

CONSTITUTION
of
S.A Brothers Inc.



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Contents

	<i>Title of Clause</i>	<i>Page no.</i>
1.	Name of the Association	3
2.	Objects of the Association	3
3.	Powers of the Association	3
4.	Membership	3
5.	The Committee	5
6.	Committee Meetings	8
7.	Annual General Meetings (AGM) and Special General Meetings	8
8.	Voting at general meetings	10
9.	Proxy	11
10.	Minutes and records	12
11.	Financial matters	13
12.	Indemnity and insurance	13
13.	Dispute resolution	14
14.	Behaviour of members	15
15.	Winding up	16
16.	Notices	16
17.	The Seal	17
18.	General	17
19.	Definitions and interpretation	18

S.A Brothers Inc.

CONSTITUTION

1. Name of the Association

The name of the incorporated association is S.A Brothers Inc., and it is incorporated pursuant to the Act. The Association is a not-for-profit association.

2. Objects of the Association

- a. The objects of the Association include to:
 - i. Reduce stigma associated with men's mental health and other health issues;
 - ii. Create open platforms for social communication and informal support regarding men's mental health and other health issues;
 - iii. Provide and offer open fora (including online platforms), community sessions, events, and training opportunities delivered and/or supported by qualified professionals regarding men's mental health and other health issues;
 - iv. Promote positive outlooks and behaviours amongst men;
 - v. Create positive community engagement by men.

3. Powers of the Association

The Association may exercise any of the powers in section 25 of the Act.

4. Membership

- a. The members of the Association are:
 - i. any initial members; and
 - ii. any other person that the Committee accepts as a member, in accordance with this Constitution.
- b. As required by the Act, the Association must establish and maintain a register of members. The register of members must be kept by the Association and must contain:
 - i. for each current member:
 1. their name;
 2. their address;
 3. any alternative address nominated by the member for the service of notices; and
 4. the date the member was entered on to the register.
 - ii. for each person who stopped being a member in the last 7 years:
 1. their name;

2. their address;
 3. any alternative address nominated by the member for the service of notices;
 4. dates the membership started and ended; and
 5. if applicable the reasons for termination of membership.
- c. The Association must give current members access to the register of members for purposes permitted by this Constitution only. Only the Committee or persons authorised in writing by the Committee may access and use personal information collected from members and only for the purposes of administration of the Association.
- d. Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.
- e. A person or entity may apply to become a member of the Association by:
- i. completing a membership application form (if applicable); or
 - ii. writing to the Committee of the Association stating that they:
 1. want to become a member;
 2. support the purposes of the Association; and
 3. agree to comply with this Constitution; and
 - iii. paying non-refundable application fees, and/or refundable joining and membership fees determined from time to time by the Committee (if applicable).
- f. The Committee may accept or reject applications for membership at its sole discretion. Reasons for the decision of the Committee do not need to be provided to the applicant nor to any other person but the reasons must be recorded in the minutes of the meeting of the Committee held to determine the outcome of membership applications.
- g. The Committee must consider an application for membership within a reasonable time after the Association receives the application. If the Committee approves an application, the Secretary must as soon as possible enter the new member on the register of members and write to the applicant to tell them that their application was approved and the date that their membership started. If the Committee rejects an application, the Secretary must write to the applicant as soon as possible to tell them that their application has been rejected but does not have to give reasons, and any annual membership fee and/or joining fee paid to the Association must be refunded to the applicant. Application fees do not need to be refunded.
- h. For the avoidance of doubt, the Committee may, in its discretion, approve an application even if the application is incomplete.
- i. An applicant becomes a member when they are entered on the register of members of the Association.
- j. The Committee may create different classes of membership.

- k. The Committee will set the fees for application, joining and membership of the Association, including different fees for different classes of membership.
- l. The fees are payable as determined by the Committee, or if not determined then payable annually on 1 July. Any member whose fee is outstanding for more than 28 days after the due date for payment will automatically have their membership suspended, provided always that the Committee may reinstate such person's membership on such terms as the Committee thinks fit. A suspended member cannot exercise their member's rights, including voting rights, while suspended.
- m. Members must promote the interests of the Association. Members must comply with the reasonable directions of the Association at Association events and when using Association platforms and resources and must comply with any conditions attaching to membership entitlements.
- n. A member may resign from membership of the Association by giving written notice to the Committee, with effect from the date specified in the notice. The Association is not required to refund any joining or membership fees.
- o. The Committee may terminate a member's membership where, at the Committee's discretion, it determines there is reasonable cause. The member will be provided with 21 days' written notice of the proposal to terminate their membership and with the opportunity to respond, before a decision is made by the Committee.
- p. A person immediately stops being a member if they:
 - i. die, in the case of an individual;
 - ii. are wound up or otherwise dissolved or deregistered, in the case of an incorporated member;
 - iii. are expelled;
 - iv. do not pay their annual membership fee (if applicable) when due, and have had their membership suspended for more than 28 days for non-payment; or
 - v. have not responded within three months to a written request from the Association that they confirm in writing that they want to remain a member.

5. The Committee

- a. The initial Committee of the Association will be the initial members of the Association. If there are more than 24 initial members, an election will be held as soon as practicable after the incorporation of the Association to elect the initial Committee.
- b. The affairs of the Association will be managed and controlled by the Committee. The Committee may do all things necessary to meet the objects of the Association, including the following:
 - i. manage and control the funds and other property of the Association;
 - ii. open financial accounts with authorised deposit-taking institutions;
 - iii. set strategy;
 - iv. manage legislative compliance;

- v. monitor performance;
 - vi. appoint executive positions;
 - vii. make and review policies, including in respect of Committee governance;
 - viii. liaise with high-level stakeholders;
 - ix. hire and fire staff;
 - x. accept or reject applications for membership;
 - xi. establish subcommittees and assign them duties and powers;
 - xii. interpret the Constitution and make decisions on any other matter relating to the affairs of the Association on which the Constitution is silent;
 - xiii. appoint a public officer as required by the Act;
 - xiv. delegate by written notice and revoke any delegation by written notice any authority under this **clause 5.a.** as the Committee agrees in writing to delegate; and
 - xv. any other exercise of power or do such things as are within the objects of the Association, and are not by the Act or by this Constitution required to be done by the Association in a general meeting.
- c. Members of the Committee must act in good faith, with care and diligence, in the best interests of the Association and in accordance with any guidance material developed by the Committee in respect of its governance. Committee members must not improperly use their position to the detriment of the Association. Committee members must cooperate and actively contribute to a Committee environment underpinned by honesty, trust, and respectful communication.
- d. The Committee may determine how many members the Committee comprises, but it must comprise no less than 4 and no more than 24 members and must include a member nominated as a public officer in accordance with the Act.
- e. The Committee may appoint and be comprised of the following office holders:
- i. the President;
 - ii. the Deputy President;
 - iii. the Treasurer; and
 - iv. the Secretary.
- f. The remainder of the Committee may comprise up to 20 Ordinary Committee Members.
- g. A Committee member must be a natural person and is appointed to the Committee at an AGM. Office holders will be elected by the Committee.
- h. The term of the holder of the office of President and Secretary each last for 2 years from the date of appointment to the Committee at an AGM, unless determined otherwise by the Committee. The terms of the Deputy President and the Treasurer last until the next AGM.
- i. The duties of office holders will be determined by the Committee.
- j. By unanimous consensus of the other members of the Committee present (provided that there is a quorum), an office holder may be removed from being an office holder, for reasonable cause. The Committee member must not participate in the decision to remove them from office.

- k. The term of ordinary membership of the Committee lasts until the next AGM.
- l. Any member of the Committee is eligible for reelection at an AGM unless otherwise disqualified.
- m. If a member of the Committee ceases as a member of the Committee prior to the next AGM, the Committee may temporarily appoint a member of the Association to fill the vacancy on the Committee until such time as the elections at the next AGM.
- n. A member of the Association can nominate to be on the Committee by writing to the Secretary with the support in writing of another member. The supported nomination must be received at least 7 days before notice of an AGM is distributed to members of the Association. Any current member of the Committee may nominate a new member for appointment. A decision to appoint a new member to the Committee must be made at the AGM by majority consensus of the members entitled to vote at the AGM.
- o. Notice of all persons seeking election to the Committee must be given to all members of the Association with the notice calling the meeting at which the election is to take place.
- p. As required by the Act, the Association must not be without a public officer for more than a month, and the Association must within one month of appointment, change of identity or address of the public officer give notice of such change to the Commission.
- q. By majority consensus of the other members of the Committee, a Committee member may be removed from the Committee for reasonable cause. The Committee member will receive 21 days' notice of the proposal to terminate their membership from the Committee and an opportunity to respond before a decision is made by the Committee. The Committee member must not participate in the decision to remove them from office or from the Committee, as the case may be.
- r. A Committee member may resign from the Committee and/or any office at any time, which must be notified in writing to the Association.
- s. A Committee member's position (whether or not they are an office holder) on the Committee may be terminated automatically, if:
 - i. their membership is disqualified by the Act;
 - ii. they resign by notice to the Secretary of the Committee;
 - iii. they are absent without apology for more than two meetings in a financial year;
 - iv. they are expelled as a member under the rules of this Constitution;
 - v. they are permanently incapacitated or die;
 - vi. they are no longer the duly appointed representative of a corporate member;
 - or
 - vii. the corporate member of which they are the duly appointed representative becomes insolvent or is in liquidation.

- t. If an office holder's position on the Committee is terminated in accordance with **clause 5.s.** of this Constitution, the position is declared vacant and the Committee must appoint a new office holder at the next meeting of the Committee.
- u. If a Committee member's position on the Committee is terminated, the Committee can temporarily appoint a member of the Association to fill the vacancy on the Committee until the next AGM.

6. Committee Meetings

- a. At its discretion, the Committee may determine the frequency, time, dates and locations of Committee meetings, having regard to the needs of the individual members. Committee members may participate in meetings virtually. A quorum is one half of the members of the Committee present in person or virtually.
- b. The Chairperson of the Committee meeting is the Committee member in the office of President, or if the President cannot attend, the Committee member in the office of Deputy President, or if the Deputy President cannot attend, the Committee members present must elect the Chairperson for that meeting by way of majority vote.
- c. At first instance, the Committee must attempt to make decisions by majority consensus. Majority consensus means (not taking into account members of the Committee who are not eligible to vote on a matter):
 - i. All members of the Committee in agreement; or
 - ii. Where there are between three and six Committee members: All members of the Committee in agreement bar up to one member; or
 - iii. Where there are seven or more Committee members: All members of the Committee in agreement bar up to two members.
- d. Where majority consensus is not reasonably achieved and not required by the Constitution, decisions of the Committee will be made by majority vote. If votes are tied, the Chairperson will have the casting vote.
- e. As required by the Act, a member of the Committee having a direct or indirect interest in a contract or proposed contract with the Association must disclose that interest to the Committee and must not vote with respect to that contract. The member must disclose the nature and extent of his or her interest in the contract at the next AGM.

7. Annual General Meetings (AGM) and Special General Meetings

- a. In accordance with the Act, the Committee will call an AGM within 18 months after the incorporation of the Association and thereafter within five months after the end of its financial year.
- b. The order of the business at the AGM will be determined by the Chairperson. The order of business at the AGM must be:

- i. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - ii. the consideration of the accounts and reports of the Committee and the auditor's report (if an auditor's report is required);
 - iii. the election of Committee members;
 - iv. the appointment of auditors (if required); and
 - v. any other business requiring consideration by the Association in general meeting.
- c. Notice of an AGM provided to members must set out the purpose of the meeting, including an order of business, where and when the meeting will be held, and details of any special business or motions to be considered at the meeting. Subject to the discretion of the Committee, failure to notify members of special business or motions will not invalidate the passing of motions.
- d. The Committee may call a special general meeting at any time or within one month of receipt of a written request from at least ten percent of all voting members of the Association. The request must state the purpose of the special general meeting.
- e. If the Committee does not convene a special general meeting in accordance with the preceding clause of this Constitution, the special general meeting may be convened by at least fifty percent of the requesting members. Where this occurs, the Committee must supply, to the requesting members, the particulars of all members entitled to receive notice of the meeting and the Association must meet the reasonable cost of convening and conducting the meeting.
- f. The Committee must provide at least 21 days' notice of annual and special general meetings. Notice may be served by delivering it in a method as determined by the Committee (which may include personally, by post, or by email), using the member's last known contact information.
- g. A quorum at any general meeting is at least 10 percent of all members. If a quorum is not achieved, a meeting convened at the members' request lapses. In any other case, the meeting is adjourned by one week and that next meeting proceeds irrespective of whether there is a quorum.
- h. The Association may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard. Anyone using this technology is taken to be present in person at the meeting.
- i. The Chairperson for Committee meetings is entitled to chair general meetings.
- j. The members present and entitled to vote at a general meeting may choose a Committee member to be the chairperson for that meeting if:
 - i. there is no Chairperson; or
 - ii. the Chairperson is not present within 30 minutes after the starting time set for the meeting; or
 - iii. the Chairperson is present but says they do not wish to act as Chairperson of the meeting.

- k. The Chairperson is responsible for the conduct of the general meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)). If a vote of the members is tied, the Chairperson will have a casting vote at general meetings.
- l. If a quorum is present, a general meeting must be adjourned if a majority of members present and entitled to vote direct the Chairperson to adjourn it. Only unfinished business may be dealt with at a meeting resumed after an adjournment.
- m. 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 must 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.

8. Voting at general meetings

- a. Each member has one vote. That vote can only be made at the meeting.
- b. A resolution for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person, or, where proxies are allowed, by proxy, at that meeting.
- c. A member being a body corporate must be entitled to appoint one person, who must not be a member of the Association, to represent it at a particular general meeting or at all general meetings of the Association. That person must be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal, and a copy provided to the Association. Such a person must be deemed to represent the corporate member for all purposes until the Association receives written notice that such authority is revoked.
- d. A member or the Chairperson may only challenge a person's right to vote at a general meeting, at that meeting. If a challenge is made, the Chairperson must decide whether the person may vote. The Chairperson's decision is final. If the challenge is in respect of the Chairperson, the President must decide whether the Chairperson may vote, or if the President is absent, the Committee members (but not the Chairperson) must decide by majority vote whether the Chairperson may vote. The President's decision, or the majority Committee members' decision, is final.
- e. Voting must be conducted and decided by:
 - i. a show of hands;
 - ii. a vote in writing; or
 - iii. another method chosen by the Chairperson that is fair and reasonable in the circumstances.

- f. Before a vote is taken, the Chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- g. On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.
- h. The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- i. Instead of or after a vote by a show of hands, a vote in writing on any resolution may be demanded by:
 - i. members present with at least five percent of the votes that may be passed on the resolution on the vote in writing (worked out as at midnight before the vote in writing is demanded); or
 - ii. the Chairperson.
- j. A vote in writing must be taken when and how the Chairperson directs.
- k. A demand for a vote in writing may be withdrawn.

9. Proxy

- a. A member is entitled to appoint a proxy to attend and vote at a general meeting on their behalf. The appointment must be in writing.
- b. A proxy does not need to be a member.
- c. A proxy appointed to attend and vote for a member has the same rights as the member to:
 - i. speak at the meeting;
 - ii. vote in a vote in writing (but only to the extent allowed by the appointment); and
 - iii. join in to demand a vote in writing.
- d. An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
 - i. the member's name and address;
 - ii. the Association's name;
 - iii. the proxy's name or the name of the office held by the proxy; and
 - iv. the meeting(s) at which the appointment may be used.
- e. A proxy appointment may specify the way the proxy must vote on a particular resolution.
- f. A proxy appointment may be standing (ongoing).
- g. Proxy forms must be received by the Association at the address stated in the notice of the general meeting or at the Association's registered address at least 48 hours before the meeting.

- h. A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- i. Unless the Association receives notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - i. dies;
 - ii. is mentally incapacitated;
 - iii. revokes the proxy's appointment; or
 - iv. revokes the authority of a representative or agent who appointed the proxy.
- j. When a vote in writing is held, a proxy:
 - i. does not need to vote, unless the proxy appointment specifies the way they must vote;
 - ii. if the way they must vote is specified on the proxy form, must vote that way; and
 - iii. if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

10. Minutes and records

- a. Minutes must be kept of all proceedings of general meetings and meetings of the Committee. Minutes must be approved as complete and accurate by the members of the Association or the members of the Committee (as applicable). Minutes of the Committee must be signed by the Chairperson.
- b. The Association must, within one month following the relevant proceeding or meeting, make and keep (as applicable) the following records:
 - i. minutes of proceedings and resolutions of general meetings;
 - ii. a copy of a notice of each general meeting; and
 - iii. a copy of any members' statement distributed to members.
- c. The Association must, within one month of the relevant proceeding or meeting, make and keep proper records of minutes of proceedings and resolutions of Committee meetings.
- d. To allow members to inspect the Association's records:
 - i. the Association must give a member access to the records set out in **clause 10.b.** of this Constitution without charge; and
 - ii. the Committee may authorise a member to inspect other records of the Association, including records referred to in **clause 10.c.** of this Constitution, at the Committee's reasonable discretion.
- e. The Committee must ensure that minutes of a general meeting or a Committee meeting are signed within a reasonable time after the meeting by:
 - i. the Chairperson of that meeting; or
 - ii. the Chairperson of the next meeting.
- f. Where minutes of meetings are entered and signed they shall, unless the contrary is proved, be evidence that the relevant meeting was convened and duly held, that

all proceedings held at the meeting were duly held, and that all appointments made at a meeting are valid.

11. Financial matters

- a. The first financial year of the Association is the period from the date of incorporation to the next 30 June, and every financial year thereafter is the period of 12 months commencing on 1 July and ending on 30 June of the next year.
- b. The Association must 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. These records must be retained for at least 7 years.
- c. The accounts, together with any auditor's report and the Committee's report must be presented to members at the AGM.
- d. The Committee must take reasonable steps to ensure that the Association's records are kept safe.
- e. If required and applicable, the annual return must be lodged with the Commission 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.
- f. The Committee may appoint an auditor in accordance with the Act.
- g. The income and capital of the Association must be applied exclusively to the promotion of its objects and no portion will be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration for services rendered or reasonable expenses incurred on behalf of the Association.
- h. In accordance with the Act, the Association must not invite any person who is not a member of the Association to invest or deposit money with the Association, unless: a disclosure statement has been provided to that person in accordance with the Act, and the Commission has approved the invitation.

12. Indemnity and insurance

- a. The Association indemnifies each member and Committee member of the Association out of the assets of the Association, to the relevant extent, against all losses and liabilities (including costs, expenses and charges, such as costs associated with defending legal proceedings in respect of the lawful activities of the Association) incurred by that person as a member or Committee member of the Association.
- b. In this clause, 'to the relevant extent' means:
 - i. to the extent that the Association is not precluded by law from doing so; and

- ii. for the amount that the member or Committee member is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy); but
 - iii. not for loss or damage caused by the member's own negligence, default, or breach of duty or trust.
- c. The indemnity is a continuing obligation and is enforceable by a Committee member or member even though that person is no longer a Committee member or member of the Association.
- d. To the extent permitted by law, and if the Committee considers it appropriate, the Association may pay or agree to pay a premium for a contract insuring a person who is or has been a member or Committee member of the Association against any liability incurred by the person as a member or Committee member of the Association.

13. Dispute resolution

- a. The dispute resolution procedure in this clause applies to disputes under this Constitution between a member or Committee member and:
 - i. one or more members;
 - ii. one or more Committee members; or
 - iii. the Association.
- b. A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure until the disciplinary procedure is completed.
- c. Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- d. If those involved in the dispute do not resolve it within 14 days of all parties being notified of the dispute, they must within a further 14 days:
 - i. tell the Committee about the dispute in writing;
 - ii. agree or request that a mediator be appointed; and
 - iii. attempt in good faith to settle the dispute by mediation.
- e. The mediator must:
 - i. be chosen by agreement of those involved; or
 - ii. where those involved do not agree:
 - 1. for disputes between members, a person chosen by the Committee; or
 - 2. for other disputes, a person chosen by the president of the Law Society of South Australia.
- f. A mediator chosen by the Committee:
 - i. may be a member or former member of the Association;
 - ii. must not have a personal interest in the dispute; and
 - iii. must not be biased toward or against anyone involved in the dispute.
- g. When conducting the mediation, the mediator must:

- i. allow those involved a reasonable chance to be heard;
 - ii. allow those involved a reasonable chance to review any written statements;
 - iii. ensure that those involved are given natural justice, but with a view to keeping formalities, cost and timeframes to a minimum; and
 - iv. not make a decision on the dispute.
- h. The parties involved in the dispute must share equally the cost of mediation. For the avoidance of doubt, the cost of mediation is a personal cost to be borne by the parties personally.

14. Behaviour of members

- a. In accordance with this clause, the Committee may resolve to warn, suspend or expel a member from the Association if the Committee considers that:
- i. the member has breached this Constitution; or
 - ii. the member's behaviour is causing, has caused, or is likely to cause harm to the Association.
- b. At least 14 days before a meeting of the Committee at which a decision to warn, suspend or expel a member from the Association will be considered, the Association must notify the member in writing:
- i. that the Committee is considering a resolution to warn, suspend or expel the member;
 - ii. that this resolution will be considered at a meeting of the Committee and the date and location of that meeting;
 - iii. what the member is said to have done or not done;
 - iv. the nature of the resolution that has been proposed; and
 - v. that the member may provide an explanation to the Committee, and details of how to do so.
- c. Before the Committee passes any resolution under this clause to warn, suspend or expel a member from the Association, the member must be given a chance to explain or defend themselves by:
- i. sending the Committee a written explanation before that meeting; or
 - ii. speaking at the meeting.
- d. After considering any explanation provided by a member, the Committee may decide by majority consensus to:
- i. take no further action;
 - ii. warn the member;
 - iii. suspend the member's rights as a member for a period of no more than 12 months;
 - iv. expel the member;
 - v. refer the decision to an unbiased, independent person on conditions that the Committee considers appropriate (however, the person can only make a decision that the Committee could have made under this clause); or
 - vi. require the matter to be determined at a general meeting.
- e. The Association cannot fine a member.

- f. The Association must give notice to the member of its decision as soon as possible.
- g. Disciplinary procedures must be completed as soon as reasonably practicable.
- h. There will be no liability for any loss or injury suffered by the member as a result of any decision made by the Committee in good faith under this clause.

15. Winding up

- a. If the Association is wound up, any surplus assets must not be distributed to a member or a former member of the Association, unless that member or former member is another not-for-profit organisation with similar purposes which is not carried on for the profit or gain of its individual members.
- b. Subject to the Act and any other applicable Act and any court order, after the winding up of the Association any surplus assets must be distributed to any other not-for-profit organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. The decision as to the not-for-profit organisation to be given the surplus assets must be made by an ordinary resolution of members at or before the time of winding up. If the members do not make this decision, the Association may apply to the Court to make this decision.

16. Notices

- a. Notice is anything written to or from the Association under any clause in this Constitution or in respect of any matter regarding the Association.
- b. Notice or any communication may be given to the Association by:
 - i. delivering it to the Association's nominated address for service;
 - ii. posting it to the Association's nominated address for service; or
 - iii. sending it to an email address or other electronic address notified by the Association to the members as the Association's email address or other electronic address for service.
- c. Notice or any communication may be given to a member:
 - i. in person;
 - ii. by posting it to, or leaving it at, the address of the member as recorded in the register of members or an alternative address (if any) nominated by the member for service of notices;
 - iii. sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any);
 - iv. if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address); or
 - v. if the member is a corporate entity, delivering or posting it to its registered address for service.

- d. It is the responsibility of the member to ensure that the Association has the correct and current address details for that member. If the Association does not have an address for the member, the Association is not required to give notice in person.
- e. A notice:
 - i. delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;
 - ii. sent by post, is taken to be given on the fifth day after it is posted with the correct payment of postage costs;
 - iii. sent by email or other electronic method, is taken to be given on the business day after it is sent; and
 - iv. given under **clause 16.c.iv.** of this Constitution is taken to be given on the business day after the notification that the notice is available is sent.

17. The Seal

- a. The Association may have a common seal displaying its corporate name in legible characters.
- b. The seal must not be used without the express authorisation of the Committee. The affixing of the seal must be witnessed by at least two Committee members.
- c. Every use of the seal must be recorded in the Minutes of the Association.
- d. Notwithstanding that the Association may have a seal, the Association may execute documents by an office holder and another Committee member signing such document, rather than affixing such seal to that document.
- e. The Committee may also delegate (or alter or remove such delegation of) the Association's powers to an office holder, and the nature and level of such delegation must be recorded in the Association's minutes.

18. General

- a. This Constitution may be altered (including but not limited to an alteration to the Association's name), rescinded, or replaced by the members passing a special resolution, unless that proposed alteration has the effect of causing the Association to no longer be a not-for-profit.
- b. As required by the Act, any alteration must be registered with the Commission within one month after making an alteration to a rule of this Constitution.
- c. Subject to a resolution to the contrary, an alteration to the rules in this Constitution comes into force at the time that the alteration is passed, except for an alteration to the name of the Association which does not come into force until registered by the Commission.
- d. The registered Constitution is binding on the Association and on its members.

19. Definitions and interpretation

a. In this Constitution:

the *Act* means the *Associations Incorporation Act 1985* (SA);

Association means S.A Brothers Inc.;

Chairperson means the person so-elected under the rules of this Constitution to be the chairperson for a meeting or meetings;

Commission means Consumer and Business Services, Corporate Affairs Commission (or any subsequent entity);

Committee means the Committee of management of the Association;

general meeting means a meeting of members and includes the annual general meeting;

initial member means a person who is named in the application for incorporation of the Association, with their consent, as a proposed member of the Association;

member means a member of the Association;

month means a calendar month;

public officer means any person who occupies or acts in a position of a member of the Committee including the Chairperson, Secretary and Treasurer or is otherwise involved with the management of the affairs of the Association as provided in the Act;

special resolution means a resolution:

- i. in respect of which at least 21 days' notice has been given, to all members of the Association, of the intention to propose the resolution as a special resolution; and
- ii. that has been passed by at least 75% of the votes cast by members (and proxies) present and entitled to vote on the resolution;

surplus assets means, in relation to the winding up of the Association, any assets of the Association that remain after paying all debts and other liabilities of the Association including the costs of winding up.

b. In this Constitution:

- i. the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression;
- ii. reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations); and
- iii. headings are for convenience of reference only.