

**CONSTITUTION OF
THE ROYAL COMMONWEALTH
SOCIETY
(SOUTH AUSTRALIAN BRANCH) INC**

The name of the Association (hereinafter called The Society") is **"THE ROYAL COMMONWEALTH SOCIETY (SOUTH AUSTRALIAN BRANCH) INC."**

OBJECTS

The objects for which the Society is established are to promote the increase and diffusion of knowledge respecting literature, music and art of the peoples and countries of the Commonwealth and maintain the best traditions of the Commonwealth. These objects shall be pursued by the Society, working as a non-sectarian and non-party organisation.

POWERS

The Society may promote its objects using the following powers:

- 3.1 To provide a central meeting place in Adelaide, and meeting places in Commonwealth countries and elsewhere.
- 3.2 To maintain libraries and newspaper rooms.
- 3.3 To hold meetings in Commonwealth countries and elsewhere for the discussion of subjects relevant to the objects of the Society and to provide for visitors from overseas to give expression of their views.
- 3.4 To produce and publish journals and other publications.
- 3.5 To encourage the study of subjects relevant to the objects of the Society especially in universities and schools, by providing amongst other things lectures and prizes for essays.
- 3.6 To undertake relevant scientific and other enquiries
- 3.7 To promote or assist the establishment of professorships and lectureships in subjects relevant to the objects of the Society.
- 3.8 To maintain information services.
- 3.9 To promote the comparative study of the ways of life in Commonwealth countries relevant to the objects of the Society and to encourage interchange of ideas.
- 3.10 To provide facilities for the study of foreign countries in so far as this may be relevant to the objects of the Society.
- 3.11 To encourage the formation of Branches of the Commonwealth Society in other Commonwealth countries and elsewhere.
- 3.12 To support or affiliate with other organisations with similar objects.
- 3.13 To establish Sub-Branchees of the Society
- 3.14 To promote the objects of the Society through corporate bodies.
- 3.15 To co-operate with the local Branches of other Commonwealth Societies in entertaining distinguished visitors, in arranging meetings and conferences and in promoting such enterprises as come within the objects of the Society.

3.16 To provide grants, loans or other financial assistance to persons or organizations, consistent with the objects of the Society.

3.17 To give guarantees, either solely or jointly with others, to further the objects of the Society.

3.18 To open and operate Bank Accounts.

3.19 To invest and deal with the monies of the Society in shares, units, debentures, notes, deposits or other securities in such manner as the Council may from time to time determine.

3.20 To engage in such fundraising activities as the Council may from time to time determine.

3.21 To enter into any contract and to do all such acts and things as may be calculated to attain or assist in the attainment of all or any of the above objects as the Council or Society may in its absolute discretion decide.

4. RESTRICTION ON DISTRIBUTIONS

The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to any member of the Society.

PROVIDED that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Society, or to any member of the Society, in return for any services actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by Bankers in Adelaide for overdrawn accounts on money lent, or reasonable and proper rent for premises let by any member to the Society; but so that no member of the Society shall be appointed to any salaried office of the Society, and that no remuneration or other benefit in money or money's worth shall be given by the Society to any member except repayment of out-of-pocket expenses or a reasonable honorarium paid to any officer for services rendered and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Society provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Society may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. FINANCIAL ACCOUNTS

True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which such receipts and expenditure takes place, and of the property, credits, and liabilities of the Society; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by the Council, shall be open to the inspection of the members. Once at least in every year, the accounts of the Society shall be examined and the correctness of the balance sheet ascertained by the Society's auditors.

6. MEMBERSHIP OF THE SOCIETY

6.1 The Society shall be composed of persons admitted to membership who shall have the full rights and privileges accorded by the Rules of the Society and regulations made pursuant thereto.

6.2 Any adult person resident in South Australia shall be eligible for membership of the Society.

6.3 The citizens of any country of the Commonwealth and also all British protected subjects, shall, subject to the Rules of the Society, be eligible for admission as members of the Society.

.4 The number of members of the Society is unlimited.

6.5 Notwithstanding anything herein contained, no person under the age of eighteen years shall be eligible for full membership of the Society. However, associate membership may be granted to a person under the age of eighteen years.

6.6 Every candidate for membership shall be proposed by one member and seconded by another.

6.7 Each nomination for membership must be in the form prescribed by the Council and such form shall contain the candidate's full name, address and occupation, together with his signature and the signature of his proposer and seconder.

6.8 The election of persons as members shall be at the discretion of the Council, or (if so determined by Council) by a sub-committee consisting of the President, Senior Vice-President and Secretary.

6.9 Notice of his election shall be sent to each candidate on his election to membership of the Society.

6.10 The Council shall have power to reject an application for election as a member and shall not be obliged to give any reason for rejection and it may require the applicant to produce such evidence as it thinks fit as to his qualifications for membership.

6.11 By signing the application for election, the applicant agrees to observe and be bound by the by-laws and regulations of the Society for the time being.

6.12 Every member shall register with the Secretary an address to which notices and other documents may be sent, and shall notify the Secretary of changes in that address.

6.13 The Council of the Society shall appoint a member a Life Fellow on payment of a sum of not less than \$500-00 and such Life Fellow shall be entitled to all the privileges of a member without payment of any future annual subscription.

6.14 The Society may appoint as an Honorary Fellow or as an Honorary Vice-President any person whose association with the Society is considered by the Council to be advantageous to the Society, or who has rendered special service to the Society, and he shall continue as an Honorary Fellow or Honorary Vice-President during the pleasure of the Council, but may take no part in the management of the Society's affairs unless otherwise resolved by the Society.

6.15 Only financial members shall be entitled to vote and take part in the management of Society affairs, unless otherwise resolved by the Society.

6.16 The Society shall afford its facilities to members of other Branches who are temporarily resident in South Australia, upon payment, if the period of residence is expected to be more than one year, of a visiting member's fee as determined by Council.

6.17 Neither the name of the Society nor the address of the Society shall be used in connection with personal correspondence, and neither the name nor the address shall be printed on any note paper or other document not belonging to or issued by the Society.

7. ENTRANCE FEE AND SUBSCRIPTIONS

7.1 All members of the Society shall pay such entrance fee and annual subscription as may be fixed from time to time by the Council and promulgated by the Secretary.

7.2 However, members present at a properly constituted general meeting of the Society shall have power to determine an additional entrance fee, levy or subscription.

7.3 All subscriptions shall be due and payable on election to membership, and subsequently on the first day of January in every year.

7.4 A person admitted to membership between the first day of July and the last day of October (inclusive) in any year shall, in addition to the normal entrance fee, pay one half of a full year's subscription for the period up to the last day of December of that year.

7.5 A person admitted to membership during November or December shall pay a full year's subscription and this shall cover the whole of the next calendar year.

7.6 The Council may at any time or times suspend the payment of entrance fees either generally or in respect to individual cases and shall have discretionary power to fix and determine or waive the entrance fee chargeable to any member under any special circumstances that may arise.

ARREARS OF SUBSCRIPTION

8.1 At the first meeting of the Council held after 31 March in any year, the Treasurer shall report the names of all members whose subscriptions are in arrears for more than three months, together with a statement of the amount in arrears.

8.2 Notice of his name having been reported to the Council, together with a statement of the amount in arrears, may be sent by the Secretary to every such member in arrears.

8.3 If the amount in arrears is not paid within one calendar month from the dispatch of the notice in Rule 8.2 above, the Secretary may send the member a final reminder.

8.4 Failing payment of the amount in arrears by 30 June, or the receipt of an indication of extenuating circumstances acceptable to the Council, the member's name may be referred to Council, which may strike it from the Society's Register. Such person shall then cease to be a member of the Society.

8.5 Every member struck from the Register under the above Rule shall remain liable to the Society for all sums of money or items of property due from him.

8.6 The Council may deny the use of premises and facilities to any member whose subscription is in arrears for more than three months.

RESIGNATION OF MEMBERSHIP

9.1 Any member of the Society may withdraw from the Society by signifying his wish to do so by letter to the Secretary or President.

9.2 Such member shall continue to be liable for annual subscriptions up to and including that for the year in which he signifies his wish to withdraw, except that the current year's subscription may be waived if the letter of resignation is received before the end of March.

9.3 Any member who withdraws or is expelled from the Society shall return all property of the Society held by him, and shall remain liable for any sums due from him to the Society.

REMOVAL FROM MEMBERSHIP

10.1 Except as provided in Rule 10.2, whenever there shall appear, in the opinion of the Council, to be cause for the removal of the name of any member of the Society from the list of members, or upon receipt of a request to that effect with the reasons stated and signed by not less than twelve members of the Society, the subject shall be taken into consideration by the Council; and if the members of the Council present in each case, do by a majority of not less

than two thirds in number so determine, the name in question shall be struck from the list of members, and the person's membership of the Society shall be terminated. The Council need give no reason for this decision.

10.2 However, no decision to expel a member shall be taken unless the Society has given that person at least seven (7) days notice of such procedure and given the person a reasonable opportunity to address the Council on the matter

10.3 In the case of a Life Fellow, no resolution or recommendation to expel shall be acted upon unless confirmed by a simple majority at a subsequent meeting of the Council at which not less than six Councillors are present.

PAYMENTS TO HEADQUARTERS

The Society shall pay to The Royal Commonwealth Society in London ("Headquarters") such sums by way of affiliation fee as may from time to time be fixed in accordance with Rules of Headquarters.

PATRON OF SOCIETY

12.1 The Patron of the Society shall, subject to his consent, be His Excellency the Governor of the State of South Australia.

12.2 Failing His Excellency the Governor of the State of South Australia, the Council may nominate any other person to be Patron of the Society and any person so nominated shall be

proposed by the Council for election as Patron of the Society at the next General Meeting.

OFFICERS

13.1 The officers of the Society shall consist of the President, two Vice-Presidents, Secretary, Treasurer, and up five Councillors.

13.2 If so determined at a General meeting, the positions of Secretary and Treasurer may be combined.

13.3 The Chairman of any Committee approved by Council, will automatically be co-opted as a member of the Council, with full voting rights, in addition to those officers mentioned above.

13.4 Each officer shall hold office for two years subject to the provisions of clause 13.5.

13.5 At the Annual General Meeting in 2009 the President shall be elected for two years and the Secretary and Treasurer (or the Secretary/Treasurer if combined) shall be elected for one year. One Vice-President shall be elected for two years and another Vice-President shall be elected for one year. Half (or as near as practical thereto) the councillors shall be elected for two years and the other half for one year.

MANAGEMENT

14.1 The management of the Society shall be vested in a Council consisting of all those noted in Rule 13.

14.2 The Council shall arrange and control all the affairs of the Society except matters which under this Constitution must be dealt with at a General Meeting.

14.3 The Council may from time to time appoint any subcommittee from the members of the Society and depute or refer to any such sub-committee any power or duty of the Council.

14.4 The Council may from time to time repeal or amend such by-laws as may be considered by the Council to be expedient in the interests of the Society provided that no by-laws shall be inconsistent with the Constitution of the Society.

14.5 The Council shall have the power from time to time to appoint such further officers as the Council shall from time to time determine and may

fix any honorarium to be paid to any officer. The Council may fix the duties and conditions of such appointment and the Council may at any time remove any officer appointed under this Rule.

14.6 The Council shall at its first meeting after every Annual General Meeting of the Society elect one of its Vice-Presidents who will deputise for the President whenever necessary.

14.7 An Executive Committee shall consist of the President, the Vice-Presidents, Secretary and Treasurer which shall have the power to manage the affairs of the Society which require action before the next Council meeting. Any decisions made by this Committee must be submitted to the Council at its next meeting for ratification.

14.8 The office of a member of the Council or the Executive Committee shall become vacant if the member: -

14.8.1 Ceases to be a member of the Council or the Executive Committee (or as the case may be).

14.8.2 Becomes bankrupt or makes any arrangement or composition with his creditors generally.

14.8.3 Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

14.8.4 Resigns his office by notice in writing to the Society or President.

14.8.5 For more than three months is absent without permission of the Executive Committee from meetings of the Council or the Executive Committee held during that period.

14.8.6 Holds any office of profit under the Society,

14.8.7 Ceases to be a Member of the Society, or

14.8.8 Is directly or indirectly interested in any contract or proposed contract with the Society and he shall have failed to declare the nature of his interest in manner required by the Associations Incorporation Act, 1956 as amended from time to time.

15. ELECTION OF OFFICERS AND MEMBERS OF THE COUNCIL

15.1 All elected and co-opted members of the Council shall retire immediately at the conclusion of the Annual General Meeting of the Society at which their term expires, but all officers and other members of the Council shall be eligible for re-election.

15.2 Each nomination for President, Vice-President, Secretary, Treasurer or member of the Council must be in the form prescribed by the Council and must be in the hands of the Secretary or President seven days prior to the Annual General Meeting and shall contain the candidate's name and signature and signatures of his proposer and seconder.

15.3 Every financial member of the Society shall be eligible for election to any office of the Society.

15.4 A member shall be regarded as financial for purposes of nomination and voting until the last day of March in any year provided that that member had paid his annual subscriptions for the period up to the last day of December of the preceding calendar year.

15.5 In the event of a ballot being required, scrutineers shall be appointed at the Annual General Meeting, and a secret ballot shall be conducted at that Meeting.

15.6 At the Annual General Meeting in 2009 the candidate for Vice President and the candidates for office as Councillors receiving the most votes shall be elected for two (2) years unless the meeting decides on some alternative method.

15.7 If an extraordinary vacancy in the office of Vice-President, Secretary or Treasurer or in the ordinary members of the Council shall occur, the Council may appoint any member to fill such vacancy.

15.8 If any casual vacancy occurs in the office of President the vacancy shall be filled by the Vice-President appointed under Rule 14.6.

MEETING OF THE COUNCIL

16.1 The Council shall meet at least once a quarter.

16.2 At all meetings of Council four members shall constitute a quorum, and in the event of equality of votes the chair of the meeting shall have a second or casting vote. The chair shall be appointed in accordance with Rule 18.7.

16.3 The proceedings of each meeting of the Council shall be recorded in a minute book and presented to the following meeting for confirmation.

REPRESENTATIVES OF THE SOCIETY

17.1 The Council shall be entitled to appoint a member as a representative of the Society on any Central or National Council.

17.2 The Council shall be entitled to appoint a member as a representative of the Society on any Commonwealth Council.

GENERAL MEETINGS

18.1 The Annual General Meeting of the Society shall be held during the months of March or April of each year, and at least seven (7) days' notice of such meeting shall be given to all members.

18.2 The following shall be the order of business at all Annual General Meetings: Minutes of any previous meeting, and minutes of previous Annual General Meeting to be read for confirmation, relevant correspondence, Treasurer's statement, Council's report for the past year, election of office bearers and members of the Council, any amendment of the Constitution and general business of which notice has been given to the Secretary at least three (3) days prior to the meeting.

18.3 Special General Meeting-of the Society shall be convened by the Secretary at any time by the direction of the Council or within fourteen days after the receipt of a requisition in writing, signed by not less than fifteen financial members who in their application shall clearly state the object of and business to be dealt with at such special meeting. No other business shall be brought forward or discussed, except that for which purpose such meeting shall have been convened.

18.4 At least seven days' notice of all Special General Meetings shall be given to all members by the Secretary, together with an Agenda Paper of the business to be brought forward.

18.5 Ten members shall be a quorum at any General Meeting.

18.6 Each financial member shall be entitled to one vote in each election or upon any proposed resolution.

18.7 The Chair at any General Meeting or at any Council Meeting shall be the President or in his absence the Vice-President elected under Section 14.6, or in the absence of both, the second

Vice-President. In the absence of the President and all Vice-Presidents, such member as may be elected by the meeting shall take the chair. The Chair of the meeting shall have a casting vote in addition to his deliberative vote but such casting vote may be used only to maintain the "status quo".

FINANCE

19.1 The accounting period of the Society shall terminate on the last day of December in each year, and the accounts of the Society shall be examined periodically and not less than once a year by the auditor.

19.2 The net income of the Society shall be used only for the furtherance of the objects of the Society and not for the purpose of material or financial profit or gain (either directly or indirectly) to individual members of the Society.

19.3 The Society shall maintain a Bank Account which shall be operable by any two of the following: The President, both Vice-Presidents, Secretary or Treasurer.

19.4 The Council is authorised to invest on behalf of the Society such funds as are not required for immediate Society use, and such investments shall be in securities specifically approved by the Council as suitable for a trustee type investment.

19.5 The Council shall once in every year cause to be prepared a balance sheet as at the end of the Society's financial year and an income and expenditure account made up to the end of the financial year which balance sheet and income and expenditure statement shall, together with the report of the Council and the auditor's report, be laid before the Annual General Meeting of the Society as provided for in this Constitution.

19.6 The books of account shall be kept at the Society's premises or at such other place as the Council thinks fit and shall always be open to the inspection of any Councillor.

AUDIT

20.1 The accounts of the Society shall be audited every twelve months by a person to be appointed by the Council as the Society's auditor.

20.2 The auditor may be a member of the Society but no person shall be eligible for appointment as the auditor who is interested otherwise than as a member of the Society in any transaction thereof, and no officer of the Society shall, during his tenure of office as a Council member, be eligible as auditor. The auditor shall at all times have access to all books of account of the Society.

SEALHOLDERS

21.1 The Seal of the Society shall be under the control of the Council and shall not be affixed to any document except by resolution of the Society or the Council nor except in the presence of at least two Seal holders who shall both countersign any document to which the Seal may be affixed.

21.2 The Council shall from time to time appoint three of its members to be Seal holders on behalf of the Society.

21.3 The Council may remove any Seal holder and appoint another Seal holder in his stead.

21.4 The Seal shall remain in the custody of the Secretary.

PREMISES

22.1 Subject to the Rules of the Society, the control of such premises as may be acquired by the Society is vested in the Council, which shall have power to authorise the execution of a mortgage or other charge to it.

22.2 No land or building shall be bought or sold without the approval of a general meeting of the Society.

INDEMNITY

Each Councillor and all other officers or employees of the Society acting in good faith

shall be indemnified by the Society against financial liability which any such Councillor, officer or employee may incur or become liable to, by reason of any contract entered into or act or thing done by him in any way in the discharge of his duties to the Society.

AMENDMENT OF THIS CONSTITUTION

24.1 This Constitution may be altered, amended or repealed by resolution of a three-fourths majority of the members present and voting at a Special General Meeting called for the purpose, or by a like majority at an Annual General Meeting, provided that notice of the exact nature of any such alteration shall have been given to all members of the Society in writing in the notice convening the meeting.

24.2 The Society shall supply a copy of this Constitution to the Secretary-General of the Society at Headquarters, and shall notify him from time to time of any alterations or additions made thereto.

DISSOLUTION

25.1 The Society may be dissolved or wound up by a resolution at any meeting at which at least seven days' notice in writing shall have been given to all financial members of intention to propose such resolution **PROVIDED THAT** no such resolution shall be deemed to have been passed unless it is carried by a majority of at least three-quarters of the members present and voting thereon.

25.2 If upon the dissolution or winding up of the Society there remain after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Society but shall be given to such other bodies having similar objects to the Society as determined at such meeting (or in default of a termination, by the Council) where such bodies are exempt from payment of income tax being covered by *an* item in subdivision 30(B) of the Income Tax Assessment Act or any replacement provision.

INTERPRETATION

26 In this Constitution any reference to the masculine gender will be deemed to include the feminine.

DATED **day of 2008**