

CONSTITUTION

PACIFIC ISLANDS COUNCIL OF SOUTH AUSTRALIA Inc

1. NAME

The name of the association shall be “Pacific Islands Council of South Australia Inc” hereinafter referred to as “PICSA”

2. DESCRIPTION

The PICSA is an association of Members without political or sectarian affiliation and without racial discrimination, established on a non-profit basis to represent and promote the interests of its members. PICSA recognises and upholds the Christian heritage, values, and principles of the Pacific Islands people.

3. AFFILIATION

3.1 The PICSA is part of a national affiliation of ethnic community umbrella organisations known as the Pacific Islands National Council of Australia (PINCA) which represents Pacific Islands community interests at a national level.

3.2 The PICSA shall have the power to cooperate with or affiliate with any other organisation to further its objectives as shall be approved by the board.

4. DEFINITIONS

4.1 “The Act” means the Associations Incorporation Act 1985 (SA).

4.2 “Delegate” means any person duly appointed to represent a member organisation.

4.3 “Pacific Island/s” describes all people who by their cultural or linguistic background identify with Micronesia, Polynesia, Melanesia with the inclusion of Timor-Leste.

4.4 “The Board” shall comprise of the positions of the Chair, Deputy Chair, Secretary, Treasurer and Public Officer defined in clause 11 hereof and in an ex officio capacity the CEO.

4.5 “The Board” or “Board” means the committee of management elected pursuant to clause 9 hereof; comprising of no more than 12 members, including executive positions of the Chairperson, Deputy Chairperson, Secretary, and Treasurer as defined in clause 11 hereof; and in an ex officio capacity, the CEO.

- 4.6 “Financial Year” means the year ending 30 June.
- 4.7 “Honorary Members and Life members” shall be natural persons or organisations appointed as such by the PICSA, who have no voting rights & do not pay membership fees.
- 4.8 “Individual Member” shall be natural persons.
- 4.9 “The PICSA” means Pacific Islands Council of South Australia Incorporated.
- 4.10 “The Management” or “PICSA Management” refers to the executive members of the board of the PICSA, and those appointed by the executive members to fill other roles within management that is created to meet the business needs for the PICSA.
- 4.11 “The Senior Employee” refers to the executive Secretary of the board of the PICSA, who is the Public Officer.
- 4.12 “Member” shall be either an Individual Member, Corporate member, or a Member Organisation as defined herein.
- 4.13 “Community Member Organisation” means any Pacific Islands community inclusive of Timor-Leste, or other organisation which has demonstrated an interest and involvement in the affairs of the Pacific Islands community in SA, represented by no more than two (2) delegates per Community – one delegate of which is the President of that Community as per clause 8.
- 4.14 “Register” shall mean the register kept in accordance with clause 8.5 hereof.

5. STATEMENT OF PURPOSES

- 5.1 Acting as the representative body in South Australia for all Pacific Island communities and undertaking systemic advocacy for the formulation of government policies that will contribute to the alleviation of social disadvantage and injustice to enable full participation as Australian citizens.
- 5.2 Encouraging and advocating for the full participation of South Australia’s Pacific Islands community within the social, economic, political and cultural life of South Australia and Australia.
- 5.3 Promoting the positive aspects of multiculturalism, cultural diversity and economic contribution to the South Australian community thereby encouraging a culturally harmonious and socially cohesive society.

- 5.4 To develop robust systems and processes that will enable each community member organisation to adequately (effectively and efficiently) govern and manage its community and ensures its sustainability.
- 5.5 To contribute and participate in National and international projects and initiatives that benefits the Pacific Islands and Timor-Leste, inclusive of involvement with the Seasonal Worker Program & Pacific Labour Force where so engaged, to assist with welfare support, translation services and assist with social and spiritual needs for both workers & employers of the programs.
- 5.6 Doing all such other things as are incidental or conducive to the attainment of its purposes.

6. POWERS of the association

The powers of the PICSA shall be

- 6.1 To employ staff and other workers subject to appropriate internal or external funding arrangements.
- 6.2 To purchase lease hire or exchange any property that may be deemed necessary or convenient for the achievement of any of the objects of the PICSA.
- 6.3 To print and publish such newspapers, periodicals, books, leaflets or other documents for the promotion of the objects of the PICSA.
- 6.4 To borrow or raise money in such manner and on such terms as approved by the Board.
- 6.5 To invest any money of the PICSA not immediately required for any of its purposes in such manner as the Board may from time to time determine.
- 6.6 To make gifts, subscriptions or donations to any institution, association or authority determined by the Board to be consistent with the promotion and attainment of the objects of the PICSA.
- 6.7 To open and operate bank account(s).
- 6.8 To do all such other lawful things to attain the objects of the PICSA.

7. ORGANISATION AND STRUCTURE

The organisation and structure of the PICSA shall consist of:

- 7.1 The Board
- 7.2 Management inclusive of the Executive (paid/unpaid)
- 7.3 Community leaders Forum (CLF)
- 7.4 Volunteer workers
- 7.5 Members

8. MEMBERSHIP

8.1 Types

Individual, Organisational, Corporate, Honorary & Life

8.1.1 Individual Membership

Nomination of an individual for membership as an Individual Member of the PICSA shall be in writing on the prescribed form supplied by the PICSA Management; and be accompanied by the written consent of the Individual.

8.1.2 Organisational Membership

Nomination of an organisation for membership as a Member Organisation of the PICSA shall be:

8.1.2.1 In writing on the prescribed form supplied by the PICSA Management; and

8.1.2.2 Be accompanied by the written consent of the Executive of the Member Organisation seeking membership of the PICSA.

8.1.2.3 The PICSA Management shall not admit an organisation to membership unless it is satisfied that that organisation's objectives are consistent with the objectives of the PICSA. This includes, but is not limited to, organisations that represent Pacific Island people groups, Pacific Island's organisations that participate in the Language and cultural school sector, Pacific Island's radio station, cultural

dance groups and other Pacific Islands organisations of similar nature.

8.1.2.4 Each Community Organisation shall be entitled to appoint two persons as Delegates to represent it at any members or Community Leaders Group meeting of the PICSA.

8.1.2.5 Forms for nomination of persons to represent a community Organisation shall be sent to all Member Organisations together with the annual subscription notice.

8.1.2.6 A Member Organisation shall be obliged to notify the PICSA Management in writing if there is any change to the persons nominated as delegates to represent the Member Organisation from time to time.

8.1.3 Corporate Affiliation

Nomination of a corporate affiliation for membership as a corporate affiliate of the PICSA shall be in writing on the prescribed form supplied by the PICSA Management; and be accompanied by the written consent of the Corporate Affiliate. This corporate affiliate will be an organisation that has sponsored the PICSA within the last 12 months, and do not have voting rights.

8.1.4 As soon as practicable after the receipt of an application for membership of either an Individual, Organisation, or Corporate, the same shall be considered by the Board who shall determine upon the admission or rejection of the application.

8.1.5 Honorary or Life Membership

8.1.5.1 Nominations for honorary or life membership may be made to the Chairperson no later than 7 days prior to the last Board meeting held before a general meeting.

8.1.5.2 The Chairperson shall submit such nominations to the Board, which may at its discretion, recommend to a general meeting that honorary or life membership should be granted to a specific individual or individuals who have given exceptional service to the Association.

8.1.5.3 Honorary or Life membership will be granted by simple majority of those present at a general meeting.

8.1.5.4 An Honorary or Life Member shall be entitled to all privileges of membership without paying the annual subscription but will be subject to all other provision herein.

8.2 Subscriptions

- 8.2.1 The subscription fees for membership both organisational, Individual, and Corporate shall be determined at the Annual General Meeting.
- 8.2.2 The subscription fees shall be payable annually on 1 July or a time that the PICSA Management determines.
- 8.2.3 Any member, organisation, or corporate member whose subscription is outstanding for more than three months after the due date for payment, shall cease to be a member of the association, provided always that the PICSA Management can reinstate the membership in such terms as it sees fit, or unless the PICSA Management has determined in a specific case exceptional circumstances or hardship exists so that a member who owes money to the Association be regarded as a financial member.

8.3 Resignations

A member or community organisation may at any time withdraw their membership from the PICSA by tendering a letter of resignation to the Chairperson.

- 8.3.1 Upon receipt of withdrawal of membership the Senior employee shall remove the name of the Member or organisation from the register when the withdrawal has been accepted by the PICSA Management.

8.4 Members and Representation

- 8.4.1 Each Pacific Island Community Member Organisation shall be entitled to appoint two persons as delegates to represent it at any members or Community Leaders Group meeting of the PICSA and for the purposes of voting.
- 8.4.2 The two delegates from the Pacific Island Community organisation needs to consist of the President / Chairperson and one other delegate.
- 8.4.3 Each Pacific Island Community member organisation will be assigned two votes at any AGM or Special General Meeting.
- 8.4.4 The Individual Members collectively, will be assigned one vote at any AGM or Special General Meeting if there are less than 10 Individual members. If

there are over 10 Individual members, they will be assigned two votes. Their one or two votes will be the view of the majority of the Individual Members present.

- 8.4.5 Corporate Affiliation members do not have voting rights.
- 8.4.6 Forms for nomination of persons to represent a Member Organisation shall be sent to all Member Organisations together with the annual subscription notice.
- 8.4.7 A Member Organisation shall be obliged to notify the PICSA Management in writing if there is any change to the persons nominated as Delegates to represent the Member Organisation from time to time.

8.5 Register of members

The Senior Employee shall keep or cause to be kept a Register of Members of The PICSA. Such register is to include a list of Individual Members, Community Organisation members, corporate members, Honorary and Life members.

8.6 Expulsion and Suspension of Members

Subject to this rule the Board may recommend for expulsion, to the Annual General Meeting, a member of the PICSA if in the opinion of the Board the member has been guilty of conduct detrimental to the interests of the PICSA.

- 8.6.1 Such member shall be suspended until the next Annual General Meeting.
- 8.6.2 A suspended Member recommended for expulsion by this rule may be expelled by vote of the Members present at the Annual General Meeting.
- 8.6.3 A two third majority vote of the Members present is necessary to ratify the expulsion of a member.
- 8.6.4 Any Member that is suspended by the Board as a Member pursuant to this rule has the right to appeal to the Annual General Meeting against such suspension and proposed expulsion.
- 8.6.5 The suspended Member shall comply with any procedure regarding appeal that is stipulated by the Board.

9. BOARD

9.1 Management shall be vested in a Board of no more than twelve members, including:

- 9.1.1 Ten members elected at the Annual General Meeting as hereinafter provided: Chairperson, Deputy Chairperson, Secretary & Treasurer.
- 9.1.2 The ten members elected to the board must be financial members of the PICSA.
- 9.1.3 An elected office bearer of the board cannot also be in an office bearer role within their Pacific Island Community organisation.
- 9.1.4 The Deputy and Chairperson roles of the board will be elected from the Pacific Islands community organisation members.
- 9.1.5 One cannot hold an office bearer role in the board and be a representative of the Community Leaders Group at the same time.
- 9.1.6 The members of the board shall consist of four representatives from the Community Leaders Forum, and one representative from the Aboriginal Pacific Islands Christian Community.
- 9.1.7 Two members appointed by the Board being persons who possess special or particular skills or qualifications, or for any other reason determined by the Board, may be required and co-opted by the Board from time to time, on such terms as the Board may determine. The co-opted board members do not have voting rights. The Board must review his or her appointment at least bi-annually or sooner if necessary or desirable. The Board may terminate the appointment of a Co-opted Board Member at any time, notwithstanding the term for which the member has been co-opted. In any event, the term of appointment of a Co-opted Board Member shall expire at the commencement of the Annual General Meeting following such appointment. A Co-opted Board Member is eligible to be co-opted more than once.
- 9.1.8 The board must have representation of the three regions of the Pacific, which are Micronesia, Polynesia, and Melanesia.
- 9.1.9 The board will have one position assigned to an Aboriginal / Torres Strait Islander representative. If possible, a Kurna elder.

9.2 Following the initial adoption of this Constitution, one half of the Board Members elected as provided in rule 9.1.1., shall be chosen by consensus or by ballot to retire or

seek re-election at the second Annual General Meeting following their election and thereafter the position of each elected Board Member shall fall vacant on completion of a term of two years, but they shall be eligible for re-election at such meeting.

9.2.1 On even years the roles of the Chairperson and Secretary will become available, and in odd years the roles of the Deputy Chairperson and Treasurer will become available.

9.3 The office bearers of the Board shall be the Chairperson, Deputy Chairperson, Treasurer (internally referred to as Chief Financial Officer), Secretary (internally referred to as the Administration Manager) each of whom shall be elected for a term of two years by the financial member organisations at an Annual General Meeting. A Co-opted Board Member is not eligible to be elected as an office bearer.

9.4 The Board shall meet as often as may be required to conduct the business of the Association but not less than six times in each calendar year.

9.5 The quorum at any Board meeting shall be one-half the number of Board Members holding office at that time, provided that a quorum may be no less than one-half of the number provided in Rule 9.1.

9.6 The Chairperson or two other Board members shall have power to call a meeting of the Board.

10. POWERS AND RESPONSIBILITIES OF THE BOARD

10.1 The Board shall control and manage the affairs and exercise the powers of the PICSA in accordance with this constitution and taking into account any recommendation or resolution forthcoming from a duly constituted meeting of the PICSA.

10.2 The Board may, subject to the Act and this constitution, exercise all such powers and functions essential to the proper management of the business and affairs of the PICSA other than those powers and functions which are required by this constitution to be exercised by the Members in either Annual General Meeting or Special General Meeting.

10.3 The Board may appoint sub-committees which shall have the authority to deliberate, investigate, report, and recommend to the Board but not the authority to make determinations or carry out executive actions on behalf of the PICSA.

10.4 The Board may appoint sub-committees of members and non-members for specific purposes, and on terms stipulated by the Board. Any such subcommittee shall meet as

it sees fit or as directed by the Board and shall report to the Board. All such appointments shall expire at the date of the next Annual General Meeting. Sub-committees may be re-established following that Annual General Meeting and all members and non-members who were appointed thereto are eligible for reappointment.

11. OFFICE BEARERS of the board

11.1 Chairperson

The Chairperson shall:

- 11.1.1 Be the official head of the PICSA
- 11.1.2 Chair all meetings at which they are present; and
- 11.1.3 Have a deliberative and a casting vote when chairing meetings.

11.2 Deputy Chairperson

The Deputy Chairperson shall:

- 11.2.1 Assume the duties and responsibilities of the Chairperson in the absence of the Chairperson and
- 11.2.2 Not Have a deliberative and casting vote when chairing meetings.

11.3 Treasurer

The Treasurer ensures that:

- 11.3.1 Major or unusual expenditure is to be authorised in advance by the Board.
- 11.3.2 Financial statements and budgets are prepared for consideration by the Board.
- 11.3.3 Financial reports are presented to each Board meeting.
- 11.3.4 Financial statements are prepared for the Auditor and.
- 11.3.5 The Auditor's report and audited statements are presented to the Annual General Meeting.

11.4 Secretary

The Secretary shall:

- 11.4.1 Be the Senior Employee and the Public Officer.
- 11.4.2 Keep or cause to be kept a Register of Members of the PICSA. Such register is to include a list of Individual Members, Community Organisation members, corporate members, Honorary and Life members.
- 11.4.2 Perform other duties in line with clause 15.

12. ELECTION OF THE BOARD

- 12.1 The election of the Board shall take place at the Annual General Meeting in accordance with the procedure laid down from time to time by the Board.
- 12.2 The results of the election of the Board shall be announced and reported at the Annual General Meeting.
- 12.3 Nominations of candidates for election to the Board shall be:
 - 12.3.1 Persons who are financial Members of the PICSA.
 - 12.3.2 The four Community Leader Forum positions are to be in writing on a form provided by the Board and endorsed by any two financial Members of the PICSA and in line with the requirements of clause 9.
- 12.4 If the number of nominations received is equal to the vacancies to be filled then the persons nominated shall be deemed to be elected without the need for elections to take place.
- 12.5 If the number of nominations exceeds the number of vacancies to be filled then elections shall take place by ballot as determined by the Board.
- 12.6 All nominations to the board must be submitted fourteen days prior the general meeting, and after receiving these nominations, the nominees will be declared to the PICSA community
- 12.7 All electoral votes must be by ballot not a show of hands.
- 12.8 All board members must be able to provide a current and clear national crime check/national police clearance.

12.9. Certain persons not to be members of the board are;

- 12.9.1 A person who is an insolvent under administration must not, without leave of the Commission, be a member of the committee of an incorporated association or be in any way (whether directly or indirectly) concerned in or take part in the management of an incorporated association.
Maximum penalty: \$5 000.
- 12.9.2 A person who has been convicted within or outside the State-
- a. on an indictment of an offence in connection with the promotion, formation, or management of a body corporate; or
 - b. of an offence involving fraud or dishonesty punishable on conviction by imprisonment for a period of not less than three months; or
 - c. of an indictable offence; or
 - d. of-
 - i. an offence against section 39A; or
 - ii. an offence against a provision applied by section 41B; or
 - iii. an offence against section 60,must not, within a period of five years after his or her conviction or, if he or she was sentenced to imprisonment, after his or her release from prison, without leave of the Commission, be a member of the committee of an incorporated association or be in any way (whether directly or indirectly) concerned in or take part in the management of an incorporated association. - Maximum penalty: \$5 000.
- 12.9.3 When granting leave under this section, the Commission may impose such conditions or limitations as it thinks fit and any person contravening or failing to comply with any such condition or limitation that is applicable to him or her is guilty of an offence. Maximum penalty: \$5 000.
- 12.9.4 The Commission may, at any time, revoke leave granted by it under this section.

13. BOARD MEETINGS

- 13.1 The Board shall meet at least six times a year at such place and at such times as the Board may determine.
- 13.2 Special meetings of the Board may be convened by the Chairperson or on the petition of four of its members.

13.3 Notice of three days shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

13.4 The quorum at any Board meeting shall be one-half the number of Board Members holding office at that time, provided that a quorum may be no less than one-half of the number provided in Rule 9.1.

13.5 Disqualification of board members

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

13.5.1 Disqualified from being a committee member by the Act.

13.5.2 Expelled as a member under these rules.

13.5.3 Permanently incapacitated by ill health.

13.5.4 Any member of the Board who is absent without due cause for more than three meetings in a calendar year shall forfeit their position as a member of the Board.

13.5.5 Absent without apology from more than three meetings in a financial year.

13.5.6 No longer the duly appointed delegates of a member community organisation.

14. VACATION OF OFFICE AND FILLING OF VACANCIES

14.1 For the purposes of this constitution the position of an Office Bearer or Member of the Board becomes vacant if the Office Bearer or Board Member:

14.1.1 Dies.

14.1.2 Becomes bankrupt, applies to take the benefit of a law for the relief of a bankrupt or insolvent debtors or compounds with his/her/its creditors.

14.1.3 Becomes of unsound mind.

14.1.4 Resigns by tendering a letter of resignation to the Chairperson of the Board.

14.1.5 If the Board by two thirds majority, votes to suspend a Member from the Board.

14.1.6 Has a vote of no confidence carried against him/her/it by a two thirds majority at a Special General Meeting called for that purpose.

14.1.7 Fails without leave granted by the Board to attend three consecutive meetings of the Board or ceases to be a Member of the PICSA.

14.2 Should the Chairperson vacate his or her office before the next annual election for any reason then the Deputy Chairperson shall become the Chairperson until the next annual election.

14.3 Should any other position of Office Bearer or Member of the Board become vacant then the Board may appoint in its discretion a replacement for that position before the next Annual General Meeting.

15. SENIOR EMPLOYEE

15.1 The senior employee shall ensure that a Notice of Meeting is given in relation to every meeting, in accordance with the provisions of this Constitution.

15.2 The senior employee shall ensure that records are kept of the Association including the Constitution and policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions and reports made by or on behalf of the Association.

15.3 Unless the Board deems otherwise the Senior Employee shall be the Public Officer of the Association.

16. GENERAL MEETINGS

The meetings of the PICSA shall be:

16.1 An Annual General Meeting of the Members of the PICSA.

16.2 A Special General Meeting of the Members of the PICSA.

17. ANNUAL GENERAL MEETING

17.1 The Annual General Meeting shall be held annually no later than five (5) months after the end of the financial year as determined by the Board.

17.2 Business of the Annual General Meeting shall be:

- 17.2.1 To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting.
 - 17.2.2 To receive the annual report, the audited financial statement, and any other reports.
 - 17.2.3 To deal with any Notice of Motion.
 - 17.2.4 To announce the results of the election of the Board as a result of the process described in paragraph 12.
 - 17.2.5 To consider any nomination by the Board for the appointment of Honorary and Life Members of the PICSA.
 - 17.2.6 To appoint an auditor.
 - 17.2.7 To attend to any other matters in general business.
- 17.3 The Annual General Meeting may transact any general business of which notice is given in accordance with these rules.
- 17.4 The Management of the PICSA shall at least 21 days before the date fixed for holding an Annual General Meeting or Special General Meeting give notice of such Annual General Meeting or Special General Meeting to the Members and shall specify in such notice the place, day, and time for the holding of the meeting and the nature of the business to be transacted at such meeting.
- 17.5 A notice may be given by the association to any member by serving the member with the notice personally, by email or by sending it by post to the address appearing in the register of members.
- 17.6 Where a notice is sent by post:
- 17.6.1 The service is affected by properly addressing, prepaying, and posting a letter or packet containing the notice, and
 - 17.6.2 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.

18. SPECIAL GENERAL MEETING

- 18.1 The Board may whenever it thinks fit convene a Special General Meeting of the PICSA.
- 18.2 The Board on the request in writing of no less than 5% of the Members of the PICSA (“the petitioners”) must convene a Special General Meeting of the PICSA.
- 18.3 A request for a Special General Meeting shall state the objects of the meeting and shall be signed by the petitioners and lodged at the office of the PICSA in accordance with this constitution.
- 18.4 If the Board does not convene a Special General Meeting within six (6) calendar weeks from the date on which a request is made in accordance with this constitution, then the petitioners may convene the meeting, but any meeting so convened may not be held after three (3) months from the date of the lodgement of the request.
- 18.5 If a special general meeting is not convened within six weeks, as required by 18.4 above, 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 Board, and for this purpose the Board 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.

19. PROCEEDINGS AT GENERAL MEETINGS

19.1 Annual General Meeting or Special General Meeting

No business can be transacted at any general meeting unless a quorum of Members is present personally, electronically as per clause 19.2, or by proxy, at the time when the meeting proceeds to business. A quorum is represented by half the number of current financial members listed in the Register of Members at the time of the meeting plus one person.

19.2 Meetings by electronic means

Present at a meeting includes when eligible members communicate through a telephone conference call, video, or other electronic conference method in circumstances where each of them can simultaneously hear what is said by and can speak to the others of them. Such a meeting shall be deemed to be held at the place where the chairperson was present during the meeting.

19.2 No Quorum

- 19.2.1 Should within half an hour, of the time set down for a meeting to commence, a quorum is not present then the meeting shall be adjourned and re-convened at a time within 1 month of the date of such meeting to be determined. 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.
- 19.2.2 The chairperson shall preside as chairperson at a general meeting of the association.
- 19.2.3 If the Chairperson is not present within fifteen 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 deputy chairperson must be the chairperson, or if the deputy chairperson is not present or is unwilling to act, then the members may choose a committee member or one of their own numbers to be the chairperson of that meeting.

20. ADJOURNMENT OF GENERAL MEETINGS

- 20.1 The Chairperson of the Annual General Meeting or Special General Meeting at which a quorum is present may with the consent of the meeting adjourn the meeting. No new business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 20.2 It is not necessary to give notice of an adjourned meeting.

21. VOTING AT GENERAL MEETINGS

- 21.1 Upon any question arising at an Annual General Meeting or a Special General Meeting of the PICSA, members have the following votes as per point 8.
 - 21.1.1 The Individual Members collectively, will be assigned one vote if there are less than 10 Individual members. If there are over 10 Individual members, they will be assigned two votes. Their one or two votes will be the view of the majority of the Individual Members present.
 - 21.1.2 Pacific Island community organisation members will have 2 votes from their nominated delegates per community organisation.
 - 21.1.3 Corporate affiliates will have no voting rights.
- 21.2 All votes shall be given personally or by duly nominated proxy.

- 21.3 Voting is allowed to be provided electronically for those members present electronically a per clause 19.2.
- 21.4 No Member shall be entitled to vote at any Annual General Meeting or Special General Meeting if the annual subscription fee has not been paid in full by the member, or the member Organisation whom Delegate(s) represent(s).
- 21.5 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.

22. POLL AT GENERAL MEETINGS

- 22.1 If a secret ballot is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the secret ballot is the resolution of the meeting on that question
- 22.2 A secret ballot demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other secret ballot may be conducted at any time before the close of the meeting

23. SPECIAL AND ORDINARY RESOLUTIONS

- 23.1 A special resolution as defined in the Act
- 23.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.
- 23.3 A special resolution of an incorporated association means
- (i) at least 21 days written 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:

24. PROXY

- 24.1 If a member proposes to vote by way of proxy, then their duly nominated proxy shall be in the form supplied by the PICSA Management and shall be

provided to the Chairperson at the Annual General Meeting or the Special General Meeting prior to the commencement of the said meeting.

24.2 Each Member is entitled to hold a proxy on behalf of only one other Member.

24.3 Proxy form and power of attorney to be deposited before meeting

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly certified copy of that power or authority shall be deposited at the registered office of the PICSA, faxed to the registered office or deposited at, faxed or sent by electronic mail to such other place as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in that instrument proposes to vote, and in default the instrument or proxy shall not be treated as valid.

24.4 Validity of proxy or attorney vote

A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

25. MINUTES of the AGM

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

25.2 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 the next annual general meeting

25.3 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.

25.4 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.

26. DISPUTE RESOLUTION

- 26.1 The dispute resolution procedure set out in this rule applies to disputes under these Rules between:
- A member and another member
 - A member and the association.
- 26.2 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 of the parties.
- 26.3 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 agreed to by the parties.
- 26.4 In this rule 'member' includes any person who was a member not more than six months before the dispute occurred. Section 40 of the Act provide 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. 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.

27. The PICSA MANAGEMENT

- 27.1 Reserves the authority to recruit volunteers or paid staff to the PICSA management or for specific projects, as it sees fit, according to the operational needs of the organisation.
- 27.2 May work for the Association on a regular substantial basis.
- 27.3 Will be responsible for managing the strategic direction of the organisation as determined by the board according to the objectives of the PICSA.
- 27.4 Will ensure the effective management of the organisation and its activities.
- 27.5 Will ensure that the activities of the organisation are in keeping with the founding principles, objectives, and values of the organisation.

- 27.6 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.
- 27.7 Shall be responsible for keeping the board educated and well informed of how the organisation is tracking according to the PICSA's goals and objectives.
- 27.8 The PICSA management are required to be financial members or hold a form of membership – either Individual or through their community organisation.

28. INCOME AND PROPERTY OF the PICSA

- 28.1 The income and property of the PICSA however derived shall be applied solely towards promotion of the objects and purposes of the PICSA. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to the Members of the PICSA.
- 28.2 Permitted payments to Members and Directors
Nothing in clause 28.1 prevents the payment in good faith of reasonable and proper:
- 28.2.1 Remuneration to any Member or Director of the PICSA in return for any services rendered by them to the Company PICSA.
- 28.2.2 Compensation to any Member of the PICSA for expenses properly incurred by them on behalf of the PICSA.
- 28.2.3 Payment for goods supplied to the PICSA by any Member in the ordinary and usual way of business.
- 28.2.4 Reasonable and proper rent for premises demised or let by any Member to the PICSA.
- 28.3 Board Member fees
No Board member shall receive remuneration or be paid any fees in respect of their ordinary duties as a Director of the PICSA.
- 28.4 Reimbursement of Board Member expenses
The PICSA may also pay the Board Members' travelling and other expenses that they properly incur:
- 28.4.1 In attending Board meetings; and
- 28.4.2 In attending any general meetings of the PICSA; and

28.4.3 In connection with the PICSA business; and provided that any such payment would be reasonable in the circumstances of the Association. Any such payment must be approved by the Board.

29. ACCOUNTS OF RECEIPTS AND EXPENDITURE

29.1 True accounts shall be kept:

29.1.1 Of all sums of money received and expended; and

29.1.2 Of all assets and liabilities.

29.1.3 Records of these accounts shall be open to inspection by any Member and the Auditor at any reasonable time.

30. BANKING AND FINANCE

30.1 The PICSA Finance Manager or their nominee shall receive all monies and ensure that official receipts are issued for all monies received.

30.2 The PICSA Management shall operate an account with a financial institution in the name of the PICSA into which all monies received shall be paid as soon as possible by the PICSA Finance Manager or their nominee.

30.3 Except with the authority of the Board, no payment of the sum exceeding \$30,000 shall be paid by the funds of the PICSA. The Board Management may provide the Treasurer with a petty cash float to meeting urgent expenditure.

30.4 No funds shall be drawn on the PICSA's bank account except for the payment of expenditure that has been authorised by the PICSA Management.

30.5 All cheques, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be signed by any two members of the Executive of the PICSA Management.

31. FINANCIAL YEAR

31.1 The financial year of the PICSA is the period beginning on 1 July in each year and ending on 30 June next following.

32. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the association shall be applied exclusively to the promotion of its objects 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 or expenses incurred on behalf of the association, in line with clause 28. Section 55 of the Act provides a prohibition against securing profits for members.

33. NOTICES

A notice may be served by or on behalf of the PICSA upon any Member either personally or by sending it through the post in a pre-paid letter addressed to the Member at their last nominated address.

34. SEAL

34.1 There shall be a seal of the PICSA which shall contain the words “Pacific Islands Council of South Australia”.

34.2 The seal shall be used on all documents and instruments used in the conduct of the business of the PICSA and in particular:

34.2.1 Contracts which if made between private persons would be by law required to be in writing under seal.

34.2.2 An instrument appointing a person as agent or attorney of the PICSA to execute deeds on its behalf and

34.2.3 Transactions touching the acquisition charging or disposal of any real or personal property of the PICSA.

34.3 The seal shall be in the custody and under the control of the Administration Manager and shall be used by the authority of the PICSA Management and Board, and every instrument or document to which the seal is affixed shall be signed by the Chairperson or in his/her absence the Deputy Chairperson and shall be countersigned by the Public Officer or such person appointed by the Board for such purpose.

35. ACTS DEEMED VALID

All acts of the Board or of any Member thereof or of any officer of the PICSA shall be deemed to be valid notwithstanding that it may afterwards be revealed that some defect existed in the appointment of the Board, the Member or the officer provided that the Board has ratified such acts.

36. CHANGES TO THE CONSTITUTION

- 36.1 This constitution may be amended, altered, varied, added to, substituted or repealed by the members of the PICSA at any Special General Meeting called for that purpose.
- 36.2 Such changes shall be approved by at least 75% majority vote of the Members present at the said meeting in person or by proxy.
- 36.3 Notice of the proposed changes shall be sent in writing to all Members of the PICSA at least 21 days before the date and time appointed for the holding of the Special General Meeting, or AGM.

37. RULES

- 37.1 These rules may be altered (including an alteration to the association's name) by special resolution of the members of the association. This includes rescission or replacement by substitute rules.
- 37.2 The alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- 37.3 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.

38. WINDING UP

- 38.1 In the event of the winding up or the cancellation of the Incorporation of the Association, the assets of the Association remaining after the payment of the Association's liabilities shall be transferred to some other institution or institutions approved by the Commissioner of Taxation as a Tax Concession Charity such institution:
- 38.2 Having objects similar to the objects of the PICSA; and
- 38.3 Whose Memorandum of Association or Constitution shall prohibit the distribution of its or their income or property amongst its or their members to any extent at least as great as is imposed on this Association under this Constitution; such institution or institutions to be determined by the Members of the PICSA at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of a State or Territory in which the Association operates.
- 38.4 The association may be wound up in the manner provided for in the Act.