

1. Name

The name of the incorporated association is the South Australian Plastic Modellers Association Incorporated, referred to herein as “the association” or SAPMA

2. Definitions

“committee” – means the committee of management of the association

“general meeting” – means 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

3. Purposes of the Association

The purposes of the association are:

- 3.1 To promote and encourage the hobby of scale replica modelling with an emphasis on the use of plastic and other similar construction kits and materials.
- 3.2 To hold an annual open model competition and display for members and non-members
- 3.3 To hold regular meetings to demonstrate and discuss scale modelling
- 3.4 To encourage interest in modelling and to assist similar organisations where possible
- 3.5 To use various methods of communication as the committee directs (ie website, social media, newsletter, email etc)

4. Powers of the Association

The association shall have all the powers conferred by section 25 of the Act.

5. Membership

5.1 Membership applications are to be conducted as follows:

- a. **Application.** Any person who supports the purpose of the association and agrees to be bound by its rules and bylaws, who applies for membership of the association shall be proposed by one member and seconded by another member.
- b. The application for membership shall be made in writing, signed by the applicant, the proposer and the seconder.
- c. Upon payment of the first annual subscription, the applicant shall be a member of the association.

5.2 **Membership Categories**

5.2.1 **Ordinary Membership**

Ordinary Membership is defined as any member who is eighteen years of age or more at the beginning of the membership year.

5.2.2 **Junior Membership**

Junior Membership is defined as any member who is seventeen years of age or younger at the beginning of the membership year.

5.2.3 **Honorary Life Membership**

Honorary Life Membership shall be accorded to any person who provides, or has provided, significant benefit to SAPMA. Nomination shall be provided and seconded and a vote taken at any general meeting.

5.2.4 **Life Membership or Gold Membership**

- a. Life membership previously bestowed, or gold membership previously paid for, shall be grandfathered in.
- b. The association members who are classed with Life or Gold membership retain voting rights on club matters in perpetuity.

5.3 **Subscriptions and Fees**

- a. The subscription and joining fees for membership shall be such sums as the members shall determine from time to time in a general meeting.
- b. The subscription fees shall be payable annually at the February meeting and no later than at the March Meeting, prior to the commencement of the Annual General Meeting (AGM)
- c. Any previous member who does not renew their subscription in time for the AGM is barred/ineligible to vote at both, the AGM or general meeting.
- d. Any previous member who has not paid their subscription may reapply, and pay the subscription fee.
- e. A guest fee shall normally be paid by any non-member attending SAPMA meetings.
- f. Member subscription fees paid part way through the year are payable in full. Subscriptions paid by a new member from the October meeting onwards will also be deemed to have paid the subscription for the following year.
- g. The committee may grant membership at no charge for that year, at the committees discretion, and reviewed upon the next year

5.4 **Resignations**

A member may resign from membership of the association by giving written notice to the Secretary or Public Officer of the association. Any resigning member shall forfeit any refund, or pro rata refund, or membership paid for that year.

5.5 **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 twenty eight (28) days 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 clause 5.5d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d. If an expulsion is appealed, then the expulsion is stayed until an appeal for non-expulsion is resolved by the next available meeting. The resolution to accept or reject the appeal will be conducted by a silent vote, to

avoid undue influence or intimidation by the appealing member(s). The vote will be decided by the majority of the attending members.

e. **Mechanism for Expulsion**

1. The presiding officer raises the matter with the Association at a general meeting
2. A committee member will explain the case for expulsion to the association members
3. The appellant has right of rebuttal (verbally). The presiding officer will allow a suitable timeframe for this to occur.
4. A silent vote is to be taken by the association membership (those in attendance only). To be carried by a simple majority
5. In the event of a deadlock of votes, the presiding officer has a casting vote.
6. A member on expulsion is not eligible for admission to SAPMA for a period of 5 years.

5.6 **Register of Members**

A register of members must be kept and contain:

- a. The name, address and other contact details of each member
- b. The date on which each member was admitted to the association, and
- c. If applicable, the date of and reason(s) for termination of membership.

5.7 **Membership Benefits**

Financial members shall be entitled to vote at meetings, serve on committees, receive all publications and other benefits distributed to the general 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 purpose 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 appoint a public officer as required by the Act. Notice of appointment and any change in the identity or address of the Public Officer is to be lodged within one month after the change with the appropriate SA Government body.

6.2 **Appointment**

- a. The committee shall be comprised of:
 - (1) President
 - (2) Vice President
 - (3) Secretary
 - (4) Treasurer
 - (5) Five committee members as a minimum

In addition, the following roles shall be assigned to committee members or additional committee members nominated if necessary:

- (1) Membership Officer
- (2) Webmaster
- (3) Group Build Co-ordinator/Club Contest Director
- (4) Expo Director
- (5) Deputy Expo Director
- (6) Quartermaster

The immediate Past President, on standing down as president may be invited to serve the following year on the committee, as an ordinary committee member, to assist with the transition of an incoming President (where applicable)

Working groups and sub-committees shall be nominated, as required, by the committee.

- b. A committee member shall be a natural person
- c. All committee positions shall be **subject to re-election at each AGM** and shall be chosen by vote of the general membership
- d. A committee member shall be eligible to stand for re-election with nomination supplied.
- e. A member shall be eligible to stand for election unless another member of the association has nominated that member at least 28 days before the meeting delivering the nomination of that person to the Secretary of the association. The nomination shall be signed by the proposer and by the nominee.
- f. 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.
- g. 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 with standard nomination.
- h. The Secretary shall be the Public Officer or as agreed by the committee.
- i. All positions are voluntary

6.3 **Proceedings of Committee**

- a. The committee shall meet together for the dispatch of business at least 11 times yearly. Meetings shall be either in person or via video conferencing or another similar electronic platform.
- b. Questions arising at any meeting of the committee shall be decided by a simple majority of votes, and in the event of equality of votes the presiding officer shall have a casting 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 their interest in the contract at the next Annual General Meeting of the association.

6.4 **Motion of No Confidence**

- a. If a committee member, or members, are deemed to be not conducting the duties of office they are appointed to, upon request of the committee, that committee member must take corrective action within a reasonable period (under the rules of natural justice)
- b. If nominated member(s) fail to take corrective action, then a motion of no confidence may be raised.
- c. The motion of no confidence may be raised by any member of the committee and must be seconded by another committee member.
- d. A motion of no confidence, once moved and seconded by the committee, shall be put to a secret vote by the committee.'
- e. The member(s) named under the motion of no confidence have the right of reply and may explain any extenuating circumstances as a rebuttal.
- f. If a motion of no confidence is passed upon count of votes, then the member(s) nominated under the motion of no confidence will be removed from the office they hold within the committee.
- g. A motion of no confidence that fails the committee vote is seen as dealt with.
- h. A motion of no confidence is not necessarily a motion for expulsion from the association. Expulsion of a member is dealt with under section 5.5 and is treated as a separate motion.
- i. A motion of expulsion is the superior disciplinary action, and takes precedence over a motion of no confidence.

6.5 **Disqualification of Committee Members**

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

- a. Disqualified from being a committee member by the Act
- b. Expelled as a member under these rules
- c. Incapacitated
- d. Absent without apology from more than four meetings in a financial year

6.6 **Spending Authority limits on Committee prior to Association Approval Requirement**

- a. The committee has the power to authorise payments on behalf of the association for expenses incurred up to a maximum amount as determined by the membership. These limits will cover expenses and reimbursements for individual items incurred in the normal running of the association
- b. In regard to expenses for general matters and the annual public exhibition (EXPO) that formal limits for the following year are put to the membership as a proposal at the Annual General Meeting for approval by vote of the members.
- c. A limit will be in place at a higher level to cover all payments for items relating to the operation of the annual Expo, with a separate lower limit applying for all other general items.
- d. All expenses for individual items outside of these limits will be put before a general meeting for approval by the association membership.

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 minutes of the association. The affixing of the seal shall be witnessed by the President and Secretary.

8. General Meetings

A record should be kept of all attendees at meetings via a sign in record or similar means.

8.1 Annual General Meetings

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The order of business at the meeting shall be:
 - (1) The confirmation of the minutes of the previous annual general meeting and of any special general meetings held since that meeting
 - (2) The consideration of the accounts and reports of the committee and the auditor's report (if auditors report is required)
 - (3) The election of committee members
 - (4) The appointment of auditors (if required)
 - (5) Any other business (including setting of Association Annual membership fees) that requires 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% of the total number of members of the association, the committee shall, within one month of the receipts 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, a minimum of fourteen (14) days notice, of a general meeting shall be provided to association members. The notice shall set out where, 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 post or email to the address appearing in the register of members (See rule 5.6)
- d. Where a notice is sent by post or email:
 - (1) The service is effected by properly addressing, prepaying and posting a letter, packet or email containing the notice. And
 - (2) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter, packet or email would be delivered in the ordinary course of post or transmission.

8.4 **Proceedings at General Meetings**

- a. One third of the membership present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition 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.
- c. Subject to 8.4d, the chairperson shall preside as presiding officer at a general meeting of the association.
- d. If the presiding officer is not present, within five minutes after the time appointed for holding the meeting, or they are present but declines to take or retires from the chair, the members may choose a committee member to be the presiding officer of that meeting.
- e. Any member may move a motion without notice to the general meeting, stating its purpose and intent.
- f. There will be allowed examination, review and possible rebuttal of the motion by the association.
- g. Unless withdrawn or modified, then a mover and seconder of the motion will be put forward, for voting by the general association membership.

8.5 **Voting at General Meetings**

- a. Subject to these rules, every member of the association has one vote per resolution 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 secret ballot is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

8.6 **Secret Ballot at General Meetings**

- a. If a secret ballot is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

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

8.7 **Special and Ordinary Resolutions**

- a. A special resolution as defined by the Act
- b. 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 proxy, and for them to attend and vote at any general meeting of the association on their behalf.

9 **Minutes**

- a. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in a committee agreed recording system kept for purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting
- c. The minutes kept pursuant to this rule shall be signed by the presiding officer of the meeting at which the proceedings took place or by the presiding officer of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until 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 valid.

10 **Dispute Resolution**

This rule provides for a procedure to settle disputes not covered by the constitution. It is not a requirement of the Act. The committee should determine the relevance of the rule to the operations of the association. This should include what type of disputes to which the rule applies.

- 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.
 - (3) A member of the association and a member of the public.
- 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 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 or persons, as agreed to by both parties.

11. Financial Reporting

11.1 Financial Year

The financial year of the association shall be the period from 1st January to 31st December of each year.

11.2 Accounts to be Kept/Maintained

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.

The Treasurer shall be responsible for management of the Accounts.

11.3 Accounts and Reports to be laid before Members

The accounts, together with the committee's report, shall be laid before the members at the Annual General Meeting.

11.4 Insurances

Any insurances required by the Association shall be kept current

12 Prohibition against Securing Profits for Members

The income and capital of the association shall be applied exclusively to the promotion of its purposes and no portion shall be paid or distributed directly or indirectly to any member or their associates except as bona fide reimbursement of a member for services rendered or expenses incurred on behalf of the association

13. Winding Up

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

14. 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 evenly distributed to any organisation which has similar purposes/objectives 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 a general meeting

15. Rules

- a. These rules may be altered (including an alteration to the association's name) by special resolution or the members of the association. This includes rescission or replacement by substitute rules.
- b. The alteration shall be registered with the appropriate SA Government body, as required by the Act.
- c. 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.

d. 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 resolution is passed. This does not apply to an alteration to the name of the association which does not come into force until registered by Consumer & Business Services.

e. Committee Bylaws; the committee may alter these rules by the provisions of such bylaws as determined by the committee, in alignment with the Act. All bylaws which have a greater impact upon the club membership will be validated and voted upon by the club membership, prior to inclusion, at a club general meeting.

f. A register of current Bylaws shall be kept on a public facing platform and should be publicly displayed along with the constitution.