

***IRISH AUSTRALIAN
ASSOCIATION
INCORPORATED***

13 -15 Carrington Street, Adelaide, South Australia

CONSTITUTION

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**CONSTITUTION ARTICLES OF THE
IRISH AUSTRALIAN ASSOCIATION INCORPORATED**

ARTICLE I - PREAMBLE

The name of the Association is the 'Irish Australian Association Incorporated' – referred to herein as 'the Association'.

The Association shall be under the auspices of Saint Patrick.

The Association shall be otherwise known as 'The Irish Club'.

The Board of the Association may invite a person or persons to become a Patron to the Association.

The Harp and the Kangaroo shall be the official emblems of the Irish Australian Association. They represent the Irish and Australian heritage.

ARTICLE II - DEFINITIONS

"Board" means the committee of management of the Association.

"Member" means a Member of the Association.

"General Meeting" means a general meeting of the Association convened in accordance with these rules.

"The Act" means the Associations Incorporation Act 1985.

"Special Resolution" of an incorporated association means:

- (a) Where the rules of the association provide for the membership of the Association – a resolution passed at a duly convened meeting of the Association if-
 - (i) at least 21 days 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.

"Month" shall mean a calendar month.

“Simple Majority” – the number of persons present and eligible to vote plus proxies, halved plus 1. e.g. 100 eligible voters, 51 votes are needed for the motion to carry.

“Absolute Majority” is stricter than simple majority. It means that more than half of all the Members of a group, including eligible voters who are absent or present but not abstaining, must be in favour of a motion in order for that motion to be passed. This can only be used for Board Meetings and not for General Meetings.

(e.g. Of 14 eligible voters, 8 are present. The results of the votes are 6 yes votes and 2 no votes. The rest of the voters either abstained or did not vote. Even though this arrangement is simple majority, since an absolute majority for the Board is 8 members, the proposal fails.)

“Constitution” can only be changed by membership as a special resolution.

“Standing Orders” (Rules) means the management rules, procedures and policies as formulated by the Board.

ARTICLE III - OBJECTS

The Objects of the Association are to:

1. Provide a meeting place for Members of the Association;
2. Perpetuate Irish national identity by preserving the Irish cultural tradition especially in language, history, literature, recreation, games, music, dancing, customs, manners and hospitality;
3. Do unto others as one would wish them to do unto oneself;
4. Encourage mutual tolerance and be non-sectarian;
5. Honour the history, tradition, flags and National Anthems of Ireland and Australia;
6. Apply the income and property of the Association solely towards the promotion of the Objects of the Association;
7. Offer Associate Membership to other groups and organisations whose aims and objects are compatible with these Objects and which are otherwise acceptable to the Board for Associate Membership;
8. Such further or other objects as may be conducive to the attainment of the above Objects or any of them as shall be determined by the Board.

ARTICLE IV – POWERS OF THE ASSOCIATION

Section 25 of the Act empowers the Association to:

1. to acquire, hold, deal with, and dispose of any real or personal property;

2. administer any property on trust;
3. open and operate ADI accounts;
(Authorised Deposit Taking Institutions (ADI's) are corporations that are authorised under the Banking ACT 1959. ADI's include banks, building societies and credit unions.)
4. invest its monies:-
 - (i) in any security in which trust monies may be, by Act of Parliament, be invested;
 - (ii) in any other manner authorised by the Standing Orders of the Association;
5. borrow money upon such terms and conditions as the Association thinks fit as deemed by the Powers of the Board Policy;
6. give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
7. appoint agents to transact any business of the Association on its behalf;
8. enter into any other contract it considers necessary or desirable that falls within the Association's Objects and in the Association's best interests.

These powers are subject to exclusion or modification under Article XV – Standing Orders.

ARTICLE V – MEMBERSHIP

1. Membership of the Association shall be granted on the terms of this article;
2. Membership conditions changed from time to time by the Membership Policy cannot alter voting rights. This Article takes precedence over any Membership Policy item;
3. Members must agree to accept and abide by the Constitution, Rules and Policies of the Association;
4. Membership of the Association shall comprise:
 - I. Life Members;
 - II. Full Members;
 - III. Associate Members;
 - IV. Junior Members;
 - V. Honorary Members.

Membership benefits and obligations, including fees or subscriptions, for all categories of membership to the Association shall be as set out in the Standing Orders.

5. LIFE MEMBERS

5.1 The Association may elect Life Members. They shall be current Full Members who have rendered outstanding service to the Association. Such Life Membership shall not be granted frequently or as a matter of course. Nominations should be made to the

Board where nominees must obtain the approval of at least two thirds of Board members present. The Board can then have the nominee presented to the Association Members at the Annual General Meeting where at least a two thirds majority of Members present and voting are required to accept the nomination;

5.2 Life Members shall pay no membership fees, have the same rights as Full Members and be entitled to free admission to Association functions.

6. FULL MEMBERS

6.1 Being persons who have agreed to support the aims and objects of the Association and having applied for Full Membership and been accepted as Full Members in accordance with the rules of the Association.

7. ASSOCIATE MEMBERS

7.1 Being other groups and organisations whose aims and objects are compatible with the Objects of the Association and which are otherwise acceptable to the Board for Associate Membership.

8. JUNIOR MEMBERS

8.1 Being persons under the age of eighteen years of age having applied for Junior Membership and been accepted as Junior Members in accordance with the rules of the Association;

8.2 Upon reaching the age of eighteen years, Junior Members qualify for and become Full Members.

9. HONORARY MEMBERS

9.1 Honorary Membership may be granted per the Membership Policy, keeping in mind the Objects of the Association;

9.2 Honorary Members shall pay no membership fees. The names of Honorary Members shall be entered into an Honorary Member's Record.

10. APPLICATION FOR MEMBERSHIP

10.1 Persons may apply for Full, Associate or Junior Membership of the Association by written application to the Honorary Membership Secretary;

10.2 The application must be proposed and seconded by two Full Members who should preferably know the applicant;

10.3 Once an application for Membership has been accepted, the applicant shall pay such entry fee or annual subscription and shall thereupon become such a Member as promulgated by the rules of the Association;

10.4 All new Members shall be given a copy of the Association Constitution;

10.5 The Honorary Membership Secretary shall present the names of all new members at the ensuing meeting of the Board;

10.6 The Association shall not accept applications for Membership from the date of the last Board meeting in August prior to the conclusion of the ensuing Annual General Meeting;

10.7 When an application for Membership is deferred or rejected the Honorary Membership Secretary shall inform the applicant within 7 days.

If an application for Membership is deferred for a period greater than one calendar month, or rejected, any entry fee or annual subscription paid by the applicant shall be returned. The unsuccessful applicant may use the grievance process to appeal the decision.

11. EXPULSION OF MEMBERS

11.1 Every applicant upon acceptance for Membership undertakes to be and is bound by the Constitution of the Association and by its rules and policies as determined by the Board from year to year. Any breach of policy or conduct by a Member, which the Board may consider unworthy or improper, shall render that Member liable to expulsion;

11.2 A Member may only be expelled after they have had an opportunity of offering an explanation to the Board. If the Board decides not to accept the explanation of the Member they may expel the Member by an absolute majority vote of the Board but have the decision lie on the table for a final decision at the next meeting of the Board;

11.3 In the event of a Member being expelled he or she shall forthwith and thereby forfeit and lose all rights and claims upon the Association and its property;

11.4 The expelled Member can use the grievance process outlined in the Grievance Policy to appeal the decision.

12. REGISTER OF MEMBERS

12.1 A register of Members must be kept and contain:

- (i) the name and 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 or resignation of

Membership.

13. PRIVACY

13.1 Although not required to adhere to the Privacy Principles of the Federal Privacy Act (1988), the Association shall abide by the spirit of those Principles in all their activities and as set out in the Standing Orders;

13.2 The Association Privacy Policy will reflect the Association's commitment to these principles.

14. SUBSCRIPTIONS

14.1 Each year the Board shall determine the annual subscription fee for each category of membership and if considered necessary prescribe an entry fee as a prerequisite for Membership. Such fees shall be determined at the July meeting of the Board prior to the Annual General Meeting.

14.2 Members who are pensioners will be required to pay no more than 50% of the Membership Fee set for Full Members;

14.3 Honorary Members shall pay no membership fees:

14.4 Annual Subscriptions shall be due on the day following the Annual General Meeting. Members whose subscriptions have not been paid within one calendar month of the due date shall cease to be Members. The Board may, by a majority vote of Board Members present and voting, reinstate a Member whose subscriptions have not been paid by the due date or defer or waive payment of a subscription in any case in which the Board so decides that there are exceptional circumstances;

14.3 Irrespective of the date upon which a Member subscription is paid, it shall cover Membership up to and including the day of the ensuing Annual General Meeting.

15. VOTING RIGHTS

15.1 LIFE MEMBERS AND FULL MEMBERS

Life Members and Full Members are entitled to vote at all meetings held by the Association other than Board Meetings unless they are an elected member of the Board.

15.2 ASSOCIATE, JUNIOR AND HONORARY MEMBERS

Associate. Junior and Honorary Members have no voting rights, shall not be elected to membership of the Board and shall have no right title or interest in the property of the Association.

Associate, Junior and Honorary Members may be allowed to partake in all activities of the Association except as limited by the Board.

ARTICLE VI - THE BOARD

1. POWERS AND DUTIES

1.1 The Board in accordance with the Articles of this Constitution and the Standing Orders of the Association shall carry out the entire management of the Association and its affairs. The Board shall hold office up to and including the appointment of the Returning Officer at the ensuing Annual General Meeting;

1.2 The Board will be restricted in their borrowings to a maximum of \$20,000 in any one year. Amounts in excess of \$20,000 can only be approved at a General Meeting or Annual General Meeting by the majority vote of Full Members present and entitled to vote;

1.3 Board meetings shall take place at least monthly. It shall be the duty of the Honorary Secretary or Chairperson to call a meeting of the Executive or Board to deal with any emergency or to comply with a requirement of the Associations Incorporation Act, 1985 or Liquor Licensing Act, 1985. A quorum at Board meetings shall be five members or 50% of elected members, whichever is lower. In the absence of a quorum, the Chairperson shall decide the date and time for a re-convened meeting;

1.4 The Chairperson shall conduct meetings according to a prepared agenda and in accordance with the Standing Orders of the Association. As soon as practicable after the opening of the first Board meeting following the election of a new Board the President or Chairperson shall recite the Ethics of the Association.

2. APPOINTMENT OF BOARD

1.1 The Board of the Association shall consist of the following members, a:

- PRESIDENT - who is a present Member of the Board or has some time served as a Member of the Executive of the Board;

- PAST PRESIDENT - who (may elect not to serve on the Board) may be a Member of the Board for a period of one year after relinquishing office as President;

- VICE PRESIDENT - who is or shall at some time have been a Board Member;

- CHAIRPERSON - who is or shall at some time have been a Board Member;

- HONORARY SECRETARY

- HONORARY TREASURER

- HONORARY MEMBERSHIP SECRETARY

- HONORARY EVENTS OFFICER

Between - TWO and SIX ORDINARY MEMBERS

1.2 The roles and duties of all Office Bearers and Board Members shall as be defined and set down in the Standing Orders;

1.3 The Executive shall be made up of the President, the Vice-President, the Chairperson, the Honorary Secretary and the Honorary Treasurer;

1.4 Office bearer positions comprise the Executive, the Honorary Membership Secretary and the Honorary Events Officer.

3. NOMINATION FOR BOARD

3.1 Nomination forms are to include:

- (i) - Day, date and time that nominations close;
- (ii) - Day, date and time of the Annual General Meeting;
- (iii) - Postal address of the Honorary Secretary;
- (iv) - Name and signature of nominated person. This is to indicate the person's willingness to accept the nomination;
- (v) - Position(s) on the Board that the nominated person is seeking election to;
- (vi) - Name and signature of both Members who nominate the person for the position.

3.2 Persons wishing to nominate for election to the Board may do so in on the official Board Nomination Form to the Honorary Secretary;

3.3 Nominations must be received by the Honorary Secretary not less than 7 clear days before the Annual General Meeting and must be proposed and seconded by two Full Members;

3.4 A Member can nominate to hold an office bearer position and include 'Ordinary' Board on the one nomination form. To nominate for more than one office bearing position, a nomination must be received for each position for which the Member seeks election;

3.5 Members of the Association shall be entitled to the particulars of each nomination prior to the Annual General Meeting by applying to the Honorary Secretary;

3.6 If the full complement of Board members is not filled from voting on written nominations, verbal nominations may be accepted from the floor at an Annual or Special General Meeting;

3.7 Nominees must be Full and current Members of the Association. In the case of an Annual General Meeting, the nominee must have been a Full and current member from the year ending at the AGM. If nominations occur at a Special General Meeting, the nominee must have been a Full and current Member for at least 12 months. A verbal nomination shall only be accepted from two Members proposing the nomination, who have been current, financial Members for at least 12 months;

3.8 If greater than one nomination for an office bearer position, a poll shall be taken;

3.9 A Member elected to the Board from the floor is eligible for vacant office bearer positions.

4. ELECTION OF BOARD

4.1 All officers and members of the Board shall be elected at the Annual General Meeting or General Meeting called for that purpose. Even if unopposed the election of a nominee must be approved by a simple majority of Members present and voting;

4.2 If unopposed and no simple majority achieved, the position will be deemed vacant and to be filled by the Board at its first Board meeting;

4.3 No person shall hold more than one office bearing position;

4.4 No person shall be eligible for election on the Board for more than five consecutive years but shall be so eligible after an interval of one year; Exceptions to this rule are (1) a Past President for the year after relinquishing

office as President (2) a Chairperson, Honorary Treasurer or Honorary Secretary who has not completed the maximum term of two consecutive years permitted for the office;

4.5 The Honorary Secretary, Honorary Treasurer and Chairperson shall not be eligible for election to the same office for more than two consecutive years but shall be so eligible for election after an interval of one year. The Board may at its discretion exclude this clause;

4.6 If there are no nominations for office bearer positions those Members deemed to be Ordinary Board members can add up to a total Board number of 14 (including the Past President);

4.7 If clause 4.6 of this article is applicable, any vacant office bearer positions must be filled from the Ordinary Members of the elected Board and shall not have non-elected Members fill the position;

4.8 Any vacancy occurring on the Board during any financial year may be filled by the Board up to and including the next ensuing Annual General Meeting or General Meeting. A simple majority at the Board meeting, at which they are nominated, must accept the person filling the vacancy. The new Board member shall have the same rights as other Board Members.

5. BOARD VOTING

5.1 Each member of the Board shall be entitled to one vote. In the event of a tied vote the Chairperson shall be entitled to defer the vote or give a casting vote whether or not he or she has exercised the right to their ordinal vote.

6. BOARD APPOINTMENTS AND RESPONSIBILITIES

6.1 SUB-COMMITTEES

The Board may appoint a sub-committee from the Board or Membership. These sub-committees may have powers and authority delegated to them, but in all cases are responsible to the Board. The Association Honorary Treasurer will control the financial activity of all sub-committees. The sub-committees are bound by the Sub-Committee Policy;

6.2 OFFICIAL SEAL HOLDERS

These will be the President, Chairperson, Honorary Secretary and Honorary Treasurer. Any two will generally be required as signatories on any given occasion;

6.3 PUBLIC OFFICER

The Public Officer shall be the Chairperson. As each successive Chairperson is elected the Corporate Affairs Commission will be advised using the official registration form. The Public Officer shall notify amendments to the Constitution to the Corporate Affairs Commission.

7. DURATION OF OFFICE

7.1 The members of the Board shall remain in office until the appointment of the Returning Officer at the ensuing Annual General Meeting, except as otherwise provided in this Constitution.

8. EXPULSION OF BOARD MEMBERS

8.1 The office of a Board member shall become vacant if a Board Member is:

- (i) disqualified from being a Board member by the Act;
- (ii) expelled from being a member;
- (iii) permanently incapacitated by ill health;

(iv) absent without apology for more than three Board meetings in a financial year.

8.2 If having come to the opinion a Board Member or Members are not serving the best interests of the Association in their current position, a Board Member or a Full Member through the Chairperson in writing may request that the Board Member or Members should be relieved of their duties or transferred to another office; in which instance the Chairperson will present the request at the next meeting of the Board for resolution;

8.3 A Board Member may only be relieved of their position or transferred to another position by an absolute majority vote of the Board. In the event of a Board Member being relieved of their position or transferred to another position it shall have no reflection on the integrity of that Member. Where the integrity or honesty of a member is in question procedure shall be pursuant to the Code of Conduct Policy;

8.4 All votes concerning the performance of another Board Member shall be by secret ballot.

ARTICLE VII - MEETINGS

1. GENERAL MEETINGS OF THE ASSOCIATION

1.1 Meetings of the Association shall be run in accordance with the Standing Orders;

1.2 In a situation where the Standing Orders and Constitution Articles contradict, the Constitution Articles shall be deemed the correct process due to it being voted on by the Full Membership;

1.3 Motions passed at General Meetings are binding on the Association and all its Members;

1.4 A quorum is to be met within 20 minutes of the scheduled start time of the meeting. If the quorum cannot be met, the meeting shall stand adjourned to a time and place as ruled by the Chairperson. If such adjourned meeting does not have a quorum within 30 minutes, then those Members present shall form a quorum;

1.5 If the Chairperson is not able to commence a meeting 20 minutes after the scheduled commencement time, or they are present but decline to take or retires from the chair, the President shall chair the meeting;

1.6 If the President is not able or willing to commence the meeting, the responsibility then falls on the next available office bearer or to any Board Member willing to chair.

2. ANNUAL GENERAL MEETINGS

2.1 The Annual General Meeting of the Association shall take place in September of each year and preferably on a Sunday;

2.2 A quorum shall be 12% or more of the total membership eligible to vote.

3. AGENDA FOR THE ANNUAL GENERAL MEETING

3.1 The Agenda of the Annual General Meeting shall include:-

(i) Welcome by the Chairperson who requests the Honorary Secretary to read the Minutes of the previous Annual General Meeting;

(ii) Proposal that the Minutes be accepted as a true and accurate record of that previous meeting;

(iii) Report by the President on the year's activities;

(iii) Proposal that the President's Report be adopted;

- (iv) Honorary Treasurer's Report on the accounts of the Association which shall include a written presentation of the Auditors Report;
- (v) Proposal that the Honorary Treasurer's Report be adopted;
- (vi) To consider, and if approved, ratify any alteration to the Articles of the Constitution. Any alteration requiring a three quarters majority of Full Members present and eligible to vote. Changes proposed for the Constitution shall have been notified to Members with the calling of the Annual General Meeting;
- (vii) Members present to consider any Life Membership nomination;
- (vi) Appointment by the Chairperson of Returning Officer to conduct election of officers as detailed by the Standing Orders and the Articles of this Constitution;
- (viii) Election of Board;
- (ix) Request by the Returning Officer to new Chairperson to take over;
- (x) The newly elected President to read the Ethics of the Association;
- (xii) Receive suggestions from Members for consideration by the new Board.

4. SPECIAL GENERAL MEETINGS

4.1 A Special General Meeting may be called by a decision of the Board or in response to a written petition to the Board signed by twenty Full Members of the Association and indicating the purpose for which the General Meeting is being called. The petition shall be directed to the Chairperson of the Association who shall present it at the first Board meeting following its receipt. The General Meeting shall if possible take place within 28 days of the Board Meeting;

4.2 If a Special General Meeting is not convened after 28 days, the persons named on the petition – or at least 50% of their number – may convene a Special General Meeting. The Board shall convene such a meeting, and for this purpose the Board shall ensure that the petitionists are provided with access to the Association facilities as a venue if the facilities are not being used for other purposes. Particulars of all Members entitled to receive a notice of meeting shall be provided to these petitioners also. The reasonable expenses of convening such a meeting shall be borne by the Association;

4.3 The quorum at a Special General Meeting shall be 12% or more of the total membership eligible to vote.

5. GENERAL MEETINGS

5.1 The Association Board may chose to have one or more General Meetings to address Association issues as they see fit.

6. CONVENING A GENERAL OR AN ANNUAL MEETING

6.1 Notice convening a Special or Annual General Meeting of the Association shall be advised to the Members by the Honorary Secretary by whatever media method is deemed appropriate by the Board, but not less than 21 clear days before the meeting, and shall include an agenda;

6.2 At least 14 clear days before a General Meeting or Annual General Meeting the Honorary Membership Secretary shall provide the Chairperson with an up to date list of all Full Members of the Association.

7. VOTING AT GENERAL MEETINGS

7.1 Every Member of the Association eligible to vote has only one vote at a meeting of the Association;

7.2 A question for decision at a General Meeting, other than a special resolution, must be determined by a simple majority of Members who vote in person or by proxy at that meeting;

7.3 Unless a poll is demanded by at least five members, a question for decision at a General Meeting must be determined by a show of hands.

8. POLL AT GENERAL MEETINGS

8.1 If a poll is demanded by at least five eligible Members, 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;

8.2 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.

9. PROXIES

9.1 Voting

(i) Presentation of a signed letter or Association Proxy Form from a Full and current Member of the Association, gives the nominated Full and current member proxy voting rights to exercise voting rights on behalf of that Member;

(ii) Proxy votes do not count towards quorum figures for General Meetings. They do count in simple majority voting;

(iii) Proxies are valid at General Meetings but not valid at Board meetings.

9.2 Nominations

(i) Nominees for Board positions who wish to be included in voting for the Board but have not been able to fill in an official nomination form may have a proxy sign an official Association proxy form (by the official close of nominations) signed by the nominee granting the proxy the ability to nominate them;

(ii) Those wishing to nominate a nominee may also use a proxy. This would also require an accompanying letter or Association proxy form by the close of nominations.

ARTICLE VIII - ETHICS OF THE IRISH AUSTRALIAN ASSOCIATION

1. As a Member of the Irish Australian Association Incorporated I will do everything I can to preserve control of the Association and of the Irish Memorial Hall by the Irish Australian Community;

2. I will uphold the Articles of the Constitution of the Association and shall ensure that I am well acquainted with them;

3. Whenever I observe that the Articles of Association are being broken I shall raise a point of order with the Chairperson or appropriate officer of the Association;

4. I shall engage in discussion of matters raised at meetings so as to make a meaningful contribution and allow the best possible decision to be reached;

5. I shall listen carefully to matters discussed by other Members whether they are persons with whom I agree or not;

6. I shall assist the Chairperson to control the meetings to avoid delay and to facilitate mutual understanding by addressing all my remarks to the Chairperson or through the Chairperson to another Member;

7. I shall avoid speaking directly to any other Member during the formal course of a meeting unless directed to do so by the Chairperson;

8. Where necessary I shall engage in vigorous debate but I shall hold no ill will towards any Member who disagrees with me and I shall avoid personal derogatory remarks. I shall not say outside a meeting what I should have said at it;

9. I shall do all this in a spirit of loyalty to the Irish Australian Association and avoid personal gain, making sure especially in financial matters that wherever possible transactions are witnessed or checked by another Member so that not only is honesty practiced but is its also seen to be practiced;

10. I shall consider it a privilege to serve loyally the Articles of the Association and my fellow Irish Australians and never carry away from a meeting or function of the Association any bitterness or ill will towards my fellow Members. I shall help all Associate groups of the Association to run functions and activities whether or not I am personally interested in such groups so as to weld the Irish Community into a co-operative whole.

ARTICLE IX - MINUTES

1. Proper Minutes of all proceedings of General Meetings of the Association and of meetings of the Board shall be filed within one month after the relevant meeting;

2. The Minutes kept pursuant to this article must be confirmed by the Members of the Association, or the members of the Board (as relevant) at a subsequent meeting;

3. The Minutes kept pursuant to this article 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;

4. Where Minutes are confirmed and signed, until proof to the contrary is proven, they shall be evidence that the meeting had taken place and all appointments made shall be deemed valid.

ARTICLE X - DISPUTE RESOLUTION

1. Any grievance against a decision in regard to acceptance of membership, the expulsion of a Member or a donated item shall be dealt with by way of the Grievance Policy;

2. Any other dispute between a Member and another Member or a Member and the Association are to be dealt with per the Grievance Policy;

3. Section 40 of the Act provides that where the Board 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.

ARTICLE XI - FINANCIAL REPORTING

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

2. The accounts, together with an auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before the Members at the Annual General Meeting.

ARTICLE XII - PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

1. The income and capital of the Association shall be applied exclusively to the promotion of its Objects and no portion thereof shall be paid or distributed directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members, relatives or associates of Members of the Association except as bona fide remuneration for services rendered, honorariums or expenses incurred on behalf of the Association;

2. Prior to the sale or disbursement of any major property or asset owned by the Association, such sale or disbursement shall be approved by an absolute majority of the Board at two consecutive meetings of the Board and then approved at a General Meeting of the membership called for that purpose.

ARTICLE XIII - WINDING UP

The Association may be wound up in the manner provided by the Act.

ARTICLE XIV - APPLICATION OF SURPLUS ASSETS

1. If upon the dissolution or winding up of the Association there remains after satisfaction of the Association's debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Association but shall be distributed to another body or bodies having similar Objects or to such charitable body or bodies and which shall prohibit the distribution of income and property to members. Subject to the above the surplus assets shall be distributed in accordance with:

- (i) The Associations Incorporation Act, 1985 Section 43 as amended;
- (ii) The Objects of the Association so stated in the Constitution of the Association; and;
- (iii) A special resolution of a General Meeting of Members called at the time of winding up.

ARTICLE XV - STANDING ORDERS

1. Standing Orders means the rules, procedures and policies formulated by the Board and can be created or amended by a simple majority of the Board passed at two consecutive meetings of the Board.

2. Standing Orders are to provide a structure for the direction, responsibility and accountability of the Board to enable the Association to be run effectively.

3. Standing Orders must be strictly adhered to by the Board.

4. RULES

4.1 The Board may make rules on any matter;

4.2 Standing Orders may only be created or amended if approved by a simple majority of the Board at two consecutive Board meetings;

4.3 The Board must advise the Members of the creation or amendment of other than administrative changes to rules, procedures and policies;

4.4 Correction of typographical errors, changes in punctuation, numbering, formatting, and the maintenance of cross-references and history are all considered to be purely administrative alterations, and may be performed by the Honorary Secretary, without resolution of the Board. The Honorary Secretary must notify the Board of any such changes made to the Master Copy of any Standing Orders.

ARTICLE XVI - POLICIES

1. The Board may make policy on any matter.

2. Policy may only be created or amended if approved by an absolute majority of the Board at any one Board meeting.

3. The Board must advise the Members of significant changes to the creation or amendment of procedures and policies.

4. Correction of typographical errors, changes in punctuation, numbering, formatting, and the maintenance of cross-references and history are all considered to be purely administrative alterations, and may be performed by the Honorary Secretary, without a resolution of the Board. The Honorary Secretary must notify the Board of any such changes made to the Master Copy of any policy.

ARTICLE XVII - MISCELLANEOUS

1. DONATIONS TO THE ASSOCIATION

1.1 All property donated to the Association shall become the property of the Association on its acceptance by the Board;

1.2 Temporary loans of property or funds may be accepted by Board approval only, and the duration of the loan must be specified in writing and signed by the donor or lender and Board Honorary Secretary or Honorary Treasurer. The original document is to be included in the Minutes of the Board meeting when this loan is accepted. The Honorary Treasurer and the lender should retain copies;

1.3 Donations received or property loaned to the Association must be included in the Assets Register.

2. INTERPRETATION

2.1 In these Articles the masculine gender shall include the feminine gender and the singular shall include the plural as may be required where reference thereto is made in this Constitution;

2.2 The Board shall - other than the Returning Officer role in regard to nominations - be the sole authority for interpreting the meaning of any of the provisions contained in this Constitution, Standing Orders or in any regulation of the Association policy made hereunder;

2.3 The Association acknowledges that the Constitution, Standing Orders and Polices can be superseded by Common Law, the laws of the Commonwealth of Australia and the laws of the State of South Australia and will endeavor to reflect these laws and community expectation by amending these documents if the need arises.

3. INTENTION OF THE CONSTITUTION

The intention of the Constitution is to provide direction, responsibility and accountability to the Irish Australian Association Board and provide guidelines for acts such as nominating and voting required to make the Association run.

ARTICLE XVIII - HISTORY OF THE CONSTITUTION

1. The first formal Constitution of The Irish Australian Association Incorporated which sprang from the Patrician Investment Company was drawn up by Billy Monks and J.P. (Sean) Kerins and passed at an Annual General Meeting on 17 May, 1978, signed by W.G. Monks, President and Margaret Grant, Secretary. This current rewriting of the Constitution was presented for detailed discussion to Members of the Association at General Meeting (5) prior to the Annual General Meeting in September, 1994 by members of the sub-committee appointed by the Committee: i.e. Sam Somerset, Brian Gallagher, Benny Kiems, Michael Mulvihill, Tony Faman and Sean Kerins.

2. After amendment, this Constitution, numbering fourteen Articles, has been approved by three-quarters majority of financial Members of The Irish Australian Association Incorporated, present and voting at the Annual General Meeting held on 18 September, 1994. This Constitution ends here.

3. as amended 31.10.99 (no record).

4. The previous Constitution was repealed at the 2006 Annual General Meeting on 17 September, 2006 and replaced with this one, 11 amendments were made from the draft Constitution that was promulgated with the notice for the Meeting. These amendments have been included in this document.

5. The Constitution was amended at the Special General Meeting held on the, 5th of November, 2017. Amendments and changes were as recorded in the Minutes of that Special General Meeting.
