

PACIFIC ISLANDS COUNCIL OF SOUTH AUSTRALIA INCORPORATED CONSTITUTION (PICSA)

NAME

The name of the incorporated association is the PACIFIC ISLANDS COUNCIL OF SOUTH AUSTRALIA, referred to herein as 'The Association'.

1 DEFINITION

The Committee shall mean Management Committee of the Association

General meeting' means a general meeting of members of the association convened in accordance with these rules.

'Member' means a financial member of the association

The Act means the South Australia Association Incorporation Act, 1985 including the Associations Incorporated Regulations, 1993

'Month' shall mean a calendar month.

The Executives shall mean President, Vice President, Secretary, and Treasurer, and Public Officer.

'PICSA' shall mean 'PACIFIC ISLANDS COUNCIL OF SOUTH AUSTRALIA

2 OBJECTIVES

a) To promote a better understanding of the South Pacific Islands traditions and culture amongst its members and amongst the diverse cultural groups in South Australia with emphasis on young people.

b) To encourage a co-operative fellowship amongst the South Pacific Islands Communities and other Communities outside of PICSA in Australia through activities and community events.

c) To ensure that PICSA Inc. remains independent of any political, racial, commercial, religious or other group biases or pressure, which work against the objectives of the Association.

d) To provide support to member Associations/Incorporated groups and Individual members through provisions or sharing of resources.

e) To empower, equip and support members of PICSA in developing a holistic approach in enhancing value of life in areas of relationship, health, finance, family and alleviating social issues.

3 POWERS OF THE ASSOCIATION

a)The Powers of the Association shall be the powers contained in the Association Incorporation Act and without limiting those powers to the Association shall be entitled to hold real or personal property, open and operate bank accounts, and enter into any necessary or desirable contract including a contract of employment.

b)The Management Committee shall be entitled to exercise the full powers of the Association, and without limiting those powers, shall have the management and control of the funds and other property of the Association.

4 MEMBERSHIP

4.1 TYPES OF MEMBERSHIP

a) Social member ship is available to those that participate in PICSA endorsed events but don't pay an annual membership fee. A social member cannot vote or speak at any general meeting.

b) Financial members are those that pay an annual membership fee directly to PICSA or to an association correlated with PICSA.

4.2 MEMBERSHIP CRITERIA

a) Membership to PICSA is open to all South Pacific Islands communities whose aims and objectives are similar to PICSA, who are located within South Australia, and current members of the Pacific Forum. These nations are Australia, Cook Islands, Federated States of Micronesia, Fiji, Kiribati, Nauru, New Zealand, Niue, Palau, Papua New Guinea, Republic of Marshall Islands, Samoa, Solomon Islands, Tonga, Tuvalu and Vanuatu.

The membership is also available to nations that are associate members of the Pacific Forum which are New Caledonia, French Polynesia (Tahiti), Tokelau, Wallis and Futuna, Guam, Northern Marianas, Timor Leste and American Samoa. PICSA also recognises and opens membership to communities within South Australia that represents islands nations that don't have autonomy or independence such as West Papua, Bougainville and Maluku.

b) Application for New Membership shall be made in writing, signed by the applicant, the Proposer and the seconder, accompanied with appropriate fees. Upon acceptance of application by the committee and upon payment of subscription, the applicant shall become a financial member of the PICSA.

c) The membership fee shall be payable annually on the 1st of July or at any time deemed by the committee.

d) The Management Committee shall determine the Association membership fee in the Annual General Meeting. Whatever fee is determined will be passed by a single motion and is non-refundable upon membership cancellation.

e) Financial members of each affiliated association's automatically become financial members of PICSA.

f) Each member of a non-incorporated community group will pay membership fees directly to PICSA.

g) Any member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the Association, however the committee may reinstate such membership on such terms and conditions as it deems appropriate.

h) Each member association or group shall pay an annual fee, determined by the committee, to PICSA. The member fee will be determined according to the population of its community.

4.3 RESIGNATIONS

a) 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.

4.4 EXPULSION OF MEMBER

a. 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.

b. Particulars 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.

c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.

d. It shall be open to a member to appeal the expulsion to the association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the association within 14 days after the determination of the committee has been communicated to the member.

e. In the event of an appeal under 5.4d above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

4.5 REGISTER OF MEMBERS

A registrar of members must be kept and shall contain:

- I. Title Name and Address of each member
- II. The Date on which each member was admitted to the Association.
- III. If applicable, the date of, and reason(s) for termination of membership
- IV. The association or community whom the individual is a member of and the type of membership, whether it is social or financial.
- V. The executive and committee members of all affiliated association

5 THE COMMITTEE

5.1 POWERS AND DUTIES

a) The affairs of the association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.

b) The committee has the management and control of the funds and other property of the association.

- c) The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- d) The committee shall appoint a public officer as required by the Act.
- e) The Committee shall function only within the specific guidelines of this Constitution and shall be held accountable in all matters relating to their role.
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, Chesser House, 91-97 Grenfell Street, Adelaide 5000;
postal address: GPO Box 1719, Adelaide 5001.

5.2 APPOINTMENT

- a) The committee shall be comprised of two representatives , appointed by the affiliated association or community group. The office bearer's position of Chairperson, Assistant Chairperson, Secretary, assistant Secretary Treasurer, assistant Treasurer, public officer and assistant public officer shall be appointed out of this committee during an AGM.
- b) A committee member shall be a natural person.
- c) The first committee of the association shall be appointed from the promoters of the association, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation
- d) The committee may appoint a person to fill a vacancy, and such a committee member shall hold office until the next annual general meeting of the association.
- e) An individual within or without PICSA can be elected in to the committee on a temporary or permanent basis, if the committee deemed it to be in the best interest of the association.
- f) The PICSA committee reserves the authority to establish a subcommittee from within the executive committee or within PICSA community for a specific project within the scope of PICSA. The subcommittee will be subjected to the direction of the executive committee.

5.3 PROCEEDING OF COMMITTEE

- a) The committee shall meet once a month or upon the discretion of the committee as it deems appropriate.
- b) The President may call a meeting of the committee at his/her discretion at a time and place of convenience.
- c) Each member of the committee shall receive at least seven days' notice of meetings.
- d) Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- e) A quorum for a meeting of the committee shall be one half of the members of the committee.
- f) A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature

and extent of his or her interest in the contract at the next annual general meeting of the association.

5.4 DISQUALIFICATION OF COMMITTEE MEMBERS

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

- a) Disqualified from being a committee member by the Act
- b) Expelled as a member under these rules
- c) Permanently incapacitated by ill health
- d) Absent without apology from more than three (3) meetings in a financial year
- e) No longer the duly appointed representative/s of their affiliated Association or Registered Incorporated Body.

6 THE SEAL

The Association shall have a common seal to be retained by the Secretary. The Secretary shall keep the seal under lock at all times.

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 the President and the Secretary.

7 GENERAL MEETINGS

7.1 ANNUAL GENERAL MEETING

a. The secretary shall call a general meeting with a fourteen day prior notice, in accordance with Act and these rules. An Annual General Meeting will be held once a financial calendar year and shall not exceed three months after the 30th of June.

b. The order of the business at the meeting shall be:

- I. A Confirmation of the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting.
- II. To receive the President's report for the previous financial year.
- III. To receive the Secretary's report for the previous financial year.
- IV. To receive the Treasurer's report for the financial year and the audited accounts of the Association.
- V. To receive the Public Officer's report
- VI. Receiving a report from each affiliated association or community group.
- VII. Inducting two representatives from each affiliated association or community group in to the executive committee.
- VIII. To elect Office Bearers and Management Committee from the appointed representatives from each affiliated association or community group.
- IX. To conduct any other business placed on the Agenda before the commencement of the meeting.
- X. Any other business requiring consideration by the association in general meeting.
- XI. Appointment of auditors

7.2 SPECIAL GENERAL MEETING

a) The Management Committee may call a Special General Meeting of the Association at any time.

b) Upon a requisition in writing of no less than ten (10) percent of the number of members of the total the number of members of the Association, the Management Committee shall have one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

- c) Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d) Such a meeting shall be convened in the same manner as a meeting convened by the Management committee.

7.3 NOTICE OF GENERAL MEETING

- a) Subject to sub-rule (8.3b) at least fourteen (14) days' notice of any General meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by the Association to all members by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members.
- d) Where a notice is sent by post:
 - I. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - II. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

7.4 PROCEEDINGS AT GENERAL MEETINGS

- a) Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b) If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition if members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c) Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.
- d) If the chairperson is not present within 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.

7.5 ELECTIONS AT GENERAL MEETINGS

- a) All voting members must be financial members during the AGM
- b) All votes shall be via a ballot
- c) There will be no proxy votes, or absentee voting.
- d) At any General Meeting, a motion put to a vote shall be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has

been reached or lost.

e) An ordinary resolution is a resolution passed by a simple majority.

f) Each affiliated association or community group will have five (5) votes on any election of office bearers or any motion put forward for a vote. The five (5) voters are to be nominated by the affiliated association or community group prior to the General Meeting

g) Each appointed member of an affiliated association or community group to PICSA will hold their position for two years.

h) Names of the two appointed members of an affiliated association or community group must be presented to the committee two weeks before the AGM

7.6 POLL AT GENERAL MEETINGS

a) If a poll is demanded by at least ten 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.

b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

7.7 SPECIAL AND ORDINARY RESOLUTIONS

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

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

7.8 PROXIES

a) An affiliated association or community group can appoint a proxy in any PICSA committee meeting with at least a 24 hour prior warning to the secretary or chairperson.

b) No proxy vote or nominee will be accepted in any general meeting.

8. DUTIES OF THE OFFICE BEARERS

8.1 PRESIDENT

a) The President shall chair the committee and General Meetings except in the absence of the President, the Vice President shall conduct the meeting.

b) When dealing with other organisations, the President shall be entitled to be Chief Delegate and spokesperson for the Association.

c) The President shall be a signatory to the Association bank account

d) The President shall ensure that the minutes of proceedings are signed at the next succeeding meeting as being true and correct record of the Committee's decisions.

e) The President shall encourage full balanced participation in meetings by all members and shall decide on matters of order.

f) The President shall guide and supervise the affairs of the Association and its members interests to the objectives and activities of the Association as set out in articles four (4) and five (5) hereof.

8.2 VICE PRESIDENT

a) In the absence of the President, the Vice President shall fulfil the role of the chair. The Vice President shall be entitled to exercise the powers and prerogatives accorded to the President by this constitution.

b) In the event of the President's resignation or any event that prevents him from continuing his role, shall be succeeded by the Vice President who shall remain in office until a new President has been elected or appointed.

8.3 SECRETARY

a) The Secretary shall attend to the correspondence of the Association at the discretion of the Committee whose decision he/she shall carry out at all times.

b) The Secretary in consultation with the President prepares agendas and calls meetings in accordance with the provisions of the Constitution.

c) The Secretary shall keep the Association records in a proper manner and shall make them available for inspection at all reasonable times.

d) The Secretary shall take and keep in an ordinary manner, minutes of all Committee Meetings and those of the Annual and Special Meetings of the Association

e) To keep a registry of all Association Members as per Constitution.

f) Take advice from the President as to the cause to be pursued in any matter pending.

g) The Secretary shall have no power to act in Office without permission from the Committee, except in so far as the provisions that this Constitution provides.

8.4 TREASURER

a) The Treasurer shall prepare financial statements/records and submit reports on finances to each Committee meeting.

b) The Treasurer shall maintain records all receipts and payments and other financial transactions.. The Association shall not transact Association business with a Key Card/Bank Card. All business to be transacted through a cheque account upon approval of Management Committee. Any major expenditure shall be authorized by the Committee in advance .The Treasurer, the President, shall sign all cheques. In the absence of the President, the VicePresident shall be the other signatory. Two signatories to be co-signed shall be required for the Association cheques.

c) The Treasurer shall bank all monies received. Deposited in to an account authorized by the Committee in the name of the Association.

d) The Treasurer shall ensure that all monies received on behalf of the Pacific Islands Association of South Australia Inc. are accounted for and duly banked on next business day or as soon as practicable.

e) The keeping of petty cash for administration cost is limited to no more than fifty (\$100) dollars at any given time unless advised and approved by Committee. All receipts to be kept and recorded accordingly.

8.5 PUBLIC OFFICER

a) notifying Consumer and Business Services a change in the association's official address within 28 days.

b) acting as the official contact for the association, including taking delivery of documents served on the association and bringing them to the attention of the committee as soon as practicable.

c) Custody of any documents as required by the constitution.

d) When gross amount in the association finance reaches \$500,000

e). Provide periodic returns to CBS

9 MINUTES

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

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

c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.

d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

e) Minutes are to be disseminated to committee members no later than a week after a meeting

10. DISPUTE RESOLUTION

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

I. a member and another member .

II. a member and the Association

b) The parties to 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 the Association.

c) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before the Management Committee.

d) In this rule "member" includes any person who was a member not more than six (6) months before the dispute occurred.

Section 40 of the Act provides that where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the association, the rules of natural justice must be observed.

Section 61 of the Act provides that an application to the Court for an order under the section may be made by a member of an incorporated association or by a former member expelled from the association (provided that the application is made within six months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

11. FINANCIAL REPORTING

11.1 FINANCIAL YEAR

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

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

11.2 ACCOUNTS TO BE KEPT

The association shall keep and retain such accounting records as are necessary to correctly record and explain 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 ANNUAL RETURNS

In event when the association becomes a prescribed association an annual (periodic) return shall

be lodged with Consumer and Business Services within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report.

Refer to section 36(1) of the Act.

11.5 APPOINTMENT OF AUDITOR

At each annual general meeting, the members shall appoint a person to be auditor of the association. The prescribed qualification of an auditor can be found on the Association Acts, sections 35(2)(b) and 35(4).

a) The auditor shall hold office until the next annual general meeting and is eligible for reappointment.

b) 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.

a) The assets and income of the Association shall be applied exclusively to the promotion of its Objectives

b) No portion shall be paid or distributed directly or indirectly to members except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association, unless approved by the Management Committee.

13. WINDING UP

The PACIFIC ISLANDS COUNCIL of South Australia Incorporated shall be dissolved if two thirds of its financial membership attending a Special General Meeting convened by the Management Committee, or on the requisition two thirds majority of the members or by the manner provided for in the Act.

14. APPLICATION OF SURPLUS ASSETS

If the PACIFIC ISLANDS COUNCIL of South Australia Inc. should be dissolved and there be any property or assets after satisfaction of its liabilities, the same shall not be paid or distributed individually among the Incorporated PACIFIC ISLANDS COUNCIL of South Australia but shall be paid forthwith without demand to a Registered Association/s, Organisations/s or Groups/s with similar objectives as the members present at the meeting to dissolve the PACIFIC ISLANDS COUNCIL of South Australia Inc. and shall find/determine or in default thereof as determined by the Supreme Court.

15 INDEMNITY

Executive Office Bearers and Management Committee or any other person acting in any authorised capacity on behalf of the PICSA Inc. is hereby indemnified and saved harmless against any claim or other action against such person arising in any way out of the proper performance of their duties on behalf of the PICSA

16 LEGAL ACTION

No Executive or Management Committee member of the PACIFIC ISLANDS COUNCIL of South Australia Inc. may involve or bind the Association in legal action, contracting, or make dealings, without the written consent of the Management Committee.

17 AMENDMENTS OF CONSTITUTION

a) This Constitution may be repealed, altered or amended by resolution of two thirds of members present at a General Meeting which no less than 21 days written notice of proposed repeal, alteration or amendment has been distributed to all members.

b) These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes recession or replacement by substitute rules.

c) The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission within one month of the amendment as required by the Act.

d) The registered rules shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

e) The Act provides that an alteration to a rule may be made by special resolution of the association unless other provision is made in the rules.

f) Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by Consumer and Business Services, Corporate Services Commission.

18 RULES/ BY-LAWS

a) The Registered rules shall bind the Association and every Association member to the same extent as if they have respectively signed and sealed them, and agreed to be bound.

b) The Management Committee may make by-laws and amend and vary it from time to time for administration of the Association.

19 INTERPRETATION

The interpretation of this Constitution or any questions not provided for shall be decided by the Management Committee and be final and binding upon members.

19 DISSOLUTION

a) The PACIFIC ISLANDS COUNCIL of South Australia Incorporated shall be dissolved if two thirds of its financial membership attending a Special General Meeting convened by the Management Committee, or on the requisition two thirds majority of the members or by the manner provided for in the Act.

b) If the PACIFIC ISLANDS COUNCIL of South Australia Inc. should be dissolved and there be any property or assets after satisfaction of its liabilities, the same shall not be paid or distributed individually among the Incorporated PACIFIC ISLANDS COUNCIL of South Australia financial members but shall be paid forthwith without demand to a Registered Association/s, Organisations/s or Groups/s with similar objectives as the members present at the meeting to dissolve the PACIFIC ISLANDS COUNCIL of South Australia Inc. and shall find/determine or in default thereof as determined by the Supreme Court.