



THE RULES OF ASSOCIATION OF THE SOUTH AUSTRALIAN SQUARE DANCE SOCIETY



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1. NAME

The Society shall be called The South Australian Square Dance Society Incorporated.

2. DEFINITIONS

- 2.1. "The Society" shall mean The South Australian Square Dance Society Incorporated
- 2.2. "The Committee" shall mean the Committee of Management of the Society
- 2.3. "The Executive" shall comprise the officers of the Society noted in clause 7.3.c.
- 2.4. "Term Of Committee Members" shall mean the time between the close of the Annual General Meeting (AGM) the member is elected through the next AGM and beyond to the end of the following AGM regardless of the dates of each when the newly elected or re-elected member shall take the position.
- 2.5. "A Club" shall mean any Recognised (Square Dance) Club
- 2.6. "Recognised Club" shall mean any club:
 - 2.6.a. Which is a Square Dance Club and dances a programme recognised in the Regulations and normally dances at least once a fortnight;
and
 - 2.6.b. has financial members of the Society who have nominated the Club as their Principal Club.
 - 2.6.c. May be "in recess" for a period agreed by the Committee regulations
- 2.7. "Voting Members shall be those members aged 18 years or over who are present personally or by proxy and entitled to vote at any general meetings of the Society.
- 2.8. "Callerlab" - International Association of Square Dance Callers
- 2.9. "The Act" shall mean the Associations Incorporations Act, 1985 (as amended).
- 2.10. "Rules" shall mean the Rules of Association of this Incorporated Association.

3. OBJECTIVES

- 3.1. To encourage and foster the development of the Square Dance movement in South Australia.
- 3.2. To publicise and create an appreciation of modern Square Dancing.
- 3.3. To organise the State Convention and Society/Combined Dances and encourage the clubs to organise and participate in joint club ventures.
- 3.4. To develop friendship, unity between Square Dance Clubs, other Dance Clubs, and dancers.
- 3.5. To foster the formation of new Square Dance Clubs particularly in areas where no club exists.
- 3.6. To provide opportunities to assist clubs financially where possible, particularly with learner classes.
- 3.7. To support and liaise with National and Interstate Square Dance bodies.
- 3.8. To be available to assist members in a dispute with another party related to Square Dancing when other attempts at resolution have failed (refer to clause Resolution of Disputes).
- 3.9. Respect the autonomy and differences of the individual clubs and promote their freedom in running clubs in respect to matters such as pricing, callers, dates of dances, levels of dancing etc.
- 3.10. To plan and conduct the Society's financial affairs in such a manner as to generate surplus funds adequate to regularly fund special events, research projects, promotional campaigns, capital purchases, equipment replacement and the like.

4. CLASSIFICATION

This association is a not-for-profit organisation.

5. POWERS OF THE SOCIETY

- 5.1. The Society shall have all powers conferred by section 25 of the Act

6. MEMBERSHIP

6.1. TYPES

The classes of membership shall be:-

- 6.1.a. Ordinary members - real persons upon acceptance and the payment of subscriptions.
- 6.1.b. Affiliate members: Square Dance Clubs and other organisations related to square dancing with rights according to the Bylaws.
- 6.1.c. Life Members - At an Annual General Meeting of the Society, the members may, in accordance with Bylaws, elect any person a Life Member for services rendered to the Society. A Life Member shall be entitled to Ordinary Membership without payment of any subscription.
- 6.1.d. Life Membership nominations from the floor will not be accepted.

6.2. SUBSCRIPTIONS

- 6.2.a. Membership subscriptions shall be annual, other than for life members, and shall entitle the member to membership of the Society, subject to 6.2.b. below.
- 6.2.b. A member, other than a life member, shall become un-financial if the subscription is not received by the Membership Secretary by the July 31st.
Membership subscriptions shall be as determined by the Committee from time to time and will be paid annually, or pro-rata if joining during the year.

6.3. RESIGNATIONS

A member may resign from membership of the Society by giving written notice to the Membership Secretary of the Society.

6.4. EXPULSIONS

- 6.4.a. 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 the charge of significant ethical, moral or criminal misconduct detrimental to the interests of the Society,
- 6.4.b. Particulars of the charge shall be communicated to the member at least twenty-eight (28) days before the meeting of the committee at which the matter will be determined.
- 6.4.c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall (Subject to 6.4.d. below), cease to be a member fourteen (14) days after the committee has communicated its determination to the member.
- 6.4.d. It shall be open to a member to appeal the expulsion to the Society at a general meeting. The Intention to appeal shall be communicated to the Membership Secretary of the Society within

- fourteen (14) days after the committee has communicated its determination to the member.
- 6.4.e. In the event of an appeal under 6.4.d above, the appellant's membership of the Society shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the Society in general meeting after the appellant has been heard by the members of the Society, and in such event, membership will be terminated at the date of that general meeting at which the determination of the committee is upheld.
- 6.4.f. A final appeal can be placed through the courts in accordance with Section 61 of the Act.

6.5. **REGISTER OF MEMBERS**

- 6.5.a. A register of members must be kept and contain:
- 6.5.a.i. The name and address of each member
- 6.5.a.ii. The date on which each Life Membership to the Society was bestowed.
- 6.5.a.iii. If applicable, the date of, and reason(s) for, termination of membership

7. **THE COMMITTEE**

7.1. **POWERS AND DUTIES**

- 7.1.a. Without limiting powers by law or these rules or otherwise invested in them, the Committee shall have the power to manage the Society and enter into such contracts in the name and on behalf of the Society as it shall deem advisable, and shall at all times dispose of the funds of the Society as it deems best for carrying out the objectives of the Society.
- 7.1.b. The Committee may from time to time appoint such sub-committees as it may deem necessary and may delegate such sub-committees such powers as it sees fit.
- 7.1.c. Any sub-committee appointed, whether by the Committee, or the State or National Convention Convenor, shall report to the Committee at each advertised meeting during the existence of the sub-committee. Such report shall include detailed information of any action taken by such sub-committee.
- 7.1.d. The President or their delegate shall be an ex-officio member of every sub-committee.
- 7.1.e. The Committee has the responsibility for the management and control of the funds and other property of the Society.

- 7.1.f. The Committee may make or amend regulations and by-laws for the general management of the Society provided such do not contradict the Act or this Rules of Association.

7.2. THE EXECUTIVE

- 7.2.a. The Executive may exercise all or any powers conferred on the Committee by these Rules, subject to the Regulations and such actions and decisions being ratified by the Committee at its next meeting. At any meeting of the Executive 75% of the members shall form a quorum. All members of the Executive shall be advised of and invited to take part in any Executive meeting.
- 7.2.b. The Executive shall only meet if a quorum cannot be achieved for an extraordinary Committee meeting or they have been directed to meet by the Committee in which case only the items of business referred to them shall be discussed.

7.3. APPOINTMENT

- 7.3.a. The Committee shall comprise of the Executive and no less than six representatives as detailed in Bylaws (subject to 7.3.e)
- 7.3.b. SACA and SARDA representatives may attend as liaison persons and unless also an elected member of the Committee shall not have a vote at meetings.
- 7.3.c. The officers of the Society (The Executive) shall be:
President
Vice-President
Secretary
Membership Secretary
Treasurer
- 7.3.d. No officers of the Society may simultaneously be an officer (or equivalent) of any Square Dance state-wide organisation except for SACA, SARDA or a Recognised Club.
- 7.3.e. Officers and Representatives of the Society shall be elected for a term to the conclusion of two (2) consecutive AGMs.
and
- 7.3.e.i. subject to 7.3.e.iii shall be limited to two (2) consecutive terms, subject to a position not being filled at the general meeting, where the incumbent may be invited to serve for consecutive twelve (12) month terms until an alternate is elected. If a position is not filled at a general meeting, the incumbent may be invited to serve for consecutive terms of up to twelve (12) months until an alternative is elected or appointed.
- 7.3.e.ii. Should this invitation not be accepted a casual vacancy shall be filled under 7.3.i below.
- 7.3.e.iii. Where the Vice President is elevated due to a resignation of the President their service as Vice President shall not impede

- the now President from serving the two complete consecutive terms.
- 7.3.f. Every effort should be made to ensure even representation of clubs on the committee. Representation should be limited to four (4) committee members from any club where possible. For further details refer Bylaws for General Meetings.
- 7.3.g. When the date of the year is even the following shall retire and election shall be held for:
 Vice-President
 Secretary
- 7.3.h. In odd years, the following officers shall retire, and elections shall be held for:
 President
 Membership Secretary
 Treasurer
- 7.3.i. Should an election be held for any position out of the above sequence that appointment shall be for the term up and until the next annual or special general meeting.
- 7.3.j. The names of all financial members proposed for election as Officers or Representatives shall be forwarded to the Secretary of the Society at least a clear twenty-eight (28) days before the Annual or Special General Meeting.
- 7.3.k. If there are no nominations for one or more positions prior to the meeting, nominations for those positions will be accepted at the meeting.
- 7.3.l. Any vacancy occurring in the membership of the committee shall be filled by the Committee, or at a general meeting, until the next general meeting, however should a majority of the Committee resign at any time the remaining members of the Committee shall convene a Special General Meeting of the members of the Society to fill vacancies and nominations shall be accepted at the meeting.
- 7.3.m. The Committee shall appoint a State Convention Convenor according to the Bylaws at a general meeting.
- 7.3.n. The Committee will ensure that a Public Officer is appointed at all times as per the Act.

7.4. PROCEEDINGS OF COMMITTEE

- 7.4.a. Committee meetings in accordance with the Bylaws shall be held for the dispatch of business. Committee meetings may only be cancelled or postponed by a majority of the committee or the president and at least two (2) executive members in writing.
- 7.4.b. A Quorum at meetings of the Committee, a quorum shall be formed with 50% plus one of the Committee Members present in person or online, to include at least two (2) executives.

- 7.4.c. Where a quorum is not achieved either in person or online the meeting shall be rescheduled seven (7) days hence, or at the earliest available date when this is not possible, either in person or online.
- 7.4.d. Questions arising at any meeting shall normally be decided by a majority vote.
- 7.4.e. In the case of a tied vote the committee shall refer to procedures set down by the Bylaws.
- 7.4.f. The Committee or a quorum thereof may act notwithstanding any vacancy.
- 7.4.g. The Committee shall develop and maintain Regulations for the process of Committee and Executive meetings and nominate a meeting procedures book as their reference.
- 7.4.h. The President and two (2) executive members, in writing, may summon an extraordinary meeting to carry out any business of the Society provided that ten (10) days' notice, and notice is given to all members of the committee including the business to be considered.
- 7.4.i. Five (5) of the committee members, in writing, may summon an extraordinary meeting to carry out any business of the Society provided that ten (10) days' notice, and notice is given to all members of the committee including the business to be considered.
- 7.4.j. A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Society, 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 society.
- 7.5. **DISQUALIFICATION OF COMMITTEE MEMBER**
 - The position of a Committee Member shall become vacant if:
 - 7.5.a. Any member of the Committee who shall be absent from three (3) consecutive meetings, without special leave of absence from the Committee, shall cause the position to be declared vacant.
 - 7.5.b. The Committee may, at any time remove from office any Committee Member, or any other official, and may appoint another in his place, by special resolution carried at a meeting of the Committee called for that purpose. All books, papers, documents, money and any other property of the Society held by such officer so removed shall, immediately upon such removal, be handed over to the appointed officer. Any official removed under this clause shall have the same right of appeal as is provided in clause 5.3 hereof.

7.6. **TRANSITION**

- 7.6.a. Any person in one of these positions at the time of the adoption of these Rules shall remain until the next scheduled election for that position.
- 7.6.b. At the earliest convenience, the Society Committee shall form a Dispute Committee of five (5) persons not currently on the Society Committee.
- 7.6.c. Any Bylaws mentioned in these Rules requiring member approval that have not been approved at the AGM shall apply as interim Regulations, provided that such are approved and/or amended by the Society members at the next AGM after Rules are adopted.

8. **THE SEAL**

- 8.1. The Society shall have a common seal upon which its corporate name shall appear in legible characters and will be secured by the Public Officer.
The seal shall not be used without the express authorisation of the Committee, and every use of the seal shall be recorded in the minute book of the society. The affixing of the seal shall be witnessed by the Public Officer and at least one of the President and the Secretary.

9. **GENERAL MEETINGS OF THE SOCIETY**

9.1. **ANNUAL GENERAL MEETINGS**

- 9.1.a. The Committee shall call an Annual General Meeting each year in accordance with the Act and within six (6) months of the end of the financial year of the Society unless exempted under the Act. The items of business at the meeting, as ordered by the Committee in a published agenda, shall be:–
 - 9.1.a.i. Ratification of Committee Confirmation of minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting.
 - 9.1.a.ii. Consideration of the accounts and reports of the Committee and the financial reviewer's report.
 - 9.1.a.iii. Declaration of Scrutineers, Reference Group and Returning Officers as applicable
 - 9.1.a.iv. The election of Committee members.

- 9.1.a.v. The Appointment of a Dispute Committee.
- 9.1.a.vi. The appointment of a financial Reviewer.
- 9.1.a.vii. Business requiring consideration by the Society in General Meeting for which due notification has been given.
- 9.1.a.viii. Any other business the meeting wishes to refer to the Committee
- 9.1.b. An AGM may be postponed at the discretion of the Committee by Ordinary Resolution.

9.2. NOTICE OF ANNUAL GENERAL MEETINGS

- 9.2.a. A Notice of Motion by a member to alter, add or rescind any part of this Rules of Association shall be given to the Secretary at least forty-two (42) days before the date of the Annual General Meeting and shall be distributed to members at least twenty-one (21) days prior to the date of the meeting.
- 9.2.b. At least forty-nine (49) days' notice of the time and place of the meeting shall be given to members.
- 9.2.c. Notice of any matter, other than 9.2.a. above, any members desire to bring forward at any Annual General Meeting shall be given in writing to the Secretary at least twenty-eight (28) days before the date of the meeting.
- 9.2.d. Notice of the business to be transacted at the meeting other than 9.2.a above shall be given to the members at least fourteen (14) days prior to that meeting.

9.3. SPECIAL GENERAL MEETINGS (SGM)

- 9.3.a. The Committee may call a Special General Meeting of the society with appropriate notice at any time.
- 9.3.b. Twenty (20) members or fifteen (15) percent of Society members (whichever is the less) may request that a SGM of the Society be called by the committee who shall summons such SGM within ninety (90) days of the date of receipt of such request.
Every requisition for a SGM shall be signed by the relevant members and shall state the purpose of the meeting.
- 9.3.c. No motions for alteration of the rules shall be permitted at the SGM.

9.4. NOTICE OF A SPECIAL GENERAL MEETING

- 9.4.a. Notice shall be given at least fourteen (14) days prior to the date scheduled. Said notice to provide location, date, and nature of business to be transacted. If such is to Windup the Society or for another special resolution, the notice shall be extended to twenty-one (21) days.
- 9.4.b.

9.5. REQUIREMENTS FOR GENERAL MEETINGS

Additional General Meeting Procedures shall be determined Bylaws.

- 9.5.a. At any General Meeting of the Society, if at least twenty (20) voting members or fifteen percent (15%) of the voting members of the Society, whichever is the less.
Twenty-five (25) percent of those present shall not be committee members or candidates for positions and 50% may be by proxy.
- 9.5.b. Should there not be a quorum at the expiration of the half hour from the time appointed for the meeting, the members will adjourn the same to a place, date and hour at least seven (7) days from the meeting and those present shall form the quorum.
- 9.5.c. The President shall be the **Chair** of the **general** meeting. In the absence of the President the Vice President shall be the **Chair** of the meeting. In the absence of the President and the Vice-President, the meeting may appoint a voting member thereof as Chair and such member shall, while so acting, exercise all the power of the President.
- 9.5.d. Minutes of an AGM or SGM will be released to the members as per the Regulations.

9.6. VOTING AT GENERAL MEETINGS

- 9.6.a. All Members aged 18 years or over, who have been financial members for at least 28 days and any life member, shall have the right to vote in person or by proxy at all General Meetings of the Society.
- 9.6.b. Any member eligible to vote at the meeting may apply for a proxy. The proxy holder may have multiple proxies as determined under the Bylaws. The official proxy form should be used giving the maximum possible notice, presented to the Returning Officer within the time specified in the notices for a proxy.
- 9.6.c. Voting for the position of President (when held) shall be independent of other elections so that the President as the Chairperson can hand the Chair to another as per Bylaws for General Meetings, to conduct the election. The Current President shall resume the Chair for all other elections and the balance of the meeting regardless of the result thereof.
- 9.6.d. All elected or appointed positions shall take effect at the end of the current general meeting.
- 9.6.e. If a secret ballot is demanded by at least five members, it must be conducted in a manner specified by the initial Chair of the meeting and the result of the poll is the resolution of the meeting on that question.
- 9.6.f. A vote demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other decision may be conducted at any time before the close of the meeting.

- 9.6.g. A candidate may immediately, after the declaration of the vote, call for a recount.
- 9.6.h. In the event of a tied ballot or a tied motion the result shall be determined as per the Bylaws.

9.7. SPECIAL AND ORDINARY RESOLUTIONS

- 9.7.a. **A Special Resolution of an incorporated association (according to the Act) means:-**
where the rules of the association provide for the membership of the association:
 - (a) 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.**
- 9.7.b. An Ordinary Resolution is a resolution passed by a simple majority at a general meeting.

10. MINUTES

- 10.1. The Committee shall cause minutes of every meeting of the Society to be recorded as per the Bylaws.
- 10.2. When in the absence of a quorum at any meeting of the Committee, no business can be transacted. Consideration of such business shall be adjourned to the next Ordinary Meeting of the Committee. The Secretary shall record in the minute book reason for such adjournment.

11. FINANCIAL REPORTING

11.1. FINANCIAL YEAR

The financial year shall be the period of 12 months commencing on 1st July.

11.2. ACCOUNTS TO BE KEPT

- 11.2.a. The Committee shall operate an account or accounts with a recognised financial institution of all monies belonging to the Society. Such account/s, electronic or otherwise, shall be authorised by any two (2) of the following signatories to the accounts:– President, Vice President, Secretary, Treasurer.
- 11.2.b. Expenses, necessarily and actually incurred on behalf of the Society, shall only be reimbursed on valid proof of payment.
- 11.2.c. The Society shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society in accordance with the Act.
- 11.2.d. At the discretion of the Committee, a sub-committee may open an account for the duration of the sub-committee. Accounts created for sub-committees shall have the Society Treasurer and at least one (1) other Society signatory (refer Clause 11.2.a.) along with the Convenor/Chair and Treasurer of that sub-committee as signatories.

11.3. ACCOUNTS AND REPORTS

- 11.3.a. The accounts together with a report from a financial Reviewer of the accounts, shall be published to all members in the state newsletter prior to the Annual General Meeting to meet the requirements of the Act.

11.4. APPOINTMENT OF FINANCIAL REVIEWER

- 11.4.a. At each Annual General Meeting, the members shall appoint a person to be a financial Reviewer of the Society in accordance with the Act and shall not be related to, work for or with any member of the committee.
- 11.4.b. If an appointment is not made at an Annual General Meeting, the Committee shall appoint a financial Reviewer for the current financial year as soon as possible.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

- 12.1. The income and capital of the society 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 a bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Society.

13. DISPUTE RESOLUTION

This process is the preferred way of the society to deal with a dispute

- 13.1. The dispute resolution procedure set out in this rule applies under these Rules between:
- 13.1.a. A member and another member.
 - 13.1.b. A member and the Society or its committee.
 - 13.1.c. A member and another party connected to Square Dancing.
- 13.2. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.
- 13.3. 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 by the parties.
- 13.4. If still unresolved the Dispute Committee will be actioned.
- 13.5. The Dispute Committee shall be appointed annually at the Annual General meeting of the Society and consist of five (5) members of the Society to hear and rule on the matter, in accordance with the Bylaws.
- 13.6. Should a member of the Dispute Committee be involved in the dispute or be too close to the situation they will be excused, or excuse themselves, and be replaced by another member decided by the balance of the Dispute Committee.

14. WINDING UP

- 14.1. The Society may be wound up by a special resolution at a general meeting of the Society. Where the Society is unable to call a general meeting, it may be wound up on behalf of the Society in the manner provided for in the Act.

15. APPLICATION OF SURPLUS ASSETS

- 15.1. If upon the winding up or dissolution of the Society, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other incorporated body with similar objectives to the Society in accordance with a Memorandum of understanding (MOU) document held by the committee and which shall prohibit distribution of its income and property among its or their members, and which is a fund, authority or institution as determined by section 23 of the Income Tax Assessment act 1936 (as amended).

16. RULES

- 16.1. These rules may be altered (including an alteration to the society's name) by Special Resolution of the members of the Society at an Annual General Meeting. This includes revision or replacement by substitute rules.
- 16.2. The alteration shall be registered with the Government Office responsible for the administration of the Act.
- 16.3. The registered rules shall bind the Society 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.
- 16.4. The Rules shall be reviewed at least every five years.

17. BYLAWS ETC AND THEIR AVAILABILITY

- 17.1. At the least, a list of Bylaws, Regulations and/or policies including those required by these rules, along with the person or persons responsible to approve them and the date of the latest update and the date of review thereof shall accompany these Rules in a schedule "A".
- 17.2. A copy of these Rules and Schedule "A" along with the detailed Bylaws, Regulations, Trust Documents, Memoranda of Understanding and/or policies shall be available at all meetings of the Society.