

CONSTITUTION OF THE
ALLIANCE FRANÇAISE D'ADELAIDE INCORPORATED
(Incorporated in South Australia under the
***Associations Incorporation Act 1985*)**



PART I - PRELIMINARY

1 Interpretation

(1) In this Constitution, unless a contrary intention appears-

"**Act**" means the *Associations Incorporation Act 1985 (SA)*;

"**Administration**" means the appointed Director and/or his/her assistant or staff;

"**Appointed Board member**" means a Board member who has been appointed pursuant to sub rule 14 (4);

"**Association**" The name of the incorporated association is Alliance Française d'Adelaïde Incorporated, referred to herein as "the association";

"**CBS**" means Consumer and Business Services, Government of South Australia, Attorney General's Department

"**Board**" means the Board of the Association formed in accordance with this Constitution;

"**Board member**" means a member of the Board;

"**Director**" means the person appointed by "the Fondation" (as defined in Rule 2) and the French Ministry of Foreign Affairs to act, subject to the approval of the Board, as chief executive officer of the Association (or if "the Fondation" and the French Ministry of Foreign Affairs does not nominate an appointee, the person appointed as chief executive officer of the Association by the Board);

"**Elected Board member**" means a Board member who has been elected or re-elected pursuant to rule 15;

"**Executive**" means the office-bearers of the Association, being the President, Vice President, the Secretary and the Treasurer;

"**Financial Year**" means the year ending on 31 December;

"**Honorary Life Member**" means a member of the Association as described in rule 5;

"**Member**" means an Ordinary Member or an Honorary Life Member;

"**Ordinary Member**" means a member of the Association as described in rule 5(3)

"**President**" means the president of the Association;

"**Public Officer**" means the public officer of the Association appointed under sub rule 23;

"**Regulations**" means the *Associations Incorporation Regulations South Australia 2023 (SA)*;

"**Secretary**" means the person holding office under these rules as secretary of the Association or, where no such person holds that office, the Public Officer of the Association;

"**State**" means the State of South Australia;

"**Treasurer**" means the treasurer of the Association; and

"**Vice President**" means a vice president of the Association.

- (2) In this Constitution:
 - (a) a reference to a function includes a reference to a power, authority and duty; and
 - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- (3) The provisions of the *Acts Interpretation Act 1901 (Cth)* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument under the Act.

PART II – STATUS AND OBJECTIVES OF THE ASSOCIATION

2 The status of the Association

The Association is an independent, responsibly managed, non-profit association of an ongoing nature. Its premises are located at 319 Young Street, Wayville in South Australia (as may be changed from time to time). It has been established in accordance with the objectives of the Alliance Francaise founded in Paris in 1883 and its successor organisation since 1 January 2008, the "Fondation Alliance Française" (hereafter, "the Fondation"). It accepts that its Constitution must be endorsed by "the Fondation".

3 Objectives of the Association

- (1) The objects of the Association are:
 - a. the advancement of education in the French language, literature and culture for the people of South Australia, to foster a better mutual understanding between Australia and France by developing linguistic and cultural exchanges and to provide an enduring centre of knowledge and expertise in South Australia dedicated to that function;
 - b. the organisation of French cultural events and of recreational and promotional gatherings; and
 - c. the encouragement of language-based travel in France and French-speaking countries.
- (2) The Association, in furtherance of these objectives, must:
 - a. coordinate with "the Fondation" in Paris and any successor;
 - b. operate without the profit or gain of its individual members whether these gains would have been direct or indirect; and
 - c. have no political, religious, racial or gender leanings or bias.

4 Powers of the Association

- (1) The Association shall have all the powers conferred by section 25 of the Act.
- (2) Without limiting this rule, the Association shall also have the powers to:
 - a. appoint, employ and pay at an appropriate level such persons as are considered necessary and desirable by the Board to carry out the objectives of the Association and to dismiss or suspend any such person from their employment;

- b. acquire any property by purchase, exchange, gift, lease or by any other means what so ever and to let, mortgage, sell, exchange, give or otherwise dispose of any such property;
- c. invest all or any of the funds of the Association in any way permitted by law; and
- d. cooperate, associate or affiliate with any other association, body, department or institution having objectives wholly or in part similar to, or compatible with, those of the Association.

The Board shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Association on which this Constitution is silent.

PART III - MEMBERSHIP

5 Categories of Membership

(1) The Association shall consist of Honorary Life Members and Ordinary Members.

(2) An Honorary Life Member:

- a. shall be entitled to make use of all the facilities of the Association and to attend all general meetings of the Association; and
- b. shall be entitled to vote at a general meeting of the Association.

The Board shall determine the special conditions of service to be met for admission to the category of Honorary Life Member.

(3) An Ordinary Member:

- a. shall be entitled to make use of all the facilities of the Association and to attend all general meetings of the Association;
- b. must pay the ordinary membership fee in accordance with rule 9; and
- c. shall be entitled to vote at a general meeting of the Association in accordance with this Constitution.

5A Membership

(1) A person shall become a Member of the Association by:

- a. Marking a box on their application titled "I wish to become a member of the Association".
- b. Paying the membership fees as determined by the Board from time to time.

The Administration shall ensure that the new Member's name, the date of becoming a member, postal and email/electronic address are entered into the register of Members

(2) The new Member will be a Member for the period of twelve months from the date of payment of the membership fee.

(3) Members must be at least eighteen years old.

6 Membership entitlements not transferable

(1) A right, privilege or obligation which a person has by reason of being a Member of the Association:

- a. is not capable of being transferred or transmitted to another person; and

- b. terminates upon cessation of the person's membership.

7 **Cessation of Membership**

- (1) A person ceases to be a Member of the Association if the person:
 - a. dies;
 - b. resigns from membership of the Association;
 - c. is expelled from the Association; or
 - d. being an ordinary Member, fails to renew membership of the Association.

8 **Resignation of Membership**

- (1) A Member is entitled to resign from membership of the Association at any time upon 2 days written notice to the Secretary and having paid all monies due to the Association.
- (2) Where a person ceases to be a Member, the Administration shall ensure that an appropriate entry is made in the register of Members recording the date on which the Member ceases to be a Member.

9 **Fee, subscriptions, etc.**

- (1) The annual ordinary membership fee of the Association shall be such amount as is determined from time to time by the Board.
- (2) The annual ordinary membership fee is payable:
 - a. on or before the issue of the Member's membership card; and
 - b. on or before each anniversary of the date of issue of the Member's membership card.

10 **Members' liabilities**

- (1) The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by rule 9.

11 **Disciplining of Members**

- (1) Where the Board is of the opinion that a Member:
 - a. has persistently refused or neglected to comply with a provision of this Constitution; or
 - b. has persistently and willfully acted in a manner prejudicial to the interests of the Association, the Board may, by resolution:
 - i. expel the Member from the Association; or
 - ii. suspend the Member from such rights and privileges of membership of the Association as the Board may determine for a specified period.
- (2) A resolution of the Board under rule 11(1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the Member of a notice under provision 11(3), confirms the resolution in accordance with this rule.
- (3) Where the Board passes a resolution under rule 11(1), the Secretary shall, as soon as practicable, cause a

notice in writing to be served on the Member:

- a. setting out the resolution of the Board and the grounds on which it is based;
- b. stating that the Member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
- c. stating the date, place and time of that meeting; and
- d. informing the Member that the Member may do either or both of the following:
 - i. attend and speak at that meeting; or
 - ii. submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

(4) At a meeting of the Board mentioned in rule 11(2), the Board shall:

- a. give to the Member mentioned in rule 11(1) an opportunity to make oral representations;
- b. give due consideration to any written or oral representations submitted to the Board by that Member at or prior to the meeting; and
- c. by resolution determine whether to confirm or to revoke the resolution of the Board made under rule 11(1).

(5) Where the Board confirms a resolution under rule 11(4), the Secretary shall, within 7 days after that confirmation, by notice in writing, inform the Member of that confirmation and of the Member's right of appeal under rule 12.

(6) A resolution confirmed by the Board under rule 11(4) does not take effect:

- a. until the expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or
- b. where within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution in accordance with rule 11(4).

12 **Right of appeal of disciplined Member**

(1) A Member may appeal to the Association in general meeting against a resolution of the Board which is confirmed under rule 11(4), within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.

(2) Upon receipt of a notice under rule 12(1), the Secretary shall notify the Board which shall convene a general meeting to be held within 21 days after the date on which the Secretary received the notice or as soon as possible after that date.

(3) At a general meeting of the Association convened under rule 12(2):

- a. no business other than the question of the appeal shall be transacted;
- b. the Board and the Member shall be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
- c. the Members present shall vote by secret ballot on the question of whether the resolution made under provision 11(4) should be confirmed or revoked.

(4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under provision 11(4), that resolution is confirmed.

PART IV - THE BOARD AND THE EXECUTIVE

13 Powers of the Board

- (1) The Board, subject to the Act, the Regulations, this Constitution, and to any resolution passed by the Association in general meeting:
 - a. shall control and manage the affairs, funds and property of the Association;
 - b. may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in general meeting; and
 - c. has the power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association, provided that, in respect of any of the following acts, the Board has obtained prior express authority in the form of a special resolution passed by the Association in general meeting:
 - i. the acquisition, exchange or transfer of titles to real estate;
 - ii. the granting of mortgages on real estate;
 - iii. the signature of property leases for a duration in excess of 9 years; or
 - iv. the contracting of borrowings in excess of \$50,000 AUD.

14 Membership of the Board

- (1) The Board shall consist of the President, the Vice President, the Secretary, the Treasurer and at least 4 but and not more than 6 other Board members.
- (2) Each of the Board members shall be elected or re-elected pursuant to rule 15 or appointed in accordance with rule 14(4).
- (3) Each Elected Board member shall, subject to this Constitution, hold office until the conclusion of the annual general meeting next following the date of the Elected Board member's election, but is eligible for re-election in accordance with rule 15(8).
- (4) In the event of a vacancy in the membership of the Board, the Board may appoint a Member of the Association to fill the vacancy ("Appointed Board member") and the Appointed Board member so appointed shall hold office, subject to this Constitution, until the conclusion of the annual general meeting next following the date of the appointment, but is eligible for re-election in accordance with rule 15(8), and in deciding to appoint a person to the Board, the Board may conduct enquiries and call for written documentation to determine the skillset and integrity of a new candidate.
- (5) A Board member is not eligible to hold more than one position in the Executive.
- (6) The Director shall be entitled ex officio to attend all meetings of the Board and to participate in the deliberations of the Board but without the right to vote.
- (7) Board members shall not receive any remuneration from the Association by way of professional services rendered, employment or in-house benefit. No employee of the Association shall be a Member of the Board.

15 **Election of Elected Board Members**

- (1) Members are elected for one year.
- (2) Nominations of Members as candidates for election as Elected Board members:
 - a. shall be made in writing, signed by two Members and accompanied by the written consent of the candidate; and
 - b. shall be delivered to the Secretary not less than seven days before the date fixed for the annual general meeting at which the election is to take place.
- (3) If insufficient nominations are received before the date of the annual general meeting to fill all the vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- (4) If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be vacancies and the Board may appoint Appointed Board Members under rule 14(4).
- (5) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be taken to be elected.
- (6) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held. Candidates will be entitled to speak at the annual general meeting in support of their application and, applications of all candidates are to be made available to the attendees at the annual general meeting for the purpose of assisting voting in so much as the information provided is to show skillset and honesty/ethics of a person.
- (7) The election of Elected Board Members shall be by secret ballot conducted at the annual general meeting in such manner as the Board may direct.
- (8) From approval of the present Constitution, no Member of the Board shall be eligible to serve more than 9 consecutive years but shall be eligible for re-election after a minimum period of one year's absence from the Board.

16 **Vacancies**

- (1) For the purposes of this Constitution, a vacancy in the office of a Board member occurs if a Board member:
 - a. dies;
 - b. ceases to be a Member of the Association;
 - c. resigns from office;
 - d. is removed pursuant to rule 17;
 - e. becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
 - f. that in the opinion of the Executive that member is not able to discharge the office of Board member;
 - g. is not entitled to be a Board member under section 30(1) or (2) of the Act; or
 - h. is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

17 **Removal of Board members**

- (1) The Association in general meeting may by resolution remove any Board member from the office of Board member before the expiration of the Board member's term of office.

18 **Executive**

- (1) The Executive is composed of the President, the Vice-President, the Treasurer, the Secretary.
- (2) The Board shall elect the Executive at its first Board meeting following the annual general meeting.
- (3) Each office bearer is eligible for election or re-election to any office on the Executive.
- (4) The Director shall be entitled to attend all meetings of the Executive and to participate in the deliberations of the Executive but without the right to vote at the meetings of the Executive.
- (5) The members of the Executive shall hold office until the ensuing annual general meeting. They are eligible for re-election but the Board shall seek to restrict members of the Executive to a maximum of nine consecutive terms in any particular office.
- (6) Should a member of the Executive be unable to fulfill his or her duties for a period of three months, the Board may elect another in his or her place, subject to this rule 18.
- (7) In the event of the temporary inability of a member of the Executive another Board member may be asked to act in the interim.

19 **Functions of the President**

- (1) The President shall:
 - a. oversee the general performance of the Board;
 - b. ensure information about the financial performance of the organisation flows to the Board;
 - c. establish and maintain systems for information flows to the Board;
 - d. represent the Board and the organisation to the public as required;
 - e. attend and chair Board meetings;
 - f. make recommendations to the Board about the prudent management of Board matters;
 - g. meet regularly with the Director; and
 - h. deal with disputes and conflicts referred to him or her.
 - i. exercise matters of delegation to the Director and/or committees as approved by the Board.

20 **Functions of the Secretary**

- (1) The Secretary shall, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
- (2) The Secretary shall keep minutes of:
 - a. all elections and appointments of Board members and of office-bearers;
 - b. the names of Board members present at a Board meeting and of all members present at a general meeting; and
 - c. all proceedings at Board meetings and general meetings.

- (3) Minutes of proceedings at a meeting shall be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

21 **Functions of the Treasurer**

- (1) The Treasurer shall:
- a. collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - b. keep correct accounts and records showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) With the approval of the Board the Treasurer may delegate the duties mentioned in this rule to the Administration.

22 **Functions of the Director**

- (1) The Director shall:
- a. Further the objectives of the Association and administer the Association in accordance with relevant legislation, this Constitution and Board decisions;
 - b. under delegation from the President, make decisions regarding the employment of teaching and administrative staff;
 - c. under delegation from the President, represent the Association in situations provided for by the Constitution or required by the Board;
 - d. prepare an annual budget for approval by the Board; and
 - e. prepare for the Board status reports in respect of the budget and annual plan of activities.

23 **Public Officer**

- (1) The Board shall appoint the Public Officer pursuant to section 56 of the Act.
- (2) The Association may, by resolution in general meeting, remove its Public Officer from office.
- (3) The office of Public Officer shall be taken to be vacant if the person holding that office:
- a. is removed from office pursuant to this rule;
 - b. resigns from office;
 - c. dies;
 - d. becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
 - e. that in the opinion of the Executive that member is not able to discharge the office of Board member;
 - f. was convicted or released from imprisonment in respect of an offence referred to in section 30(1) and (2) of the Act within a period of 5 years immediately preceding his or her appointment as Public Officer, or is convicted of such an offence after taking office; or
 - g. ceases to reside in the State.

PART V – BOARD MEETINGS

24 **Board Meetings and Quorum**

- (1) The Board shall meet at least five times in each calendar year at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the President or by six Board members.
- (3) Oral or written notice of a meeting of the Board shall be given by the Secretary to each Board member at least 48 hours (or such other period as may be unanimously agreed upon by the Board members) before the time appointed for the holding of the meeting.
- (4) Six Board members, of whom at least one is a member of the Executive, shall constitute a quorum for the transaction of business of a meeting of the Board.
- (5) At meetings of the Board:
 - a. the President shall preside; or
 - b. in the absence of the President, the Vice-President shall preside; or
 - c. if the President and the Vice-President are absent, one of the remaining Board members shall be chosen by the Board members present to preside.
- (6) Members of the Board may attend meetings in person or by electronic or digital means.
- (7) Method of voting for individual items will be determined by the majority of Board members at the time of individual items in specific meetings.

25 **Delegation by Board to the Director and/or committees**

- (1) The Board may, by instrument in writing, delegate to the Director and/or one or more committees (consisting of such member or members as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - a. this power of delegation; and
 - b. a function which is a function imposed on the Board by the Act, by any other law of the State, or by resolution of the Association in general meeting.
- (2) A function, the exercise of which has been delegated to the Director and/or a committee under this provision may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- (3) A delegation under this provision may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this provision, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a committee acting in the exercise of a delegation under this provision has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this provision.
- (7) A committee may meet and adjourn as it thinks proper.
- (8) The Director may participate in the deliberations of any committee but may not be entitled to vote.

26 **Voting and Decisions**

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of Board members or of members of the sub-committee present at the meeting.
- (2) Each Board member present at a meeting of the Board or each member of any sub-committee appointed by the Board present at a meeting of that sub-committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to a quorum being present, the Board may act notwithstanding any vacancy on the Board.
- (4) Any act done or suffered, or purporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Board member or of any member of the committee.
- (5) The Director shall be entitled to participate in deliberations of the Board but not be entitled to vote at any meetings of the Board.

PART VI – PATRON AND BENEFACTOR MEMBERS

27 **Patron**

- (1) The Board may invite a suitable dignitary, selected by the Board in its sole discretion, to be the patron of the Association.
- (2) The patron shall be entitled to receive notice of and to attend and speak at general meetings but shall not be entitled to vote at such meetings.
- (3) The patron shall hold office unless the position is resigned by notice in writing delivered to the Secretary or until removal by a unanimous resolution of the Board.

28 **Benefactor Members**

Anyone contributing a large sum of money (minimum \$500) to the Association will have the right to membership and certain privileges as determined by the Board in its sole discretion.

PART VII - GENERAL MEETINGS

29 **Annual general meetings - holding of**

- (1) Subject to section 39 (4) of the Act, the Association shall, at least once in each calendar year and within the period of 5 months after the expiration of each Financial Year of the Association, convene an annual general meeting of the Members.
- (2) A current or immediate past Board member shall preside over the meeting.

30 **Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Association shall, subject to the Act and clause 29 of the Constitution, be convened on such date and at such time as the Board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
 - a. to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - b. to receive from the President of the Board a report on the activities of the Association during the last preceding Financial Year;
 - c. to receive the Director's report;
 - d. to receive and consider the Treasurer's statement of accounts and the auditor's report pursuant to subsection 35(6) of the Act;
 - e. to appoint the auditors and vote on the provisional budget for the ensuing year; and
 - f. to elect Board members;
- (3) An annual general meeting shall be conducted in accordance with the provisions of this Constitution.

31 **General meetings - calling of**

- (1) The Board may, whenever it thinks fit, convene a general meeting of the Association.
- (2) The Board shall, on the requisition in writing of not less than 25 per cent of the total number of Members, convene a general meeting of the Association.
- (3) A requisition of Members for a general meeting:
 - a. shall state the purpose or purposes of the meeting;
 - b. shall be signed by the Members making the requisition;
 - c. shall be lodged with the Secretary; and
 - d. may consist of several documents in a similar form, each signed by one or more Members of the Association.
- (4) If the Board fails to convene a general meeting within one month after the date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a general meeting to be held not less than three months after that date.
- (5) A general meeting convened by a Member or Members referred to in this rule shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any Member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

32 **Notice**

- (1) Except where the nature of the business to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent to each Member at the Member's postal or e-mail address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in rule 32(1) specifying, in addition to the matter required under that sub rule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 30(2).
- (4) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after the receipt of the notice from the Member.

33 **General meetings - procedure and quorum**

- (1) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Ten Members present in person or by proxy (being Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present (being not less than three) shall constitute a quorum.

34 **Presiding Member**

- (1) The President, or in the absence of the President, the Vice-President shall preside at each general meeting of the Association.
- (2) If the President and Vice-President are absent from a general meeting, the Members present shall elect one of their number to preside at the meeting.

35 Adjournment

- (1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in this rule, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

36 Making of decisions

- (1) A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that the resolution has, on a show of hands or in such other manner as determined by the majority of meeting attendees, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (2) At a general meeting of the Association, a poll may be demanded by the person presiding or by not less than three Members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll shall be taken:
 - a. immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - b. in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

37 Voting

- (1) Subject to rule 37(3), upon any question arising at a general meeting of the Association a Member has one vote only.
- (2) All votes shall be given personally or by proxy but no Member may hold more than five proxies.
- (3) In the case of equality of votes on a question at a general meeting, the person presiding at the meeting is entitled to exercise a second or casting vote.
- (4) A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid.

38 Appointment of proxies

- (1) Each Member shall be entitled to appoint another Member as proxy by notice given to the Secretary no

later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

- (2) The notice appointing the proxy shall be in the form set out in Appendix 1 to this Constitution.
- (3) No members of the Association may hold more than 5 proxies at a general meeting.

39 **Special and ordinary resolutions**

- (1) A special resolution has the meaning given to it in section 3 of the Act.
- (2) Subject to this Constitution, any matter to be resolved at a meeting by ordinary resolution requires a simple majority vote.

PART VIII – FINANCIAL MANAGEMENT

40 **Financial Year**

- (1) The Financial Year of the Association ends on 31st December each year.

41 **Funds - source**

- (1) The funds of the Association shall be derived from membership fees of Members, donations, bequests, subsidies and subventions accepted by the Board, the fees for services provided by the Association and, subject to any resolution passed by the Association in general meeting and the Act, such other sources as the Board determines.
- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

42 **Funds - management**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objectives of the Association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed:
 - a. by any two Board members authorised to do so by the Board; or
 - b. by any one Board member authorised to do so by the Board, together with the Director; or
 - c. if so authorised by the Board, by the Director and his or her nominated person(s) in Administration.

43 **Prescribed Association**

- (1) In the event that the Association is a “prescribed association” under the Act:
 - a. the Association’s accounts, together with an auditor’s report on the accounts, the Board’s statement and the Board’s report, shall be laid before Members at the annual general meeting;
 - b. The annual (periodic) return shall be lodged with CBS within 6 months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor’s report, the Board’s statement and the Board’s report;
 - c. 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 the auditor);

- d. The auditor shall hold office until the next annual general meeting;
- e. The auditor is eligible for re-appointment; and
- f. If an appointment is not made at an annual general meeting, the Board shall appoint an auditor for the current financial year.

44 **Alteration of objectives and Constitution**

- (1) Subject to this rule, neither the objectives of the Association nor the provisions of this Constitution shall be altered except in accordance with section 24 of the Act.
- (2) The Constitution may be changed only by a proposal by the Board or by at least one tenth of members entitled to attend a general meeting. Any proposal for change shall be made to the Board Executive at least one month before a general meeting. An official copy of the amended constitution, dated and registered with CBS, shall be sent to “the Fondation” for archival purposes.

45 **Common seal**

- (1) The common seal of the Association shall be kept in the custody of the Secretary.
- (2) The common seal shall not be affixed to any instrument except by authority of the Board and the affixing of the common seal shall be attested by the signatures of two Board members.

46 **Custody of books**

- (1) Subject to the Act, the Regulations and this Constitution, the Secretary shall keep in his or her custody or under his or her control all records, books, and other documents relating to the Association.

47 **Delegation by the Secretary**

- (1) With the approval of the Board the Secretary may delegate the functions in rules 45 and 46 to the Director and Administration.

48 **Inspection of books**

- (1) The records, books and other documents of the Association, other than those the Board had declared to be confidential shall be open to inspection at the office of the Association, free of charge, by a Member of the Association during normal business hours.

49 **Service of notices**

- (1) For the purpose of this Constitution, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it to the Member at the Member's postal or email address shown in the register of Members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which the letter would have been

delivered in the ordinary course of post.

- (3) In the case of a document sent by email a record at the offices of the Association of the document having been sent to the email address shown in the register of members shall be deemed for the purposes of this Constitution to be delivered to the member.

PART IX – DISSOLUTION OF THE ASSOCIATION

50 Voluntary winding up

- (1) The Association may be wound up in the manner provided for in the Act.

51 Surplus property

- (1) In the event of the dissolution or winding up of the Association any surplus funds or property shall be distributed to other Alliances Francaises in Australia in such proportions as the Board in its discretion may deem fit. It is prohibited to distribute any surplus asset to members of the Association.

PART X – INDEMNITY

52 Indemnity for liability

- (1) To the extent permitted by law Alliance Française d’Adelaide indemnifies every person who is or has been a Board member of the Alliance Française d’Adelaide against any liability (other than for legal costs) incurred by that person as such a Board member of the Alliance Française d’Adelaide.

53 Indemnity for reasonable legal costs

- (1) To the extent permitted by law Alliance Française d’Adelaide indemnifies every person who is or has been a Board member of Alliance Française d’Adelaide against any liability against reasonable legal costs incurred:
- (a) in defending an action for a liability incurred by that person as a Board member of the Alliance Française d’Adelaide; or
 - (b) in connection with or arising from any enquiry or investigation by an Authority or External Administrator involving that person as a Board member of the Alliance Française d’Adelaide.

APPENDIX 1

Rule 38(2) of the Constitution

FORM OF APPOINTMENT OF PROXY

ALLIANCE FRANÇAISE D’ADELAIDE INCORPORATED

(incorporated in South Australia under the Associations Incorporation Act 1985)

I,
(full name)

of
(address)

being a member of Alliance Française d’Adelaïde Incorporated ("the Association") hereby appoint as my proxy to vote for me on my behalf at the general meeting of the Association ("the Meeting") to be held on the day of 20 and at any adjournment of the Meeting-

(a)
(full name of proxy)
of
(address of proxy)

being a member of the Association; or, failing the person named above, or if no person is named,

(b) the person presiding at the Meeting; or, in the event of the person presiding at the Meeting being unable, under Rule 38 to act as my proxy,

(c) a member of the Board of the Association who is present at the Meeting, and who is chosen by the person presiding at the Meeting to act as my proxy in his or her stead.

.....
(Signature of member appointing proxy)
Date

NB If no person is named in paragraph (a), the person presiding at the Meeting will act as your proxy, unless that person is unable, under Rule 38 to act as your proxy, in which case that person will designate a member of the Board of the Association who is present at the Meeting to act as your proxy in his or her stead.

Rule 38 provides that no member of the Association may hold more than 5 proxies.

APPENDIX 2

BOARD MEMBER AGREEMENT

ALLIANCE FRANÇAISE D'ADELAIDE INCORPORATED

(incorporated in South Australia under the *Associations Incorporation Act 1985*)

This Alliance Française d'Adelaïde Incorporated Board member Agreement is established to provide an understanding of the responsibilities and conduct of Board members as well as the responsibilities of the Alliance Française d'Adelaide to the Board member.

Desired attributes for Board role.

- Interest and /or expertise in French language and culture
- Relevant skills and experience in general business management or specific areas of business management. (For example, business, law, finance, marketing, sales, etc.)

Board member responsibilities:

- Provide personal skills and expertise to the Board and Management staff.
- Support Administration staff in their tasks of securing sponsorships, advertising, in-kind donations, monetary donations, volunteers, members and general areas of financial benefit of the organisation.
- Attend at least 75% of the Board meetings and special events.
- Contribute in developing a successful strategic plan for the organisation.
- Invite Alliance Française d'Adelaïde members with a special skill set to join the Board.
- Recognise and declare conflicts of interest and act appropriately in any related Board decision.
- Contribute to Board discussions, respect confidentiality and accept decisions made by the group.
- Review monthly financial reports.
- Have a positive attitude towards other Board members as well as general Alliance Française d'Adelaïde Incorporated members.
- Take on and follow through assignments.
- If required, serve on relevant committees.
- Assist Administration staff with relevant business advice.
- Dedicate at least 5-10 hours per month for Board duties.

Board Members Code of Conduct

A Board member must at all times comply with the following standards of conduct:

- Board members must act honestly, in good faith and in the best interests of the Alliance Française d'Adelaïde Incorporated.
- Board members must have a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.

- Board members must use the powers of office for a proper purpose, in the best interests of the Alliance Française d'Adelaïde Incorporated as whole.
- Board members must recognise that their primary responsibility is to the Alliance Française d'Adelaïde Incorporated as a whole but may, where appropriate, have regards for the interest of all stakeholders of the Alliance Française d'Adelaïde Incorporated.
- Board members should not make improper use of information acquired through their position of office.
- Board members must not take improper advantage of their position of office.
- Board members should properly manage any conflict with the interests of the Alliance Française d'Adelaïde Incorporated.
- A Board member has an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Director, President, Vice-President & other committee members of the Alliance Française d'Adelaïde Incorporated.
- Confidential information received by a Board member in the course of the exercise of Board duties remains the property of the Alliance Française d'Adelaïde Incorporated from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Alliance Française d'Adelaïde Incorporated, or the person from whom the information is provided, or is required by law.
- Board members must not engage in conduct likely to bring discredit upon the Alliance Française d'Adelaïde Incorporated.
- Board members have an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Code.

Alliance Française d'Adelaïde Incorporated responsibility:

- Provide Board members with regular operational & financial reports.
- Follow the Board's decision.
- Report any unexpected business related issues immediately to the Board members.
- Keep all Board members informed.
- Discuss upcoming programs/events/joint-ventures with Board members.

Resignation from Board:

If a Board member would like to step down, an official written letter needs to be handed over to the President and Director of the Alliance Française d'Adelaïde Incorporated, outlining the reason of the resignation as well as the official resignation date.

A duly elected Board member can only be removed before the end of their term by calling a General Meeting of the Alliance Française d'Adelaïde Incorporated.

According to the Associations Incorporation Act 1985 – SECT 30, a Board member can be removed in general meeting or will be removed pursuant to the Act if they are bankrupt or commit indictable or fraud related offences.

Declaration:

I,

(full name) as a member of the Board of the Alliance Française d'Adelaïde Incorporated, accept personal responsibility by assisting the Alliance Française d'Adelaïde Incorporated to pursue its aims as outlined in the Alliance Française d'Adelaïde Incorporated Constitution, Board member Code of Conduct as stated in the Board member Agreement.

By accepting my position on the Board of the Alliance Française d'Adelaïde Incorporated, I will provide my personal time and skills to ensure the continued viability and growth of the Alliance Française d'Adelaïde Incorporated and will fulfil the above outlined Board member responsibilities to the best of my ability. At all times I will act in the best interest of the Alliance Française d'Adelaïde Incorporated.

Full name:

Address:

Occupation:

Date:

Signature: _____

Alliance Française d'Adelaïde Incorporated,

Signature (President)
(Name written)

Signature (Director)
(Name written)

Date:

Date:

