



The Commonwealth Club of Adelaide

Commonwealth Club of Adelaide Inc.

Club Constitution

Revision Copy

Commonwealth Club of Adelaide Inc.
(Incorporated 16th October 1987)

Constitution

Article 1: Name

The name of the Club is “Commonwealth Club of Adelaide Inc.”

Article 2: Objects

The object of the Club is to promote knowledge and understanding in matters of interest to the community.

Article 3: Membership

- (1) Categories of membership are:
 - (a) Ordinary.
 - (b) Family – being a category of membership available to members of a family living together of whom two adults may be named.
 - (c) Junior/Student – being a category of membership available to persons under the age of eighteen years or full-time students of any age.
 - (d) Institutional – being a category of membership for a corporate body or unincorporated association.
 - (e) Life – being a category of membership subject to sub-clause (2).
 - (f) Such other categories as the Committee from time to time determines.
- (2) There shall be no life members other than:
 - (a) persons who became life members prior to the 15th day of May 1973;
and
 - (b) honorary life members.
- (3) At its discretion the Committee may grant honorary membership to any category for a defined period or for life.
- (4) Any person who notifies his or her name and address to the Secretary and who pays the appropriate subscription shall, upon acceptance of his or her candidature by the Committee, become a member of the Club in the category applied for.
- (5) Subject to sub-clause (6) each person in a family membership shall be deemed to be a separate member for the purposes of this Constitution.
- (6) A member who:

- (a) being in any category of membership but is under the age of eighteen years; or
 - (b) being a family member who is not a named adult;
may attend and speak at a general meeting of the Club but shall not be entitled to vote at a general meeting of the Club and shall not be regarded as a member for any purpose in relation to a general meeting of the Club or otherwise in relation to the affairs of the Club except for so attending and speaking and for participation in activities organised by the Club.
- (7) Any institutional member may from time to time by notice in writing to the Club and signed by a proper officer of the member appoint a natural person as its nominee and from time to time by notice in writing revoke any such appointment.
- The nominee of an institutional member shall be eligible to hold office as an officer of the Club or to be an ordinary member of the Committee as though the person in that role was a member of the Club. The nominee shall be entitled to cast the vote of the institutional member at a general meeting of the Club. In computing a quorum at a general meeting of the Club the nominee shall be counted. The nominee may sign a requisition for a general meeting on behalf of the institutional member. In all other respects the nominee may represent the institutional member and act as its agent at or in relation to a general meeting of the Club.
- (8) The Committee may limit the membership of the Club or the membership of any category of membership of the Club to any number that the Committee considers appropriate.

Article 4: Subscription

- (1) Rates of subscription for each category of membership shall be determined from time to time by the Committee.
- (2) The Committee shall fix the time at which a subscription is payable and the period in respect of which it is payable.
- (3) Subscriptions shall be payable in advance.
- (4) The Committee may if it thinks fit fix an entrance fee for any category of membership payable on admission to membership.

- (5) The Committee may where a person becomes a member during any period in respect of which the subscription is payable waive a proportionate amount of the subscription for that period.

Article 5: Cessation of Membership

- (1) A member shall cease to be a member -
 - (a) if the member resigns; or
 - (b) if the member's subscription being in arrears for three months, and the Committee so determines.
- (2) The Committee may suspend the membership of any member for such period as the Committee thinks fit or expel any member on account of conduct which, in the opinion of the Committee, is detrimental to the interests of the Club. No such resolution for suspension or expulsion shall be passed unless the Committee has given to the member an opportunity to be heard.
- (3) Any person ceasing to be a member shall have no right nor claim upon the Club, its property or funds.
- (4) The Committee may reinstate to membership any person whose membership has been suspended or who has ceased to be a member as from such day (including a past day) and otherwise on such terms as the Committee thinks fit.

Article 6: Property

- (1) The Club has power to acquire and dispose of real and personal property of all kinds.
- (2) The surplus funds of the Club may be invested in such manner as the Club thinks fit.
- (3) The Club shall have the power to vary or transpose any investment.
- (4) The Club has the power to borrow and to give security.

Article 7: Payment of Accounts

- (1) Accounts received for payment by the Club may be paid by Electronic Funds Transfer (EFT).
- (2) A copy of the account for payment by EFT shall be provided by the Secretary to the Treasurer.

- (3) The Secretary shall certify that the account is valid and approve its payment.
- (4) The Treasurer may then pay the account by EFT.
- (5) Payment of accounts received for payment by the Club may also be made by cheque and if made that way the cheque shall be signed by one or more persons as determined by the Committee.

Article 8: Management

- (1) The management of the Club is vested in a Committee, which is to consist of the ex-officio members and not more than nine and not fewer than six ordinary members who must be members of the Club.
- (2) The officers of the Club (who must be members of the Club) shall be President, the Immediate Past President, two Vice Presidents and any other officer determined by the Club in general meeting. Every officer must be a member of the Committee ex-officio unless being the President, the Immediate Past President, or a Vice President those persons elect not to be.
- (3) The officers (other than the Immediate Past President) and the ordinary members of the Committee shall be elected annually by the members of their Club at the annual general meeting and each officer or ordinary member of the Committee so elected shall hold office until the next annual general meeting or until a successor is elected. A person shall not be elected as an officer or ordinary member of the Committee at the annual general meeting without being duly nominated unless the person is retiring from the office or from ordinary membership of the Committee (as the case may be) and notifies the Secretary either orally or in writing before the time within which a nomination must be delivered that the person is submitting himself or herself for re-election.
A nomination must be in writing signed by the candidate to indicate the candidate's consent and by two other members of the Club whose subscriptions are not in arrears. It shall be delivered to the President or Secretary before such time as the Committee fixes and if no time is fixed before noon on the day prior to the annual general meeting. The Committee may extend any time fixed by it for the delivery of nominations.
- (4) The Committee has power to fill any vacancy among the officers or ordinary members including power to fill a vacancy in the office of Immediate Past President by the appointment of a Past President who shall be known as "Past

President” and who shall hold office until there is a person who qualifies as Immediate Past President. Any reference in this Constitution to the Immediate Past President also refers to a Past President whilst holding the office of Past President.

- (5) Except where this Constitution expressly provides to the contrary all powers of the Club are vested in the Committee subject to such regulations consistent with this Constitution as may be made in general meeting. No such regulations shall invalidate any prior act of the Committee which would have been valid had the regulation not been made.
- (6) The Committee may define the duties of the officers.
- (7) The President shall be the Chairperson of meetings of the Committee and in the absence of the President the Committee shall appoint a member of the Committee to be acting Chairperson.
- (8) The quorum for a meeting of the Committee is four members.
- (9) Questions arising in a meeting of the Committee shall be decided by a majority vote. Each member shall have one vote. In case of an equality of votes, the Chairperson shall have a second or casting vote.
- (10) Subject to this Constitution the Committee may regulate its business and proceedings in such manner as it thinks fit.
- (11) The Committee may delegate any of its powers to any member of the Committee or to a sub-committee.
- (12) The Committee shall cause minutes of its proceedings and accounts of the Club to be kept, shall arrange for an annual audit and shall furnish appropriate reports and a balance sheet to the annual general meeting of the Club.
- (13) The validity of the acts of the Committee shall not be affected by any vacancy among its members or by any defects in the appointment of any member.

Article 9: Meetings of the Club

- (1) There shall be an annual general meeting held on a day within five months after the end of the financial year of the Club and at a time and place fixed by the Committee.
- (2) A special general meeting may be called by the Committee at any time and shall be called by the Committee on a requisition signed by at least seven members of the Club and stating the nature of the business to be transacted.

- (3) At least seven days before the annual general meeting or a special general meeting notice shall be given to all members of the club of the holding of the meeting and of the general nature of any business to be transacted.
- (4) Notice may be given either by advertisement in a daily newspaper or by written notice posted or sent by email to all members of the Club. A general meeting shall not be invalidated by any accidental failure to give notice to any member.
- (5) The ordinary business of the annual general meeting shall be the reception of the reports and balance sheet and the election of the officers, ordinary members of the Committee and auditors.
- (6) If any member desires to bring up any special business at the annual general meeting that member shall give notice thereof to the Committee before the expiration of two months after the end of the financial year of the Club but the Committee may accept notice given subsequently if in the opinion of the Committee it would not cause unreasonable expense or inconvenience to do so.
- (7) At all general meetings of the Club the President and in his or her absence a Vice President and in the absence of the President and Vice Presidents a member selected by the meeting shall take the chair. In the case of an equality of votes the Chairperson shall have a second or casting vote.
- (8) Subject to Clause 3 each member present at a general meeting of the Club and whose subscription is not in arrears shall be entitled to one vote.
- (9) The quorum at a general meeting of the Club is seven members whose subscriptions are not in arrears.
- (10) Where the number of nominations for ordinary membership of the Committee exceeds the maximum number fixed by the Constitution, there shall be a secret ballot conducted at the meeting in such manner as the Chairperson of the meeting determines. If the number of nominations does not exceed the maximum the Chairperson of the meeting shall declare the persons nominated to be elected. Officers shall be elected in a like manner.
- (11) Subject to this Constitution all questions shall be decided by the vote of the majority of members present and voting by a show of hands.

Article 10: Seal

The Common Seal of the Club shall not be affixed to any instrument except pursuant to a resolution of the Committee and in the presence of two members of the Committee who must attest to the affixing of the seal.

Article 11: Secretary and Public Officer

- (1) The Committee shall appoint a Secretary and determine his or her duties and remuneration.
- (2) Nothing in subclause (1) limits or derogates from the powers of the Committee under subclause (1) of Clause 8 of this Constitution.
- (3) Unless the Committee otherwise determines the Secretary for the time being is the Public Officer of the Club for the purposes of the Associations Incorporation Act 1985 as amended.

Article 12: Auditor

At each annual general meeting of the Club it shall appoint one or more persons to audit the Club's accounts. Such a person or persons may be a member or members of the Club (but not the Committee) and need not hold any formal qualifications in accounting.

Article 13: Alteration of Constitution

This Constitution may be altered by resolution passed by a majority of two-thirds of the members of the Club present and voting at a general meeting of the Club.

Article 14: Dissolution

If at any general meeting of the Club a resolution is passed for the dissolution of the Club by a majority of three-quarters of the members present and voting the residue of the property of the Club shall after providing for all liabilities be applied in such manner as the general meeting determines for any public educational purpose whereupon the Club shall be dissolved.

Article 15: No Distribution to Members

The Club is prohibited from making any distribution whether in money property or otherwise to its members.

Article 16: Interpretation

- (1) In this Constitution unless the context otherwise requires reference to the singular includes reference to the plural and vice versa, reference to the masculine gender includes reference to the feminine gender and vice versa, and a reference to a person includes a reference to a corporation.
- (2) The article headings do not form part of this Constitution.
- (3) The financial year of the Club shall commence on the 1st day of April in each and every year.
- (4) If there is any variation between this Constitution and the Associations Incorporation Act 1985 as amended from time to time that Act shall prevail.

Article 17: Compliance with the Laws of the State of South Australia and the Laws of the Commonwealth of Australia

- (1) *Incorporation* - The Club is an association registered under, and subject to, the *Associations Incorporation Act 1985* as amended from time to time and the regulations made under the Act.
- (2) *Jurisdiction* – The Club is subject to the law of the State of South Australia under which this corporation is incorporated.
- (3) *Powers* – The Club has all the powers conferred by the Section 25 of the *Associations Incorporation Act 1985* as amended from time to time.
- (4) *Compliance with the Commonwealth of Australia Legislation* – The Club must comply with any relevant Commonwealth legislation.

Notes

FINAL DRAFT FOR ADOPTION 14
JUNE 2023