

South Australian Apple Users' Club Incorporated. Constitution 2012

1. Name

The name of the incorporated association (The Associations Incorporations Act 1985 hereinafter referred to as "the Act") is **SOUTH AUSTRALIAN APPLE USERS' CLUB INCORPORATED**, hereinafter referred to as "the Club".

2. Objectives

The Objectives of the Club shall be:

- 2.1 To provide a not-for-profit organisation to promote the use of Apple computers, Apple iDevices, Apple software and related consumer electronic devices.
- 2.2 To provide a forum where Members can meet to exchange ideas and discuss related problems.
- 2.3 To disseminate information relevant to the Club's objectives and useful to Members.
- 2.4 To liaise with similar clubs throughout the world.

3. Definitions

- 3.1 'General Meeting' means a General Meeting of Members of the Club at which Club business is conducted.
- 3.2 'Activities Meetings' are meetings held to progress the Objectives of the Club at which no formal business of the Club is conducted.
- 3.3 'month' shall mean a calendar month.
- 3.4 'Committee' shall mean the management committee elected to manage the affairs of the Club.
- 3.5 A 'special resolution' is a resolution taken under "the Act" which requires a three-quarters majority to pass.

4. Membership

- 4.1 Membership shall be open to all persons supporting the Objectives of the Club and paying the prescribed subscription.
- 4.2 The Committee shall have the right to refuse membership to any person without assigning any reason therefor.
- 4.3 A register of Members shall be kept and contain:
 - 4.3.1 the name, home address and contact address details of each Member
 - 4.3.2 the date on which each Member was admitted to the Club
 - 4.3.3 the date and reason(s) for termination of membership.
- 4.4 The Committee may decide the class of membership offered by the Club and the voting rights attributable to each class at any General Meeting.
- 4.5 Classes of membership include:
 - 4.5.1 Individual full membership - one vote
 - 4.5.2 Family membership - one vote only
 - 4.5.3 Life membership - one vote.

5. Management

- 5.1 The Club shall be managed by an elected Committee comprising four Executive Members and three to six other financial Members of the Club.
- 5.2 The Executive Members of the Club shall be President, Vice-President, Secretary, and Treasurer.
- 5.3 All Committee Members and Office-bearers are elected for a term which concludes at the next Annual General Meeting and shall stand down at that Annual General Meeting when a new Committee shall be elected.
- 5.4 Office-bearers shall be elected at any General Meeting or may be appointed by the Committee.
- 5.5 The Committee has responsibility for the management of the funds and property of the Club.
- 5.6 The Committee may make By-Laws consistent with the Club's Constitution for efficient management of the Club and subject to approval by Members.

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5.7 Members shall have the right to appeal against any By-Law at a General Meeting.

5.8 The Committee may appoint Sub-committees for specific purposes and define their duties.

5.9 A quorum for Committee meetings shall be one half plus one or more of the Committee Members and shall include at least two Executive Members.

5.10 The Committee shall have the power to co-opt further Committee Members to a maximum of ten Members and may fill casual vacancies.

5.11 The Committee shall appoint a Public Officer of the Club as required by the Act.

5.12 The Committee shall have authority to interpret the meaning of this Constitution, its associated By-Laws and any matter relating to the affairs of the Club on which this Constitution is silent.

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

6. Meetings

6.1 The Annual General Meeting shall be held in March each year.

6.2 General Meetings shall be convened and conducted in accordance with the Club By-Laws.

6.3 A Special General Meeting may be called by the Committee, or upon request in writing of not less than ten (10) financial Members.

6.4 A quorum for any General Meeting shall be 10% of the total number of memberships eligible to vote at the time of that meeting, present in person or by proxy.

6.5 Each financial membership shall be entitled to only one vote.

6.6 Proxies, e-mail and on-line voting will be allowed at the discretion of the Committee and Members shall be advised if allowable for each General Meeting.

6.7 Business conducted at a General Meeting other than a Special General Meeting may include items raised by Members notified to the Secretary at least 14 days prior to the date of the meeting.

6.8 Business conducted at a Special General Meeting shall be restricted to the items listed in the notification of that meeting.

6.9 Minutes of all proceedings of General Meetings of the Club and of meetings of the Committee, shall be entered in minute books kept for the purpose within one month after the relevant meeting.

6.10 The minutes kept shall be confirmed by resolution in General Meeting or the Members of the Committee in Committee Meeting at the next held relevant meeting.

6.11 The minutes kept shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the meeting at which the minutes are confirmed.

6.12 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 at the meeting shall be deemed to have been duly conducted and that all decisions made by the Meeting shall be deemed to be decisions of the Club.

7. Subscriptions, Fees and Levies

7.1 The Club shall be financed essentially by subscriptions, fees and levies.

7.2 All moneys received by any person on account of the Club shall be paid to the Treasurer who shall pay it into the Club's banking account.

8. Finance

8.1 The Club financial year is a period of 12 months commencing on 1 January and ending on 31 December of each year.

8.2 The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.

8.3 The Committee shall cause proper books of account to be kept and balanced. Monthly statements and cumulative year to date statements shall be presented at each Committee

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meeting. A statement of receipts and expenditure and a balance sheet, duly audited, shall be tabled at each Annual General Meeting.

8.4 An Auditor shall be nominated by the Committee for appointment by vote at the Annual General Meeting or by the Committee at its first meeting after the Annual General Meeting.

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8.5 The books of accounts, vouchers and other financial records shall always be the property of the Club and shall be open to inspection at any time by any financial Member of the Club.

8.6 As a not-for-profit organisation all moneys, subscriptions, levies or fees received shall go towards the financing of the Club and its activities.

8.7 The income and capital of the Club 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 bona fide remuneration of a Member for approved services rendered or approved expenses incurred on behalf of the Club.

8.8 No Member other than a Committee Member and only if authorised by the Committee shall have the power to enter into any contract on behalf of the Club or otherwise pledge its credit.

8.9 No liability or obligation entered into or incurred without authority as aforesaid shall be in any way recognised or accepted by the Committee unless confirmed by resolution of the Committee.

9. Dispute Resolution

Disputes shall be resolved according to provisions in the Club By-Laws.

10. Cessation of Membership

10.1 A Member may resign from the Club by giving notice in writing to the Secretary.

10.2 A Member shall forfeit membership if unfinancial in the terms of the Club By-Laws.

10.3 The Committee shall have the right to suspend or expel any Member for misconduct or breach of the Club Constitution or By-Laws, but only if the provisions in the By-Laws are met.

11. Dissolution

11.1 The Club shall be dissolved only at an Annual General Meeting or Special General Meeting.

11.2 Notice of dissolution giving reasons for dissolution shall be sent to all financial Members at least 21 days before the meeting at which such dissolution is to take effect.

11.3 A motion to effect dissolution shall require a three-quarters majority of financial Members.

11.4 In the event of dissolution the Club's assets after all liabilities have been met shall go to such charitable organisations as determined by a majority of three-quarters of financial Members.

12. Amendment of the Constitution

Amendments to this Constitution require a three-quarters majority vote at a General Meeting of the Club financial Members, which meeting shall be constituted in accordance with Clause 6 of this Constitution and provided notice of 21 days has been given to all financial Members.

13. By-Laws

13.1 The Committee may formulate, issue, adopt, interpret and amend By-Laws for the proper advancement of the Objectives, management and administration of the Club. Such By-Laws shall be consistent with this Constitution and any policy directives of the

This is the annexure marked 'A' referred to in the statutory declaration of

made on the day of 2012 before me

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Committee. Amendments to By-Laws shall require approval by Members by a simple majority vote in General Meeting.

13.2 All By-Laws are binding on the Club and all Members.

13.3 All Members on accepting membership of the Club agree to be bound by its Constitution and By-Laws.

14. Interpretation

The interpretation of this Constitution and its associated By-Laws shall be that of the Committee.

