

Svoboda Alliance SA Inc.

Constitution

Adelaide 2021

Association Incorporation Act 1985 (South Australia)

Table of Contents

Table of Contents	2
1. Name of the Association	3
2. Definitions	3
3. The Mission and Objectives of the Association	4
3.1. The Mission of the Association:.....	4
3.2. The Objectives of the Association:	4
4. Powers of the Association	5
5. Membership	5
6. The Committee	7
6.1. The Powers and Duties of the Committee	7
6.2. Appointment of the Committee	7
6.3. Proceedings of the Committee.....	8
6.4. Disqualification of Committee Members	8
7. The Seal	9
8. General Meetings	9
8.1. Annual General Meetings.....	9
8.2. Special General Meeting	9
8.3. Notice of General Meetings	10
8.4. Proceedings at General Meetings	10
8.5. Voting at General Meetings.....	11
8.6. Poll at General Meetings	11
8.7. Special and ordinary resolutions	11
8.8. Proxies	11
9. Minutes.....	12
10. Dispute Resolution	12
11. Financial Reporting.....	13
11.1. Financial Year.....	13
11.2. Accounts to be Kept	13
11.3. Accounts and Reports to be Laid Before Members.....	13
11.4. Appointment of Auditor	13
12. Prohibition against Securing Profits for Members	14
13. Winding Up	14
14. Application of Surplus Assets	14
15. Alteration of the Constitution	14

1. Name of the Association

The name of the incorporated association is '**Svoboda Alliance SA Incorporated**' trading as Svoboda Alliance SA Inc., referred to herein as '**the Association**'.

2. Definitions

In this Constitution unless the contrary intention appears:

- '**Committee**' means the committee of management of the Association.
- '**Committee member**' means elected or appointed member of the committee.
- '**Financial Year**' means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.
- '**General meeting**' means a general meeting of members of the Association convened in accordance with this Constitution.
- '**Member**' means a member of the Association.
- '**Month**' means a calendar month.
- '**Ordinary resolution**' means a resolution passed by a simple majority at a general meeting.
- '**President**' means the president of the Association.
- '**Public Officer**' means the public officer of the Association.
- '**Secretary**' means the secretary of the Association.
- '**Special resolution**' means a special resolution as defined in the section 3 of the Act.
- '**The Act**' means the Associations Incorporation Act 1985.
- '**Treasurer**' means the treasurer of the Association.

3. The Mission and Objectives of the Association

3.1. The Mission of the Association:

1. To promote universal human rights among the residents of South Australia in line with Universal Declaration of Human Rights (1948) and related international agreements ratified by Australia.
2. To facilitate the connection between these universal values and Australian society.
3. To represent members and communities who support the organisation values and objectives.
4. To foster relations with other ethnic communities, develop joint initiatives of mutual benefit promoting tolerance and multiculturalism.
5. To defend human rights comprising but not limited to economic, social, cultural, civil rights and political freedoms, worldwide, and to expose violations of these rights to governments, media, and society at large.

3.2. The Objectives of the Association:

1. To hold the Fund-Raising Campaigns to support the Association mission.
2. To support like-minded communities, associations, and projects.
3. To organise actions of solidarity with, and support to, human rights movements around the globe.
4. To organise and support initiatives, such as petitions, charitable events, and representations to Australian and international authorities, aimed at promoting human rights and freedoms, protecting the victims of human rights violations, and exposing the perpetrators.

4. Powers of the Association

1. The Association shall have all the powers conferred by section 25 of the Act.
2. Contracts may be made by or on behalf of the Association as follows:
 - a. contract which, if made between private persons, would be required to be in writing under seal may be made by the Association under its common seal.
 - b. a contract which, if made between private persons, would be required to be in writing signed by the parties to be charged may be made on behalf of the Association in writing by the Public Officer of the Association subject to item 5 section 6.1 of this Constitution.
 - c. a contract which, if made between private persons, would be valid although made by parole only may be made by parole on behalf of the Association by the Public Officer of the Association subject to item 5 section 6.1 of this Constitution.
3. A contract may be varied or rescinded by or on behalf of the Association in the same manner as it is authorised to be made.

5. Membership

1. The Association has ordinary membership only.
2. Any person, who supports the mission and objectives of the Association, agrees to be bound by this Constitution and who applies for membership of the Association.
3. The application for membership shall be made in writing signed by the applicant. Upon the acceptance of the application by the Committee and upon payment of the first annual subscription, the applicant shall be a member of the Association.
4. A member must:
 - a. provide the Secretary with the details required by the Association to keep the register of members complete and up to date,
 - b. maintain and enhance the reputation of the Association,
 - c. not act in a manner prejudicial to the mission, objectives or the interests and reputation of the Association.
6. Affiliating with, or endorsing other groups, associations and individuals, including their products and services, are matters that are critical to the reputation of the Association and require a Committee decision, supported by no less than two-thirds of its members. No individual member of the Association may endorse or affiliate with other organisations or individuals on behalf of the Association without prior decision by the Committee.
7. General meeting determines the subscription fees for membership. The subscription fees shall be payable annually on 1 July or at a time that the Committee determines. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

8. A member may resign from membership of the Association by giving written notice to the Secretary or Public Officer of the Association. Any resigning member shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the Association.
9. Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association. Details of the charge shall be communicated to the member at least one month before the meeting of the Committee at which the matter will be determined.

The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall (subject to item 8 section 5 of this Constitution), cease to be a member 14 days after the Committee has communicated its determination to the member.

10. 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.

In the event of an appeal, 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 in general meeting. The appellant has the right to be heard by the other members.

The members in general meeting can uphold the determination of the Committee or overrule it. In the former case, membership will be terminated on the date of the general meeting at which the determination of the Committee is upheld.

11. A former member must not thereafter use any property of the Association (including, without limitation, its intellectual property) and must immediately return to the Association all the Association's documents, records or other property in their possession, custody, or control of the former member.
12. The Secretary keeps the register of members which contain:
 - a. The name, address, and contact details (email, phone number) of each member,
 - b. The date on which each member was admitted to the Association, and
 - c. If applicable, the date of and reason(s) for termination of membership.

6. The Committee

6.1. The Powers and Duties of the Committee

1. The Committee manages and controls the affairs of the Association in addition to any powers and authorities conferred by this Constitution. The Committee may exercise all such powers and do all such things as are within the objectives of the Association and are not by the Act or by this Constitution required to be done by the Association in general meeting.
2. The Committee has the management and control of the funds and other property of the Association.
3. The Committee may make and amend rules, regulations, by-laws, or policies (regulations) for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association as it thinks necessary or desirable. Regulations must be consistent with the Constitution. All regulations are binding on the Association and all members.
4. The Committee 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.
5. The Committee shall appoint a Public Officer as required by the Act. Notice of appointment and any change in the identity or address of the Public Officer are to be lodged within one month after the change (Form 10) with Consumer and Business Services.

The Public Officer acts on behalf of the Association unless the other member is authorised by the Committee to make a particular contract or a type of contracts.

6.2. Appointment of the Committee

1. The Committee shall be comprised of a President, Secretary, Treasurer, Public Officer and a minimum of 4 other Committee members.
2. The Association can vary the number of Committee members (office holders), as the need for new roles arise. In doing so, a minimum of 5 office holders shall be maintained.
3. A Committee member shall be a natural person.
4. The first Committee shall be appointed from the founding members of the Association. All Committee positions shall be subject to re-election at each annual general meeting.
5. A 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 has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the Secretary. The nomination shall be signed by the proposer and by the nominee.
6. Notice of all persons seeking election to the Committee shall be given to all members with the notice calling the meeting at which the election is to take place.

7. The Committee may appoint a person to fill a casual vacancy, and such a Committee member shall hold office until the next annual general meeting and shall be eligible for election to the Committee without nomination.

6.3. Proceedings of the Committee

1. The Committee shall meet for the dispatch of business at intervals agreed upon by Committee members, or at least six-monthly.
2. A simple majority vote shall decide questions arising at any meeting of the Committee. In the event of equality of votes, the President shall have a casting vote in addition to a deliberative vote.
3. A quorum for a meeting of the Committee shall be two-thirds of the Committee members, excluding vacant positions.

A Committee member may attend a meeting by electronic means including video link and telephone by which he or she can hear and be heard.

4. The Committee may pass a resolution without a meeting being held if all the Committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Committee member signs.

For this purpose, the Secretary may post separate copies of a document for signing by those entitled to vote. A resolution passed under this rule must be recorded in the minute book.

5. A Committee member 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 Committee member must disclose the nature and extent of his or her interest in the contract at the next annual general meeting.

6.4. Disqualification of Committee Members

The position of a Committee member shall become vacant if a Committee member is:

1. Disqualified from being a Committee member by the Act,
2. Expelled as a member under this Constitution,
3. Permanently incapacitated by ill health,
4. Absent without apology from more than two meetings in a row,
5. No longer the duly appointed representative of a corporate member.

7. The Seal

The Association may 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 witness e.g., the President and the Secretary.

8. General Meetings

8.1. Annual General Meetings

1. The Committee shall call an annual general meeting in accordance with the Act and this Constitution. The first annual general meeting shall be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of its financial year.
2. The order of the business at the meeting shall be:
 - a. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting,
 - b. The consideration of the accounts and reports of the Committee and the auditor's report (if auditor's report is required),
 - c. The election of the Committee members,
 - d. The appointment of auditors (if required),
 - e. Any other business requiring consideration by the Association in general meeting.
3. At an annual general meeting, the members may appoint a person to be auditor of the Association. The auditor must meet qualifications requirements established by the Act.

The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

If an appointment is not made at an annual general meeting, the Committee shall appoint an auditor for the current financial year.

8.2. Special General Meeting

1. The Committee may call a special general meeting at any time.
2. Upon a requisition in writing of not less than 20% of the total number of members, within one month of the receipt of the requisition, the Committee shall convene a special general meeting for the purpose specified in the requisition.

Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

3. If a special general meeting is not convened within one month, the requisitionists, or at least 50% of their number, 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.

8.3. Notice of General Meetings

1. 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.
2. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
3. The Association may give a notice to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members.
4. Where a notice is sent by post, the service is affected by properly addressing, prepaying, and posting a letter or packet containing the notice.
5. Unless the contrary is proved, service will be taken to have been affected at the time at which the letter or packet would be delivered in the ordinary course of post.
6. A notice can also be served by email. It will be taken to have been received by the member 24 hours after it was sent.
7. The rules of this section apply to other cases when a notice or communication is to be served according to this Constitution or the Act.

8.4. Proceedings at General Meetings

1. Quorum for the transaction of business at any general meeting is at least 25% of the total number of members (according to the register as of the date of meeting) present personally or by proxy.
2. If within 30 minutes 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.

3. Subject to item 4 section 8.4, the President of the Committee shall preside as chairperson at a general meeting except where the President has a conflict of interest.
4. If the chairperson is not present within five minutes 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

1. Subject to this Constitution, every member has only one vote at a general meeting. The chairperson does not have a casting vote.
2. Subject to this Constitution, 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 or, where proxies are allowed, by proxy, at that meeting (ordinary resolution).
3. Unless at least five members demand a poll, a question for decision at a general meeting must be determined by a show of hands.
4. A member being a body corporate shall be entitled to appoint one person, who shall not be a member, to represent it at a particular general meeting or at all general meetings. The corporate member shall appoint that person by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member for all purposes until the authority to represent the corporate member is revoked.

8.6. Poll at General Meetings

1. If at least five members demand a poll, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the general meeting on that question.
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 general meeting.

8.7. Special and ordinary resolutions

1. A special resolution as defined in the Act.
2. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8. Proxies

A member shall be entitled to appoint in writing a natural person who is also a member to be their proxy and attend and vote at any general meeting.

9. Minutes

1. Proper minutes of all proceedings of general meetings and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

The members of the Association or the Committee members (as relevant) at a subsequent meeting must confirm the minutes kept pursuant to this rule.

2. 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.
3. 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 valid.

10. Dispute Resolution

1. The dispute resolution procedure set out in this rule applies to disputes under Constitution between:
 - a. a member and another member
 - b. a member and the Association.
2. 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 the parties.
3. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person (e.g., a mediator) agreed to by the parties.
4. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

11. Financial Reporting

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

11.1. Financial Year

The year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

11.2. Accounts to be Kept

The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act. Refer to regulation 8 of the Associations Regulations.

11.3. Accounts and Reports to be Laid Before Members

The 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.

11.4. Appointment of Auditor

- a. At each annual general meeting, the members shall appoint a person to be auditor of the association if required. 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.

12. Prohibition against Securing Profits for Members

1. The income and capital of the Association shall be applied exclusively to the promotion of its objectives and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered as an employee or expenses incurred on behalf of the Association.
2. In addition to the rule above, subject to item 3 section 12, nothing prevents a payment in good faith to any member:
 - a. where that member is a not-for-profit entity with a similar purpose to the Association,
 - b. for goods or services supplied to the Association in the ordinary and usual course of operation,
 - c. for interest on money borrowed from any member,
 - d. for rent for premises demised or let by any member to the Association.
3. No payment made under this section may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

13. Winding Up

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

14. Application of Surplus Assets

If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- gifts of money or property for the principal purpose of the organisation.
- contributions made in relation to an eligible fundraising event held for the principal purpose of the Association.
- money received by the Association because of such gifts and contributions.

15. Alteration of the Constitution

1. The Constitution may be altered (including an alteration to the Association's name) by a special resolution of the members at general meeting. This includes revision or replacement by substitute rules.
2. The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.
3. The registered Constitution 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 the provisions thereof.