



ADELAIDE BUSINESS STUDENTS' SOCIETY

# The Constitution of the ABSS

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|   |             |
|---|-------------|
| <b>Name</b>   | <b>1.0</b>  |
| <b>Definitions</b>                                      | <b>2.0</b>  |
| <b>Objects or purposes</b>                              | <b>3.0</b>  |
| <b>Powers</b>   | <b>4.0</b>  |
| <b>Membership</b>                                       | <b>5.0</b>  |
| Types   | 5.1         |
| Subscriptions   | 5.2         |
| Resignations  | 5.3         |
| Expulsion of a member                                   | 5.4         |
| Register of members                                     | 5.5         |
| <b>The committee</b>                                    | <b>6.0</b>  |
| Powers and duties                                       | 6.1         |
| Appointment   | 6.2         |
| Proceedings of committee                                | 6.3         |
| Disqualification of committee members                   | 6.4         |
| <b>The seal</b>   | <b>7.0</b>  |
| <b>General meetings</b>                                 | <b>8.0</b>  |
| Annual general meetings                                 | 8.1         |
| Special general meeting                                 | 8.2         |
| Notice of general meetings                              | 8.3         |
| Proceedings at general meetings                         | 8.4         |
| Voting at general meetings                              | 8.5         |
| Poll at general meetings                                | 8.6         |
| Special and ordinary resolutions                        | 8.7         |
| Proxies   | 8.8         |
| <b>Minutes</b>  | <b>9.0</b>  |
| <b>Dispute resolution</b>                               | <b>10.0</b> |
| <b>Financial reporting</b>                              | <b>11.0</b> |
| Financial year  | 11.1        |
| Accounts to be kept                                     | 11.2        |
| Accounts and reports                                    | 11.3        |
| Annual returns  | 11.4        |
| Appointment of auditor                                  | 11.5        |
| <b>Prohibition against securing profits for members</b> | <b>12.0</b> |
| <b>Winding up</b>                                       | <b>13.0</b> |
| <b>Application of surplus assets</b>                    | <b>14.0</b> |
| <b>Rules</b>  | <b>15.0</b> |
| <b>Additional resources</b>                             | <b>16.0</b> |

## **1.0 Name**

The Name of the incorporated association is the Adelaide Business Students' Society, referred herein as 'the association'.

## **2.0 Definitions**

For all purposes herein, unless contrary intention appears:

- a. 'ABSS' means Adelaide Business Students' Society.
- b. 'AGM' means Annual General Meeting.
- c. 'Business School' means the University of Adelaide Business School or the appropriate higher level employee within the business school who can be said to represent the business school such as the Business School Manager or Head of School or a person or agent appointed on their behalf.
- d. 'Committee' means General Committee of the Adelaide Business Students' Society.
- e. 'Committee Member' means a Member of the General Committee other than those committee members that are part of the Executive.
- f. 'Constitution' shall mean Constitution of the Adelaide Business Students' Society.
- g. 'Executive' means those positions defined under section 6.2
- h. 'Member' means a student studying towards the degree of Bachelor of Commerce, Bachelor of Finance, Bachelor of Economics, Masters of Business Administration or any other post-graduate qualification within the Adelaide Business School.
- i. 'Notice' means A4 sized notices placed on University of Adelaide noticeboards or electronically communicated notices to Members placed on the website of the Adelaide Business Students' Society or distributed via any other electronic medium.
- j. 'Office' means the position held on the Committee by Committee Members.
- k. 'the Act' means the *Associations Incorporations Act 1985*
- l. 'Month' shall mean one calendar month
- m. 'Published' shall mean elected members of the committee.

Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretations Act dd1915 (SA) and the Act as in force from time to time.

## **3.0 Objects and Purposes**

The aims and purposes of the ABSS shall be as follows:

- a. To facilitate, encourage and improve the education of business and commerce at the University of Adelaide.
- b. To provide students with a range of social activities for the benefit of all its members.
- c. To enable students to establish a foundation for potential careers by organising workshops and other professional/corporate events.
- d. To represent its members at inter-varsity, inter-faculty or inter-state student society conventions and meetings when called upon to do.
- e. To advance and represent the interests of its members generally whether academically, vocationally, socially or otherwise.

## **4.0 Powers**

The committee are allowed to make changes to rules (in association with constitution rules) in respect to:

- a. Faculty Relations but not allowed to change the conduct of its operations specifically in regards to s.5, 6, 11 and 13.
- b. Sponsorship and endorsements
- c. Membership
- d. Finances but excluding regulations and recordings
- e. External university affairs
- f. Control and management of assets
- g. Behaviour regulations of committee/members at ABSS events when acting within their ability
- h. Committee structure and committee proceedings
- i. Giving the ABSS power to modify the conduct of its operations with in order to achieve its specific objectives with respects to s4 b, f, g and h.
- j. Voting rights and regulations

Only through the business school's approval does the ABSS have the ability to change rules and regulations according to:

- a. Financial accountability as outlined in the constitution
- b. Elections procedure
- c. Changes to the constitution

All changes must take place at a special general meeting or general meeting in accordance to rules outlined in s8.2 and s8.3.

## 5.0 Membership

### 5.1 Types

- a. **Automatic Adelaide University Business Student membership:** By becoming a student at the University of Adelaide as enrolled as part of the Business school, students are automatically members of the ABSS and therefore have automatic voting rights. They do not however have a members discount or any other paid members benefits automatically allocated to them. If the student is not a paid member, they must provide evidence that they are part of the business school.
- b. **Paid Adelaide University Business Student membership:** In addition to being an automatic member, an Adelaide University student can choose to pay a nominal membership fee subject to committee approval which entitles them to a membership card. All other membership capacities are the same as an automatic member
- c. **Non-Business school Adelaide University Student Membership:** Any non business school Adelaide University student may become a member of the ABSS by choosing to pay a nominal membership fee subject to committee approval.
- d. **Non Adelaide University Student Membership:** A non Adelaide University Student is eligible to become a member of the ABSS. Through payment of a membership fee they will be entitled to the same entitlements as a paid non-business school Adelaide university student membership including voting rights.
- e. **Non Paid Non Adelaide University Student Membership:** A non Adelaide University Student is eligible to become a member of the ABSS. If they are not a paid member they are only eligible for

access to ABSS events and access to ABSS informative material.

## **5.2 Subscriptions**

- a. The membership fee for all paid memberships is set by the committee from year to year unless otherwise discounted for promotional reasons.
- b. The membership fees are payable immediately in order to achieve paid membership status. These fees are payable once every year.

## **5.3 Resignations**

A member may resign from membership of the association by giving written notice to the secretary or public officer of the association or an oral notice given at a general meeting.

## **5.4 Expulsion of a member**

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel an elected member upon a charge of misconduct in any way detrimental to the interests of the association. Such a resolution will have effect if passed by a 75% majority of those present at a general meeting if attendance is above 7 members.
- b. Particulars of the charge shall be communicated to the member at least one week before the meeting of the committee at which the matter will be determined.
- 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 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d. It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.
- e. In the event of an appeal under 5.4d above, 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 a general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.
- f. Conditions of re-admittance to the ABSS for an expelled member are subject to approval by the ABSS committee. Such a resolution will have effect if 25% of committee members believe appeal should be granted they may appeal to the business school. Such a resolution must be passed at a weekly meeting. If the business school then approves of re-admittance, the member is entitled to return to the ABSS.
- g. Expulsion of non elected members are only subject to s.5.4 b,c,d. Subject to giving a non elected member an opportunity to be heard or to make a written submission, the committee may resolve to expel a non elected member upon a charge of misconduct in any way detrimental to the interests of the association. Such a resolution will have effect if passed by a 50% majority of those present at any meeting if attendance is above 7 members.

## **5.5 Register of members**

A register of members must be kept and contain:

- i) The name and email address of each member
- ii) The date on which each member was admitted to the association, and
- iii) If applicable, the date of and reason(s) for termination of membership.
- iv) Optionally, the postal/email address of the member

If the aforementioned data was not collected prior to the institution of this constitution, data for new members in the future must be recorded according to the rules of s5.5.

## **6.0 The Committee**

### **6.1 Powers and Duties**

- a. The affairs of the association shall be managed and controlled 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 general meeting.
- b. The committee has the management and control of the funds and other property of the association.
- c. The business school shall have the final 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.
- d. The committee shall appoint a public officer as required by the act
- e. Whilst the committee has final authority over management and control of the funds and property of the association, this is conditional to rule 6.1(f)
- f. Spending of any funds not agreed upon relating to primary expenses approved at a general meeting must be approved by a member of the executive and kept as a record of the expense of which a copy must be kept in the ABSS office for no less than two years.
- g. Any gross violations of s6.1f or s12 will leave committee members personally liable (both jointly and severally) for the misuse of funds. Determinations of such violations are subject to majority committee interpretation of s12, rules outlined in the Act and s6.1f.
- h. The committee has the power to perform all acts and things as appear to the committee as essential for the proper management of the business and affairs of the ABSS, subject to these rules and the implied or express wishes of the University of Adelaide Business School.
- i. It is the express duty of the ABSS committee to transfer all relevant ABSS documents, financial records and capital investment to the new committee (elect) at absolutely no later than the 15<sup>th</sup> of December of the year of their election. Election results must be kept as a permanent record for no less than two years after the date of the election.
- j. By partaking in any capacity as a member or aid of the ABSS, such persons are subject to be ruled by this constitution.

## 6.2 Appointment

- a. The committee shall be comprised of officers of the executive. The executive shall be comprised of:

### **Elected Positions**

The President  
 The Vice President  
 Sponsorship Director  
 Activities Director  
 Career Services Director  
 Secretary  
 Student Representative  
 Treasurer  
 Administration Director  
 Marketing Director  
 Education and Competitions Director  
 IT Director

### **Appointed Positions**

Internal/External Representative x2  
 General Member – Up to 5

- b. A committee member shall be a natural person.
- c. The first committee of the association shall be comprised of such persons as hold office prior to incorporation. After the process of incorporation the committee appointment shall return to standard appointment procedures.
- d. All committee positions shall be subject to re-election during the process of the AGM. No retiring committee member 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 14 days before the meeting by delivering the nomination of that person to the secretary of the association.

- e. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- f. The term of office for the committee shall be from 1<sup>st</sup> December of the election year until 30<sup>th</sup> November of the following year.
- g. The committee shall also consist of a variety of non-executive positions to form a General Committee. These positions shall be determined by the executive. Their role in the ABSS will be to support the executive and their admission to the committee is subject to rules outlined in s6.4 and s5.4
- h. Nominations for the position of president can only be made by persons who have attended two meetings and one special meeting with the current president to discuss responsibilities.
- i. Elections shall be governed by the committee and overseen by a returning officer whom shall be appointed by the Business school.
- j. For considerations of fairness and impartiality, the Returning officer may not be anyone who has nominated to run as a candidate in the election for which they were appointed to conduct.
- k. If insufficient nominations are received to fill all vacancies on the committee, positions shall be held vacant and can be filled by interested parties throughout the year as non published members.
- l. The limit for both appointed and non appointed committee members excluding inter-school representatives is set at 16 persons.
- m. The names and respective positions of the executive and non executive committee must be outlined and published within one month of the finalization of voting. Additional persons may not constitute the committee after this period other than in an advisory capacity. Only business school students may partake in general meeting voting.
- n. If a member vacates their position permanently they can recommend a replacement for themselves. If the person is approved by a committee vote they may replace the vacated position.
- o. General members and Internal/External Representatives can be appointed by the committee throughout the year. These positions do require nominations or elections.

### **6.3 Proceedings of committee**

- a. The committee shall meet together for the dispatch of business at least monthly when possible.
- b. Questions arising at any meeting of the committee 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. This is exempt in matters which require a differing quorum as outlined in the constitution.
- c. A quorum for a meeting of the committee shall be one half of the members of the committee.
- d. A member of the committee 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 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 general meeting of the association.

### **6.4 Disqualification of committee members**

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

- a. Disqualified from being a committee member by the Act
- b. Expelled as a member under these rules
- c. Permanently incapacitated by ill health or personal reasons

- d. No longer the duly appointed representative of a corporate member.
- e. Resigned

## **7.0**

### **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 committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by any committee person.

## **8.0**

### **General meetings**

#### **8.1 Annual general meetings**

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The first annual general meeting shall be held within 12 months after the incorporation of the association or the adoption of this constitution. The ABSS shall, in each calendar year convene and AGM of committee members and members.
- c. The order of the business at the meeting shall be:
  - i) The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
  - ii) The consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required) including full financial reports presented.
  - iii) The election/selection of committee members if required by s6.2
  - iv) The appointment of auditors if required by s11.5
  - v) Any other business requiring consideration by the association in general meeting including any other motions moved that may be discussed and voted upon by members or committee. Order of preference shall be given to the earliest motion/vote which was given notice to the committee.
  - vi) Election results for the new committee-elect shall be announced.
  - vii) Results of any other votes or polls conducted during the AGM shall be announced.
- d. The AGM shall be held during the second academic semester but no later than the last week of September.

#### **8.2 Special general meeting**

- a. The committee or membership may call a special general meeting of the association at any time.
- b. For membership to call, upon a requisition in writing of not less than 5% 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.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists which constitute no less than 25% of the total number of the members of the association may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.



- e. For the committee to call a special general meeting it requires a quorum of 100% of the committee.
- f. Subject to 8.2a, at least 7 days notice of any special 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 the business to be transacted at the meeting.

### **8.3 Notice of general meetings**

- a. Subject to 8.3b, at least 14 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 the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution other than the election of a new committee is to be proposed shall be given at least 14 days prior to the date of the meeting.
- c. A notice may be given by the association to any member by serving the member with the notice personally, by email or by sending it by post to the address appearing in the register of members. (See rule 5.5.)
- d. Where a notice is sent by post:
  - i) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
  - ii) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

### **8.4 Proceedings at general meetings**

- a. A simple majority of the published committee present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting (or greater than 6 people).
- b. If one hour 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 members present shall form a quorum.
- c. Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.
- d. If the chairperson is not present within one hour after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

### **8.5 Voting at general meetings**

- a. Subject to these rules, every member of the association has only one vote at a meeting of the association. Voting for committee members can be taken by any Adelaide University business school student and this will be checked against their student number enrolment.
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person without the use of proxies.
- c. Unless a poll is demanded by at least ten members, a question for decision at a general meeting other than that of the election of the committee must be determined by a show of hands.
- d. All rules are subject to rules present in s6.2
- e. Voting results and tallies must be recorded in the minutes.

### **8.6 Poll at general meetings**

- a. If a poll is demanded, 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.

b. 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.

c. A quorum for a pole is judged as being a simple majority of the voting group.

### **8.7 Special and ordinary resolutions**

a. A special resolution as defined in the Act. A clause can be included repeating the definition in section 3 of the Act.

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

### **8.8 Proxies**

Only proxies of committee members are allowed to vote in any voting procedure. This includes all voting procedures during committee meetings.

### **9.0**

#### **Minutes**

a. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered after the relevant meeting in minute books or documents kept for the purpose.

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

c. 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.

d. 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.

### **10.0**

#### **Dispute resolution**

a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between

- (i) a member and another member
- (ii) a member and the association

b. 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 of the parties.

c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before the Business school and such an outcome shall be binding.

d. 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 committee 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.

### **11.0**

#### **Financial reporting**

##### **11.1 Financial year**

The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year. If the

association wants a different financial year the relevant dates should be inserted. Refer to section 3 of the Act for definition of 'financial year'.

### **11.2 Accounts to be kept**

The association shall keep and retain such accounting records as are necessary to correctly record and explain all of the financial transactions and financial position of the association in accordance with the Act. Refer to regulation 8 of the Associations Regulations. Failure to do this may result in liability for unaccounted funds subject to s.12.

### **11.3 Accounts and reports**

Financial accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the annual general meeting. Refer to section 35(6) of the Act. General overviews of the current state of the ABSS accounts shall also be accessible following a formal request to the committee, by any member of the society, sponsor of the society or faculty member of the business school. This is subject to approval by the committee and shall be viewed by the member whom requests the information at a time and place chosen by the committee in order for the request to not inconvenience the committee. This request may possibly be fulfilled through means of email. The meaning of this rule is to allow spending to remain transparent, reinforcing s12. Such a request shall be fulfilled no later than one month after the initial request and all financial information must be relevant to the person whom has requested it. Such relevance is determined by the committee. The business school can reserve the right to request a full financial audit of the ABSS.

### **11.4 Annual returns**

Should gross receipts exceed the specified capacity set by the OCBA for a non-prescribed association, the annual (periodic) return shall be lodged with the Office of Consumer and Business Affairs within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report. Refer to section 36(1) of the Act.

### **11.5 Appointment of auditor**

Should gross receipts exceed the specified capacity set by the OCBA for a non-prescribed association:

- a. At each annual general meeting, the members shall appoint a person to be auditor of the association. Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.
- b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c. If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year. Refer to section 3 of the Act for the definition of a 'prescribed association'. As a general description, a prescribed association is one that had gross receipts, excluding member subscriptions, in excess of \$500,000 in the previous financial year.

## **12.0**

### **Prohibition against securing profits for members**

- a. The income and/or capital assets 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.
- b. Spending of any funds relating to expenses approved at a general meeting must be approved by a member of the executive and kept as a record of the expense on a related expenses fund document of which a copy must be kept in the ABSS office.
- c. Any capital investment funded wholly or partially by ABSS funds is the sole property of the ABSS and if members do not return such capital to the ownership/possession of the ABSS within a reasonable period of time, determined by the committee or after their leaving of the committee they have committed theft from the organisation.

## **13.0**

### **Winding up**

Before winding up, the ABSS must seek and confirm business school approval. After such approval has been permitted, the association may be wound up in the manner provided for in the Act.

## 14.0

### Application of surplus assets

- a. If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to nominated charities which have similar objects and has rules which prohibit the distribution of its assets and income to its members. The association may otherwise determine to distribute surplus assets to the business school but only under the pre-requisite that they be used in a manner which is used to wholly benefit business school students and which prohibits the funds being used as income or any other capacity incongruent with the act.
- b. 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.

## 15.0

### Rules

- a. These rules may be altered (including an alteration to the association's name) only by special resolution of the members of the association. This includes revision or replacement by substitute rules. Such a resolution would first require a vote be undertaken by the committee in which 100% of the committee members present at the meeting vote for the change. At such a meeting, of the aforementioned 100%, all of the published committee must be present (or voting via proxy). After such a decision is undertaken by the committee it must be placed to poll to the ABSS membership by which a decision will only be carried if a majority vote is cast by no less than 10% of the ABSS paid membership at a general or special meeting, or a polling vote carried over no more than five days.
- b. The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act. 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 of the provisions thereof.
- c. The Act provides that an alteration to a rule may be made by special resolution of the association unless other provision is made in the rules. Note requirements of Section 24(6) and 24(7): Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by the Office of Consumer and Business Affairs.
- d. Any alterations to the rules or the constitution must be acknowledged publicly with a new copy of the constitution sent via email to the ABSS membership within one week of the changes.

### Corporate Affairs Commission:

#### Contents of rules of an incorporated association

23A (1) The rules of an incorporated association

- (a) must state the name of the association and set out its objects; and
- (b) must not contain any provision that is contrary to or inconsistent with this Act; and
- (c) must contain provisions that, in the opinion of the Commission, deal with the following matters with sufficient particularity and certainty having regard to the nature and objects of the association:
  - (i) membership in the case of an association that has members;
  - (ii) the powers, duties and manner of appointment of the committee of the association;
  - (iii) the appointment of an auditor in the case of an association that is a prescribed association;
  - (v) the calling of and procedure at general meetings;

(vi) who has the management and control of the funds and other property of the association;

(vii) the powers of the association and by whom and in what manner they may be exercised;

(viii) the manner in which the rules of the association may be altered;

(ix) any other matter prescribed by regulation.

## 16.0

### Additional Resources

Associations Incorporations act 1985 (current legislation) 2007 Government of South Australia  
<http://www.legislation.sa.gov.au/LZ/C/A/ASSOCIATIONS%20INCORPORATION%20ACT%201985/CURRENT/1985.30.UN.PDF>

announcement