

Articles of Association

1. Name

The name of the incorporated association is South Australian Makers Inc. referred to herein as 'the association'.

2. Definitions

'committee'	means the committee of management of the association
'general meeting'	means a general meeting of members of the association convened in accordance with these rules
'member'	means a member of the association
'the Act'	means the Associations Incorporation Act 1985
'special resolution'	means a special resolution defined in the Act
'month'	shall mean a calendar month
'in writing'	shall also include electronic communication
'signed'	shall also include electronic authorisation

3. Objectives or Purposes of the Association

The objectives of the association are to:

- i. provide opportunities for makers and making in South Australia
- ii. promote makers and making in South Australia

4. Powers of the Association

- a. The association shall have all the powers conferred by section 25 of the Act.
- b. The committee may make policy documents and agreements, for example safety or operating procedures
- c. No policy document or agreement shall render ineffective, alter in meaning or remove the need to comply with any of these Rules.

5. Membership

- 5.1 Types

Association Members:

a. **Ordinary Member** of the Association:

Any person who supports the objects of the association and agrees to be bound by its rules and applies for membership of the association shall be a member.

The application for membership shall be made in writing by the applicant. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the association.

An Ordinary member will be eligible to vote at the Annual General Meeting or any special meetings if their annual subscription is paid.

b. **Corporate Member** of the Association:

Any business or association who supports the objects of the association and agrees to be bound by its rules and applies for membership of the association shall be a member.

The application for membership shall be made in writing by the applicant. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the association.

A Corporate Member will be eligible to one vote at the Annual General Meeting or any special meetings if their annual subscription is paid.

Other:

Makerspace Adelaide Member of the Association:

Any person who purchases an annual pass to Makerspace Adelaide, supports the objects of the association and agrees to be bound by its rules, shall be a member.

A Makerspace member will be eligible to vote at the Annual General Meeting or any special meetings if their annual Makerspace membership is current and paid.

- 5.2 Subscriptions

Association Members:

- a. The subscription fees for Ordinary and Corporate association membership shall be such sum as the members shall determine from time to time in general meeting.
- b. The subscription fees for Ordinary and Corporate association membership shall be payable annually on 1st July or at a time that the committee determines.
- c. Any 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 committee may reinstate such a person's membership on such terms as it thinks fit.

Makerspace Adelaide Member:

The subscription fees for Makerspace Adelaide membership of the association are inclusive in an annual pass to Makerspace Adelaide, which shall be such sum as the committee shall determine from time to time, and is payable in accordance with the Makerspace Adelaide Membership Agreement and Terms of Payment.

- 5.3 Resignations

A member may resign from membership of the association by giving written notice to the secretary of the association. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

- 5.4 Expulsion of a 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 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.

- 5.5 Register of members

A register of members must be kept and contain:

- i. the name, email address and postcode of each member
- ii. the date on which each member was admitted to the association, and
- iii. if applicable, the date of and reason(s) for termination of membership.

6. The Committee

- 6.1 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.

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 (CBS), Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1719, Adelaide 5001.

- 6.2 Appointment

- a. The committee shall be comprised of a chairperson, secretary, treasurer and at least 2 but no more than 5 general committee members.
- 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. At this time, one half of the members of the committee, who shall be chosen by ballot, shall retire from the committee. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members, shall retire.
- d. A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the association. The nomination shall be signed by the proposer and by the nominee.
- e. Notice of all persons seeking election to the committee shall be given to all members of the association with the notice calling the meeting at which the election is to take place.
- f. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

- 6.3 Proceedings of committee

- a. The committee shall meet together for the dispatch of business at least 4 times a year.
- b. 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.
- c. A quorum for a meeting of the committee shall be one half of the members of the committee.
- d. 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.

- 6.4 Disqualification of committee members

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

- disqualified from being a committee member by the Act
- expelled as a member under these rules
- permanently incapacitated by ill health
- absent without apology from more than four meetings in a financial year
- no longer the duly appointed representative of a corporate member

7. The Seal

The association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by either two of The Chair, The Secretary or The Treasurer.

8. General Meetings

- 8.1 Annual general meetings

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- c. The order of the business at the meeting shall 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 auditor's report is required)
 - iii. the election of committee members
 - iv. the appointment of auditors (if required - see rule 11.5)
 - v. any other business requiring consideration by the association in general meeting.

- 8.2 Special general meeting

- a. The committee may call a special general meeting of the association at any time.
- b. Upon a requisition in writing of not less than 5%, (in some cases a lesser or greater percent may be appropriate or it may be on requisition of a specific number of members) of the total number of members of the association, the committee shall, within 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. If a special general meeting is not convened within one month, as required by 8.2b 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 committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

- 8.3 Notice of general meetings

- a. Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 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 any member by serving the member with the notice personally, or by sending it by email to the address appearing in the register of members. (See rule 5.5.)
- d. Where a notice is sent by email:
 - i. the service is effected by properly addressing and sending the email containing the notice, and
 - ii. unless the contrary is proved, service will be taken to have been effected at the time at which the email was sent.

- 8.4 **Proceedings at general meetings**

- a. A general meeting may occur at a physical premises or via teleconferencing. If teleconferenced, a method for identifying voting members will be set out ahead of time.
- b. Ten members or at least half the membership, present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- c. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- d. Subject to 8.4e, the chairperson shall preside as chairperson at a general meeting of the association.
- e. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

- 8.5 **Voting at general meetings**

- a. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c. 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.
- d. A member being a body corporate shall be entitled to appoint one person, who shall 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 shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

- 8.6 **Poll at general meetings**

- a. If a poll is demanded by at least five 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.

- 8.7 **Resolutions**

Special Resolutions:

- a. a special resolution can only be passed at a general meeting of members. This can either be the annual general meeting (AGM) or a special general meeting. A special resolution cannot be passed at a committee or board meeting, or by a resolution without meeting
- b. at least 21 days' notice of the general meeting must be given to all members
- c. the notice must state the text of the proposed special resolution, and provide adequate explanation
- d. the notice must specify the intention to propose the resolution as a special resolution, and
- e. the special resolution will only be passed if at least 75% of those members eligible to vote and that in fact vote on the resolution, vote in favour. This includes members who are not actually present themselves but whose "proxies" cast votes on their behalf. It excludes those members who abstain from voting (for example, members who do not attend the meeting, or who attend but abstain from voting at the meeting) – though the abstaining members can still be counted for the purpose of assessing whether a quorum is present at a meeting.

Ordinary Resolutions:

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

- 8.8 **Proxies**

A member shall be entitled to appoint in writing a natural person who is also a member of the association to be their general proxy, and attend and vote as they see fit on all aspects of the organisation's business at any general meeting of the association.

9. Minutes

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee will be taken and be made publicly available within one month of the meeting.
- 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. Until the contrary is proved, previous circulated minutes will be considered 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.

10. Dispute Resolution

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between:
 1. a member and another member
 2. a member and the association
- b. 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.
- c. 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.
- d. 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 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.

- 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.

- 11.3 **Accounts and reports to be laid before members**

The accounts, together with the auditor's report on the accounts (if auditor's report is required), the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

- 11.4 **Annual returns** - This rule only applies to a prescribed association

Generally, a prescribed association is one that had gross receipts, excluding member subscriptions, in excess of \$500,000 in the previous financial year. Refer to section 3 of the Act for the full definition of a 'prescribed association'.

If and when the association meet the requirements of becoming a prescribed association, annual (periodic) return shall be lodged with CBS 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.

- 11.5 **Appointment of auditor** - This rule is intended for a prescribed association

If and when the association meet the requirements of becoming a prescribed association:

- a. At each annual general meeting, the members shall appoint a person to be auditor of the association, Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.
- b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c. If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

12. **Public Fund Administration**

- a. The association will establish and maintain a public fund.
- b. Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the ATO.
- c. The public will be invited to contribute to the fund.
- d. The fund will be administered by a management committee or a subcommittee of the management committee, the majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of the association.
- e. No monies/assets in this fund will be distributed to members or office bearers of the association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for administrative services.
- f. The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions for the public fund, to assess the effect of any amendments on the public fund's continuing Deductible Gift Recipient status.
- g. Receipts for gifts to the public fund must state:
 - i. the name of the public fund and that the receipt is for a gift made to the public fund
 - ii. the Australian Business Number of the association
 - iii. the fact that the receipt is for a gift, and
 - iv. any other matter required to be included on the receipt pursuant to the requirements of the Income Tax Assessment Act 1997.

Furthermore,

- h. The association must comply with any rules that the Treasury Minister or the Minister for the Arts make to ensure that gifts made to the public fund will only be used for the association's principal purpose.
- i. The association must provide to the Department responsible for the administration of the Register of Cultural Organisations statistical information on the gifts made to the public fund every 6 months.

13. **Prohibition Against Securing Profits**

The income and capital of the association shall be applied exclusively to the promotion of its objects and must not pay any of its profits or financial surplus, or give any of its property, directly or indirectly to members, beneficiaries, controllers, owners, or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

14. **Winding Up**

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

15. Application of Surplus Assets

- a. If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members. The association may determine to distribute surplus assets to nominated charities.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.
- c. If upon the winding-up or dissolution of the public fund listed on the Register of Cultural Organisations, or its endorsement as a deductible gift recipient is revoked, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members, such fund, authority or institution to be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the Income Tax Assessment Act 1997.

16. Rules

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

The alteration shall be registered with CBS, Corporate Affairs Commission, as required by the Act.

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.

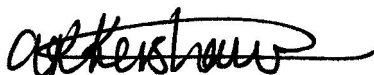
The Act provides that an alteration to a rule may be made by special resolution of the association unless other provision is made in the rules.

Note: Requirements of Section 24(6) and 24(7):

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 CBS, Corporate Affairs Commission.

Articles of Association - v2

Approved by special resolution at AGM on 3rd October 2018



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Alison Kershaw
Chairperson, South Australian Makers Inc.