President and Vice-President;
- 13.3 The seal shall be kept in the custody of the President or such other person as the Committee may decide from time to time.

14. Meetings

- 14.1 The Committee shall call a Special General Meeting of the Association at any time, and shall call an Annual General Meeting in accordance with the Act;
- 14.2 The first Annual General Meeting shall be held within eighteen months after the Incorporation of the Association, and thereafter within five months after the end of the financial year.
- 14.3 Upon a requisition in writing of not less than 10 of the total number of members of the Association, the Committee shall within one month of the receipt of the requisition, convene a special General Meeting for the purpose specified in the requisition;

- 14.4 Every requisition for a Special General Meeting shall be signed by the members making the same and shall state the purpose of the meeting;
- 14.5 If a Special General Meeting is not convened within one month as required by sub-rule (3), the requisitionists may convene a special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose, the Committee shall ensure the requisitionists are supplied free of charge with particulars of members entitled to receive notice of a meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association;
- 14.6 Subject to sub-rule (7), at least fourteen days notice of any General Meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of business to be transacted at the meeting. In the case of an Annual General Meeting, this will include the order of the accounts and reports of the Committee and the auditors, the appointment of auditors and Committee members of required, and any other business requiring consideration of the Association in a general meeting;
- 14.7 Notice of a meeting in which a special resolution is to be proposed shall be given at least twenty-one days prior to the date of the meeting;
- 14.8 A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post or by sending it by Email to the address appearing in the register of members;
- 14.9 Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail. Where notice is sent by Email, a copy of the sent Email showing addresses to which the Email was sent shall be printed by the secretary and kept on file.

15. Proceedings at Meetings

- 15.1 Five members present personally or by proxy, shall constitute a quorum at any general meeting;
- 15.2 If within thirty minutes after the time appointed for the meeting, a quorum of members is not present, a meeting convened upon requisition of members shall lapse. In any 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 thirty minutes of the time appointed for the meeting, the members present shall form a quorum;
- 15.3 The President of the Committee, or if there shall be no chairperson, then the Vice-president of the Committee or in their absence, or in their declining to take, or retiring from, the chair, one of the Committee members chosen by the meeting shall preside as Chairperson at every general meeting of the Association.
- 15.4 If there is no such Chairperson or Vice-Chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chairperson.

- 15.5 The Chairperson may, with the consent of any meeting at which quorum is present, and shall if so directed by the meeting, adjourn from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 15.6 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members;
- 15.7 At any general meeting, a resolution put to vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall, unless a poll is demanded, be conclusive evidence of the fact, without proof, of the number or proportions of the votes recorded in favour of, or against, the resolution;
- 15.8 If a poll is demanded by the Chairperson of the meeting, or by three or more members present personally or by proxy, it shall be taken in such manner as the Chairperson directs. The result of such a poll shall, be the resolution of the meeting, except that in the case of a special resolution, a majority of not less than three quarters of the members who are entitled to do so, vote personally or by proxy at the meeting, is required;
- 15.9 A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting, and without adjournment;

16. Accounts

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association;

17. Winding Up

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

18. 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 a registered charity of the Committee's choice.

19 Management and control of Club funds and property

19.1 Management and control of Club funds shall rest with the Adelaide Rock'n'Roll Club management committee. Expenditure of funds to the value of \$100.00 shall be considered to be 'petty cash' and shall be at the discretion of the committee member at the time the expenditure is to be incurred. Expenditure greater than \$100.00 shall be approved by agreement of not less than fifty percent of the Adelaide Rock'n'Roll Club management committee.

Payment of accounts and reimbursement of expenses incurred on behalf of the Club shall be via EFT or cheque and shall be authorised by a minimum of two authorised club members as required by the bank with which Club funds are held.

19.2

Management and control of Club property shall rest with the Adelaide Rock'n'Roll Club management committee. Purchasing or disposal of Club property to the value of \$100.00 shall be at the discretion of the committee member at the time the purchase or disposal is to occur.

Purchasing or disposal of Club property valued at greater than \$100.00 shall be approved by agreement of not less than fifty percent of the Adelaide Rock'n'Roll Club management committee.

Document History

Version	Release Date	Change
1.0	December 2008	Initial soft copy by Errol Zobel
2.0	December 2009	Added 'Provision for Life Membership'
2.01	September 2010	Changed section 9.5
2.1	September 2012	Changed section 2.2.2 – Life membership requirements; Added 5.3 - Honorary Membership
2.2	September 2014	Changed sections: 9.5 – Committee – number of members 9.7 – Executive Committee eligibility 14.8 & 14.9 – Notification of special meetings to members
2.3	September 2015	Changed section: 9.7 Eligibility for executive committee positions
2.4	May 2021	Corrected section: 2 Associations Incorporation Act, 1995 (SA) to Associations Incorporation Act, 1985 (SA)
2.5	September 2023	Changed section: 9.5 Committee – number of members
3.0	December 2023	Replaced section 9.3; Added section 19 at request of Consumer & Business Services