



SOUTH AUSTRALIAN MOUNTED RIFLES ASSOCIATION INC

- CONSTITUTION -

REGISTRATION No: A12243

AUGUST 2021

**SOUTH AUSTRALIAN MOUNTED RIFLES ASSOCIATION INC.
Contents**

Paragraph	<u>Subject</u>
	Definitions
1.	Name
2.	Objects
3.	Powers
4.	Membership
5.	Subscriptions
6.	Lapsed Membership
7.	Resignation
8.	Expulsion of a Member
9.	The Committee
10.	Disqualification of Committee members
11.	Proceedings of Committee
12.	Financial Year
13.	Rules
14.	The Seal
15.	Meetings
16.	Proceedings at Meetings
17.	Minutes
18.	Voting Rights
19.	Proxies
20.	Accounts
21.	Non-Profit status
22.	Patron
23.	Winding Up
24.	Allocation of Surplus Funds
25.	End

DEFINITIONS In these Rules, unless the contrary intention appears;

Army	Means the military land forces raised or stationed in Australia, at any time by the Governmental Authority of the day.
Army Cadets	Means the Army component of the Australian Army Cadet Corps.
Association	Means the South Australian Mounted Rifles Association Incorporated.
Corps	Means the Royal Australian Armoured Corps (RAAC).
Corporate Members	Corporations or Incorporated Bodies, having Objects similar to this Association, may also become Corporate Members of the Association.
Ex-Officio	Means by virtue of Military Appointment held.
Honorary Life Member	Honorary Life Members may be persons, Corporations or Incorporated Bodies, whose service to the Association or Regiment warrants permanent acknowledgment, and they shall be nominated by the Committee and approved by the members at a general meeting.
Honorary Member	Honorary Members may be persons, Corporations or Incorporated Bodies, whose service to the Association or Regiment warrants acknowledgment, and they shall be nominated by the Committee and approved by the members at a general meeting.
Life Member	Life Members are members of the Association who have paid the required Life Membership fee to the Association.
Member	Means a financial member of the Association.
Officer Commanding	Means the Officer Commanding, or the Commanding Officer, of the Regiment.

Ordinary Member	<p>Means those persons who are eligible to join by:</p> <p>(a) having served or are currently serving as a member of the Regiment or its predecessor Regiments, or;</p> <p>(b) having served with or are currently serving as a member of the Corps, or;</p> <p>(c) persons, Corporations and associations who subscribe to the objects of the Association, may subject to acceptance by the Association, become members of the Association and;</p> <p>(d) have paid the annual subscription fee or life membership fee.</p>
Public Officer	<p>Means that person appointed by the Committee, from time to time, to be registered with the appropriate Governmental Offices, for the purposes of general public liaison with the Association.</p>
Quorum	<p>Six members of the Committee personally present shall constitute a quorum at any Committee meeting. Twenty members personally present or by proxy shall constitute a quorum at any general meeting.</p>
Regiment	<p>Means 3rd /9th Light Horse (South Australian Mounted Rifles) (3/9 LH (SAMR)) the Unit Regiment and also its predecessor Regiments.</p>
Standing Orders	<p>Means those internal operating procedures, routines and rules, prepared by the Committee of the Association, to assist with the efficient conduct of the Association's business.</p>

SOUTH AUSTRALIAN MOUNTED RIFLES ASSOCIATION INC.

CONSTITUTION

1. NAME

- 1.1. The name of the Association is "South Australian Mounted Rifles Association Incorporated", hereinafter referred to as "the Association".

2. OBJECTS

- 2.1. The objects of the Association are as follows;
- (a) To perpetuate the close bonds of comradeship, and the esprit de corps created by past and present members of the South Australian Mounted Rifles (hereinafter referred to as "the Regiment") and the Royal Australian Armoured Corps (hereinafter referred to as "the Corps").
 - (b) To guard the good name and preserve the interests of the Regiment and the Corps.
 - (c) To foster the interests of the Regiment by;
 - (1) Providing assistance for Regimental activities outside the scope of normal entitlement from Army sources, and
 - (2) Encouraging those suitable to serve with the Regiment, to so serve.
 - (d) To assist in researching, recording, and preserving the history, traditions and customs of the Regiment and also its predecessor Regiments.

3. POWERS

- 3.1. The Association shall have the following powers (in addition to and without limiting the effect of any other power herein expressed or implied or which arises under, or by virtue of the provisions of the Associations Incorporation Act 1985 (hereinafter referred to as "the Act") or which arises otherwise by operation of law), namely;
- 3.2 To receive, hold, pay and apply finds for the establishment and maintenance of the Association, for the implementation of the objects of the Association and for the exercise of the powers or any of them as herein defined.

- 3.3 To acquire, hold, dispose of or otherwise deal with as owner, trustee, agent, attorney, nominee or in any other capacity any real or personal property of any kind whatsoever and any interest therein and including and without limiting the generality of the foregoing, land, buildings, mortgages, charges, leases, licences, annuities, deeds, shares, stock, debentures, debenture stock, bonds, obligations, notes, securities, book debts, insurance policies, choices in action and any reversionary or contingent interest in real or personal property.
- 3.4 To undertake and execute any trust whether gratuitously or otherwise, and on such terms as to payment indemnification or otherwise as it may think fit, and in the carrying out of any of its objects or the carrying out of any of its objects or the carrying out of any other activity it may properly perform, to act as trustee or nominee for any other person, corporation or body.
- 3.5 To borrow and raise money in such manner and on such security whether by way of mortgage charge or other encumbrance whatsoever over any real or personal property of the Association as it may think fit.
- 3.6 To lend money on any security whatsoever, or without security.
- 3.7 To open and operate bank accounts.
- 3.8 To sell, lease, exchange, transfer or in any other manner whatsoever dispose of and deal with any land or buildings and any interests in and any rights over or connected with any land or buildings and develop and turn the same to account.
- 3.9 To give any guarantee, indemnity or undertaking with or without security and to enter into any bond or security and without limiting the generality of the foregoing to guarantee with or without security the performance of any contract agreement or obligation by any person, firm, company or body of or in relation to or in any other way arising out of or in connection with the operation of the Association.
- 3.10 To become a member of or affiliate with any association, institution, society or body having objects similar to the objects of the Association or whose objects are in the opinion of the Committee of the Association conducive to the furtherance of the objects of the Association.
- 3.11 To do or perform all such acts matters or things as the Committee may consider to be incidental or conducive to:
 - (a) the attainment of all or any of the objects of the Association, or
 - (b) the exercise of all or any of the powers of the Association.

- 3.12 Notwithstanding any other term or provision of this Constitution or any of the Standing Orders of the Committee, the Committee shall not exercise any of the powers conferred upon the Association by Clause 3.2 in relation to any real property or any interest or right therein and by Clauses 3.3, 3.4, 3.5, 3.7, 3.8, and 3.9 hereof except upon the vote of at least two-thirds of all members of the Committee.

4. MEMBERSHIP

- 4.1 Membership of the Association shall comprise the following classifications;
- (a) Ordinary Members;
 - (b) Corporate Members;
 - (c) Life Members;
 - (d) Honorary Members, and
 - (e) Honorary Life Members.
- 4.2 Ordinary Membership of the Association is open to those
- (a) persons who have served or are currently serving as a member of the Regiment, or;
 - (b) persons who have served with or are currently serving as a member of the Corps, or;
 - (c) persons, corporations and associations who subscribe to the objects of the Association may, subject to acceptance by the Association, become members of the Association, and
 - (d) have paid the annual subscription fee.
- 4.3 Corporate Membership of the Association is open to those Corporations or Incorporated Bodies, having similar Objects and or Purposes, and or, also having a kindred relationship to the Association or to the Regiment.
- 4.4 Life Membership of the Association is open to all Members of the Association who have paid the required Life Membership fee to the Association.
- 4.5 Honorary Membership is open to persons, Corporations or Incorporated Bodies, whose service to the Association, or Regiment, warrants acknowledgment, and they shall be nominated, for a specified term, by the Committee and approved by the Members at a general meeting.

- 4.6 Honorary Life Membership is open to persons, Corporations or Incorporated Bodies, whose service to the Association or Regiment warrants permanent acknowledgment, and they shall be nominated by the Committee and approved by the Members at a general meeting.
- 4.7 The application for Membership of the Association shall be made in writing, on the approved application form, signed by the applicant, and shall be in such form as the Committee shall prescribe from time to time.
- 4.8 Upon the acceptance of the application, for Ordinary Membership, by the Committee and upon payment of the prescribed subscription fee, the applicant shall be an Ordinary Member of the Association.

5. SUBSCRIPTIONS

- 5.1 The subscription fees for each class of membership shall be such sum as the members shall determine from time to time in general meeting.
- 5.2 The subscription fee of each class of membership shall be payable annually on 1 July or at such other time as the Committee shall determine from time to time.
- 5.3 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.

6. LAPSED MEMBERSHIP

- 6.1. Any Ordinary 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. Any Member whose Membership has so lapsed, shall be liable for any outstanding monies, owed to the Association, which shall be recovered as a debt due to the Association.

7. RESIGNATION

- 7.1. A Member may resign from Membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association. Any member so resigning shall be liable for any outstanding monies owed to the Association, which shall be recovered as a debt due to the Association.

8. EXPULSION OF A MEMBER

- 8.1 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.

- 8.2 Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined.
- 8.3 The determination of the Committee shall be communicated to the member, and in the event of an adverse determination, the member shall, subject to sub rule 8.4, cease to be a member 14 days after the Committee has communicated its determination.
- 8.4 It shall be open to the member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Committee has been communicated to the member.
- 8.5 In the event of an appeal under sub rule 8.4 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, and in such event membership will terminate at the date of the general meeting at which the determination of the Committee is upheld.

9. THE COMMITTEE OF THE ASSOCIATION

- 9.1 The affairs of the Association shall be managed and controlled exclusively 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 this Constitution required to be done by the Association in general meeting.
- 9.2 The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a Public Officer required by the Act, and may discuss or delegate any of its powers to such officers or employees.
- 9.3 The Committee may co-opt any Member of the Association, not being a committee member, to assist the Committee in any activity of the Association the Committee may decide. Any Member so co-opted shall assist the Committee until completion of the activity.
- 9.4 The Committee shall consist of nine persons comprising the following:
- (a) A President who shall be elected at an Annual General Meeting and who shall hold office for a term of two years.
 - (b) A Vice-President who shall be elected at an Annual General Meeting, (not being the Annual General Meeting at which the President is elected) and who shall hold office for a term of two years.

- (c) A Secretary who shall be elected at an Annual General Meeting and who shall hold office for a period of two years.
 - (d) A Treasurer who shall be elected at an Annual General Meeting, (not being the Annual General Meeting at which the Secretary is elected) and who shall hold office for a term of two years.
 - (e) Five Ordinary Members who shall be elected at an Annual General Meeting and who shall hold office for a period of one year.
 - (f) The Officer appointed to command the Regiment shall be a member ex officio during the period of command. In the event of the Officer Commanding, not being able to attend a meeting, he may nominate a representative.
 - (g) The Honorary Colonel of the Regiment shall be an ex officio member of the Committee.
- 9.5 The Committee may appoint a natural 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 re-appointment.
- 9.6 A retiring Committee Member shall be eligible to stand for re-election without nomination, but no person not being a retiring Committee Member shall be eligible to stand for election, unless nominated by a Member of the Association, in writing, prior to 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 to signify a willingness to stand for election.
- 9.7 If only the required numbers of persons are nominated to fill vacancies, the Secretary shall report accordingly to the Annual General Meeting, and the President shall declare such persons duly elected as Committee members.
- 9.8 In the event that no nominations, or insufficient nominations, are received by the Secretary, prior to the meeting at which the election is to take place, then a Member may be nominated and seconded from the members there present at that meeting, to fill any vacancies on the Committee, and the President shall declare such persons duly elected as Committee Members.
- 9.9. A member of the Committee shall chair a sub-committee from the membership of the association to manage the affairs of the SAMR Military Collection.
- 9.10 The Committee has the power to establish Standing Orders of the Committee, and Association, to cover routine administration matters and procedures. These Standing Orders are to be published and available to all Members at any general meeting of the Association.

10. DISQUALIFICATION OF COMMITTEE MEMBERS.

- 10.1 The Office of Committee Member shall become vacant if a Committee Member is:
- (a) disqualified by the Act,
 - (b) expelled under these rules,
 - (c) permanently incapacitated by ill health, or
 - (d) absent without apology for more than three consecutive Committee meetings, or more than three Committee Meetings in a financial year.

11. PROCEEDINGS OF COMMITTEE

- 11.1 The Committee shall meet together for the dispatch of business at least once every three calendar months.
- 11.2 Six members of the Committee present personally shall constitute a quorum at any Committee meeting.
- 11.3 Questions arising at a meeting shall be decided by a majority of votes, and in the case of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
- 11.4 A Member of the Association co-opted by the Committee is not eligible to vote at a meeting of the Committee.
- 11.5 A Member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

12. FINANCIAL YEAR

- 12.1 The first financial year of the Association shall be the period ending on 30 June 1987, and thereafter a period of twelve months ending on 30 June in each year.

13. RULES

- 13.1 Subject to approval by a resolution of the Members of the Association, these Rules may be altered (including an alteration to the name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.
- 13.2 The registered rules shall bind the Association and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

14. THE SEAL

- 14.1 The Association shall have a Common Seal upon which its corporate name shall appear in legible characters.
- 14.2 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.
- 14.3 The affixing of the Seal shall be executed by the President, or the Vice-President, and countersigned by the Secretary, or the Treasurer.
- 14.4 The Seal shall be kept in the custody of the Secretary of the Association, or such person as the Committee may from time to time decide.

15. MEETINGS

- 15.1 The Committee may call a Special General Meeting of the Association at any time, and shall call an Annual General Meeting in accordance with the Act.
- 15.2 The first Annual General Meeting shall be held within eighteen months after the incorporation of the Association, and thereafter within three months after the end of its financial year.
- 15.3 Upon a requisition in writing of not less than twenty 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.
- 15.4 Every requisition for a Special General Meeting shall be signed by the Members making the same and shall state the purpose of the meeting.
- 15.5 If a Special General Meeting is not convened within one month as required by sub rule 15.3 the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with the particulars of the Members entitled to receive notice of a meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 15.6 Subject to sub rule 15.7 at least fourteen 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 business to be transacted at the meeting. In the case of an Annual General Meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Committee and the auditors, the appointment of auditors and Committee members (if required), and any other business requiring consideration by the Association in general meeting.
- 15.7 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty one days prior to the date of the meeting.

- 15.8 A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by post to the address appearing in the Register of Members.
- 15.9 Where a notice is sent by post, service of the notice shall be deemed to be effective if it is properly addressed and posted to the Member by ordinary prepaid mail.

16. PROCEEDINGS AT MEETINGS

- 16.1 Twenty Members present personally or by proxy shall constitute a Quorum at any general meeting.
- 16.2 If within thirty minutes of 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 an adjourned meeting a Quorum is not present within thirty minutes of the time appointed for the meeting the Members present shall form a Quorum.
- 16.3 The President of the Association or if there shall be no President, the Vice - President of the Association or in their absence, or in their declining to take, or retiring from the Chair, one of the Committee members chosen by the meeting shall preside as Chairperson at every general meeting of the Association.
- 16.4 If there is no such President or Vice - President present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson.
- 16.5 The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 16.6 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of Members.
- 16.7 At any general meeting, a resolution to put a vote shall be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded, be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

- 16.8 If a poll is demanded by the Chairperson of the meeting or by three or more Members present personally or by proxy, it shall be taken in such manner as the Chairperson directs. The result of such a poll shall be the resolution of the motion, except in the case of a special resolution a majority of not less than three quarters of the Members who being entitled to do so vote personally or by proxy at the meeting is required.
- 16.9 A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

17. MINUTES

- 17.1 Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 17.2 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.
- 17.3 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.

18. VOTING RIGHTS

- 18.1 Subject to these rules each Member present, not being a Honorary Member or Honorary Life Member, in person or by proxy shall be entitled to one vote.
- 18.2 A Member being a Body Corporate shall be entitled to appoint one person who need not be a Member of the Association to represent it, at a particular meeting or at all meetings of the Association. That person shall be appointed by the Corporate Member by a resolution of its Board which shall 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, in writing, to this Association.

19. PROXIES

- 19.1 A Member shall be entitled to appoint in writing a natural person who is also a Member of the Association to be his proxy, and attend and vote at any meeting of the Association.

20. ACCOUNTS

- 20.1** The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

21. NON-PROFIT STATUS.

- 21.1** The assets and income of the Association shall be applied solely in furtherance of its abovementioned Objects and no portion shall be distributed directly or indirectly to the members of the Organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

22. PATRON

- 22.1** The Association in general meeting may from time appoint a patron of the Association. A Patron may hold office for life or any such period of time as may be determined by the Association in general meeting.

23. WINDING UP

- 23.1** The Association may be wound up in the manner provided for in the Act.

24. APPLICATION OF SURPLUS ASSETS

- 24.1** 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 rules which prohibit the distribution of its assets and income to its members.
- 24.2** Such organisation or organisations shall be identified and determined by a resolution of members in a general meeting.

25. END