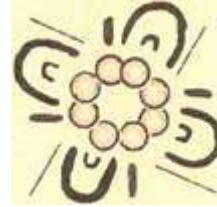
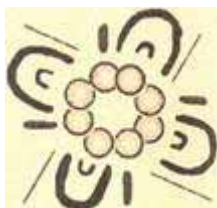


JOURNEY OF HEALING ASSOCIATION of South Australia



CONSTITUTION

(Incorporating Amendments as of 15TH DECEMBER 2006)



CONSTITUTION of Journey of Healing Association of SA Inc.

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1. INTERPRETATION

- 1.1** The name of the association is the Journey of Healing Association in (SA), which in this constitution is referred to as the "Association". The management of the South Australian Journey of Healing Association is the responsibility of the Chairman, Co-Chair and Office Bearers of the Board.
- 1.2** In these rules, unless a contrary intention appears-
- "financial year" means the year ending on 30 June;
 - "member" means a member, however described, of the association;
 - "ordinary association member" means a member of the association who is not an office-bearer of the Board as referred to in paragraph **5.3.1**;
 - "secretary" means the person holding office under these rules as secretary of the association or, where no such person holds that office, the public officer of the association;
 - "the Act" means the Associations Incorporation Act 1985;
 - "the Regulations" means the Associations Incorporation Regulations.
- 1.3** In these rules-
- 1.3.1** a reference to a function includes a reference to a power, authority and duty; and,
 - 1.3.2** a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty.
- 1.4** "Prescribed Association" means a prescribed association under the Associations Incorporation Act 1985.
- 1.4.1** The "Board" shall mean the Board of Management of the Association, which for the purposes of these Rules has the same meaning as "Committee of Management" as under the Act.
 - 1.4.2** "Special Resolution" of an incorporated association has the meaning as defined in the Associations Incorporation Act 1985.
- 1.5** Any reference to the Associations Incorporation Act 1985 is referred to in its entirety.

2. NAME, ESTABLISHMENT AND POWERS

2.1 NAME

(Pursuant to Clause 2 (5) (a) of the Schedule of the Act, Regulation 26 of 1985, Mandatory Provisions Clause 5 (a))

The name of the Association shall be the "**Journey of Healing Association of South Australia**"; otherwise known as "**Nunga Name**" and hereafter called "the Association".

2.2 PRINCIPAL ADDRESS

(Pursuant to Clause 2 (5) (a) of the Schedule of the Act, Regulation 26 of 1985. Mandatory Provisions Clause 5 (a))

The Principal address of the Association is situated at: [.....
.....**ADELAIDE**.....] in the state of **South Australia**.

2.3 **OBJECTS**

(Pursuant to Clause 2 (5) (a) of the Schedule of the Act. Regulation 26 of 1985. Mandatory Provisions Clause 5 (c))

- 2.3.1** The objectives for the South Australian Journey of Healing Association in (SA) are follows:
 - 2.3.1.1** To work Statewide & Nationally in consultation with the Journey of Healing Committees and allied Committees, including the National Sorry Day Committee;
 - 2.3.1.2** To make relevant recommendation and reports to Federal, State and Local governments on the culturally appropriate assessment of needs and actions required by the Indigenous People of South Australia;
 - 2.3.1.3** To be an Indigenous information sharing network amongst members relevant to the aims and objectives of the Journey of Healing;
 - 2.3.1.4** To monitor and lobby for the implementation of the recommendations of the Bringing Them Home report, including those related to the separation of Indigenous children today (Recommendations 44-53);
 - 2.3.1.5** To assist the process of healing among those who were forcibly removed, their families, the Indigenous community and the wider community;
 - 2.3.1.6** To raise community awareness of the continuing effects of policies regarding forcible removal of Indigenous Australians as described in the Bringing Them Home report;
 - 2.3.1.7** To organise appropriate events to mark the anniversary of Sorry Day;
 - 2.3.1.8** To encourage Indigenous and non-Indigenous Australians to work together for National recognition of the effects of Government Policies and justice both to Indigenous people forcibly removed from their families as children, and for their families and Communities;
 - 2.3.1.9** To operate on the basis that:
 - 2.3.1.9.1** Membership of the Association is voluntary and available without artificial restriction or any discrimination based on sex, sexuality, marital status, pregnancy, race, physical or intellectual impairment, age or political opinion to all who can make use of its services and are willing to accept the responsibilities of membership and guidelines as described in Clause 4: "**Membership**";
 - 2.3.1.9.2** The Association is managed according to principles of equity and fairness.

2.4 **POWERS**

- 2.4.1** The Association has the following powers as conferred by Section 25 of the Associations Incorporation Act 1985:
 - 2.4.1.1** acquire, hold, deal with, dispose of, any real or personal property;
 - 2.4.1.2** administer and hold property on trust;
 - 2.4.1.3** open and operate bank accounts;
 - 2.4.1.4** invest money;

- 2.4.1.4.1 in any security in which trust monies may, by Act of Parliament, be invested; or
- 2.4.1.4.2 in any other manner authorised by the rules of the Association;
- 2.4.1.5 borrow monies upon such terms and conditions as the Association thinks fit;
- 2.4.1.6 give such security for the discharge of liabilities incurred by the association as the Association thinks fit;
- 2.4.1.7 appoint agents to transact any business of the Association on its behalf;
- 2.4.1.8 enter into any other contract it considers necessary or desirable; and
- 2.4.1.9 regulate its own procedure in all matters relating to the exercise of its powers and authorities.

3. THE RULES AND BY-LAWS

3.1 EFFECT OF RULES

- 3.1.1 The rules of the Association must not contain any provision that is contrary to or inconsistent with the Act.

3.2 ALTERATION OF THE RULES

- 3.2.1 Any alteration of the rules may be made by a special resolution of the Association, at a special general meeting.

3.3 BY- LAWS

- 3.3.1 The by-laws of the Association must not contain any provision that is contrary to or inconsistent with the Act or the rules of the Association.
- 3.3.2 The Association shall have the power to pass, alter, or rescind providing for the due management and regulation of the Association.
- 3.3.3 Any proposal to accept, alter or rescind by-laws must be passed by a special resolution.
- 3.3.4 By-laws made under the previous rule shall be entered in a book which shall be kept for the inspection of members and such by-law will be printed and circulated to the Association members within 28 days after such a by-law has been made.

3.4 MANDATORY BY -LAWS

- 3.4.1 The Association will establish and approve By-laws setting out:
 - 3.4.1.1 the protocol and procedures to be used regarding working with or gathering information from Indigenous Peoples and Communities.
 - 3.4.1.2 the way in which information (by any means) is disseminated to Government departments, individuals or organisations without prior permission from those Peoples.

4. MEMBERSHIP

(pursuant to Clause 2 (5)(a) of the Schedule of the Act, Regulation 26 of 1985, Mandatory Provisions, Clause 5(d))

4.1 MEMBERSHIP / ASSOCIATE MEMBERSHIP

4.1.1 The following shall be Members / Associate Members of the Association:

4.1.1.1 Persons involved or associated within the fields of:

4.1.1.1.1 Reconciliation

4.1.1.1.2 Education.

4.1.1.1.3 Training.

4.1.1.1.4 Employment.

4.1.1.2 An Indigenous Australian.

4.1.1.3 Persons invited to join the Association.

4.1.2 Any person when applying for Membership / Associate Membership shall do so in writing to the Chairperson and must be approved by a majority of the board members.

4.1.3 Upon receipt of the application by the Board and approval by a majority of the Board members and upon payment of the first annual membership fee, the applicant shall be a full member of the Association.

4.1.4 A Member / Associate Member must take reasonable steps to support the objects of the Association, perform any functions assigned by the rules or by-laws of the Association with reasonable care and diligence, attend all meetings whenever practicable, comply with conditions set by the Association if applicable, and undertake such task and discharge such other obligations of Membership / Associate Membership as may be reasonably required by the Association. A member must refrain from conduct detrimental to the interest of the association or that may be offensive to the Aboriginal or Torres Strait Islander Peoples.

4.2 FEES

4.2.1 The membership fee to the association is \$5, or if any other amount has been determined by resolution of the Board, such other amount.

4.2.2 The membership fee shall be paid annually, due and payable on or before (**20th June**) in each year.

4.2.3 The membership fee must be paid, no less than **4 weeks** prior to the Annual General Meeting.

4.2.4 All initial fee shall be on a pro-rat basis and calculated quarterly.

4.2.5 All fees shall be in accordance with By-Laws set by the Association.

4.3 BOARD MEMBERS LIABILITIES

The liability of a member to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member of the board in respect of the membership of the association as required by rule **4.2**

4.4 RIGHT OF INSPECTION

- 4.4.1 All member of the Association will have the right of inspection of the Association's records and books.
- 4.4.2 Associate members do not have the right of inspection.

4.5 VOTING / DECISION MAKING

- 4.5.1 Subject to the Act and these Rules, each member of the Association who is personally present at a meeting of the Association is entitled to one vote, and no more than one vote.
- 4.5.2 A member of the Association who has any direct or indirect pecuniary interest in a contract, or a proposed contract with the Association, must disclose the nature and extent of his or her interest as soon as he or she becomes aware of it, to the Board and at the next Annual General Meeting of the Association in writing.
- 4.5.3 No member may vote by proxy.
- 4.5.4 A member of the Association may vote in person through a telephone conference or a video-conference.
- 4.5.5 A voting Member is not entitled to vote at and general meeting of the association unless all monies due and payable by the voting member to the association has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- 4.5.6 Associate Members do not have the right to vote.
- 4.5.7 Questions and issues to be decided arising at a meeting of the association, the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of voting members of the association, the Board or subcommittee present at the meeting.
- 4.5.8 Each member present at a meeting of the association, the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to 1 vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 4.5.9 A question arising at a general meeting of the association shall be determined on a show of hands of voting members and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 4.5.10 At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 Indigenous voting members present in person or by alternate at the meeting.

4.6 RESIGNATION / TERMINATION OF MEMBERSHIP

(Pursuant to Clause 2 (5)(a) of the Schedule of the Act, Regulation 26 of 1985, Mandatory Provisions, Clause 5(d))

- 4.6.1** The Membership / Associate Membership of any person may be terminated by resignation or expulsion.
- 4.6.2** Any Member / Associate Member may resign from the Association at any time by written notice to the secretary. Such resignation shall take effect at the time when the notice is received by the Secretary, unless a later date is specified in the notice in which case it shall take effect on that later date.
- 4.6.3** Termination of membership shall be considered by the Board if the member behaves in a manner considered to be:-
 - 4.6.3.1** injurious or prejudicial to the objects or interests of the Association or;
 - 4.6.3.2** fails to attend any 3 consecutive meetings without leave of absence.
- 4.6.4** The Secretary shall notify in writing the member(s) concerned at least before such consideration. The notification shall include the reason for the consideration and advice as to the rights of the member pursuant to this clause.
- 4.6.5** The Member / Associate member concerned shall be given a full and fair opportunity to present her / his case before any resolution is made to terminate or suspend membership.
- 4.6.6** The Member / Associate member shall have the right to appeal a decision of the Board that terminates their membership. The appeal shall be made in writing in accordance with the relevant By-law.
- 4.6.7** Where a person ceases to be a member, the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

5. MANAGEMENT OF THE ASSOCIATION

5.1 MANAGEMENT

(Pursuant to Clause 2(5)(a) of the Schedule of the Act, Regulation 26 or 1985, Mandatory Provisions, Clause 5(a))

- 5.1.1** The Management of the Association shall be vested in the Board of Management.
- 5.1.2** The Board shall be comprised of a Chairperson, Secretary and Treasurer and 50% Board Members all of whom shall be members of the Association.
- 5.1.3** The Board shall have the power to appoint such officers as required to carry out the objectives of the Association, including a Public Officer as required by section 56 of the Association Incorporation Act 1985, and may discuss or delegate any of its powers to such officers.
- 5.1.4** A minimum of 50% of the Board at any time must be of Aboriginal Descent.

5.2 BOARD MEETINGS

(Pursuant to Clause 2(5)(a) of the Schedule of the Act, Regulation 25 or 1985, Mandatory Provisions, Clause 5(j)(1))

- 5.2.1** The Board shall meet to conduct the business of the Association not less than four times each calendar year.
 - 5.2.1.1** The Board shall meet to decide on matters of policy, general business, tabling of reports from sub Committee's and any other matter that requires the Committees decision making powers.
- 5.2.2** A quorum of the Board will be any four members of the Board, with a minimum of two of these members being Indigenous.
- 5.2.3** Notice of meetings shall be given at the previous Board meeting or by the Secretary in writing not less than seven days prior to a meeting, to all Board members or in an emergency, in which case such other notice as shall be ratified by the Board.
- 5.2.4** All meetings of the Board shall be open to all members of the Association and members of the general public unless the Board resolves that the meeting be closed to consider confidential business.
- 5.2.5** Attendance of the meeting may be by phone or video-conference.
- 5.2.6** All members of the Board have the right to vote at Board Meetings.
- 5.2.7** No business of the Association shall be transacted at any Board meeting unless a quorum is present.
- 5.2.8** If, within 30 minutes from the time appointed for a meeting, a quorum is not present, the meeting shall not take place, and it shall be adjourned to a later date and all members of the Board shall be given not less than five days written notice of the place, time and day of the adjourned meeting, and the agenda.
- 5.2.9** Any member of the Association having pecuniary interest and if the Board decided should leave the meeting for the period in which that issue is being discussed and considered by the Board.

5.3 REMOVAL OF BOARD MEMBERS

The association in general meeting may by resolution, subject to section 50 of the Act, remove any member of the Board from the office of member of the Board before the expiration of the member's term of office. The Board of the association will then be invited to nominate a replacement.

5.4 OFFICE BEARERS

(Pursuant to Clause 2(5)(a) of the Schedule of the Act, Regulation 25 or /985, Mandatory Provisions, Clause 5 (h)(:)(1))

The office bearers of the Association shall be the Chairperson, the Secretary and the Treasurer, who shall be elected annually by the Board from its members at a Board meeting held at the conclusion of the Annual General Meeting. An office bearer is not eligible to hold more than one office at anyone time. The term of the appointment of an office bearer will be for 1 year. Each office bearer is eligible for re-election for any further annual terms as may be served according to the wishes of the Board.

5.4.1 CHAIRPERSON

- 5.4.1.1** The Chairperson or two other members of the Board shall have the power to call a meeting of the Board.
- 5.4.1.2** The Chairperson shall chair all General Meetings of the Association except that in the absence of the Chairperson or at the request of the Chairperson or of a majority of a meeting, another member may be elected as Chairperson for that meeting.
- 5.4.1.3** The Chairperson shall have the prime responsibility for the due observance of this Constitution and of any By-laws, rules or regulations made hereunder and of all resolutions, decisions and statements of policy and practice made in accordance with this Constitution.
- 5.4.1.4** The Chairperson shall present the Annual Report of the Association to the Annual General Meeting.
- 5.4.1.5** The Chairperson shall have such other powers, functions and duties as the Board may delegate or prescribe.
- 5.4.1.6** The Chairperson, together with the Secretary, shall prepare the agenda for all General Meetings and Special General Meetings of the Association.
- 5.4.1.7** The Chairperson shall be the Public Officer of the Association unless otherwise directed by the Board.
- 5.4.1.8** If the Chair is absence from 3 consecutive meetings, the Board can authorise a Deputy Chairman to act as Chair.

5.4.2 SECRETARY

5.4.2.1 The duties of the Secretary shall be:-

- 5.4.2.1.1** To conduct the correspondence of the Association.
- 5.4.2.1.2** To have the custody of all records, documents and the seal of the Association:
- 5.4.2.1.3** To keep full and accurate minutes of all proceeding of the Association.
- 5.4.2.1.4** To maintain a membership list comprising the names, addresses and telephone numbers of all current members of the Association.
- 5.4.2.1.5** To keep, update and have approved by the Association, list of responsibilities for all office holders.
- 5.4.2.1.6** To establish a filing system to keep the historical records of the Association.
- 5.4.2.1.7** To ensure that all members receive copies of new operating procedures.
- 5.4.2.1.8** To maintain a correspondence register for the Association.
- 5.4.2.1.9** Circulate the Agenda and notices of meeting to all members within the required period.

5.4.3 TREASURER

5.3.4.1 The treasurer of the association shall:-

- 5.3.4.1.1** To receive and bank all monies for the Association and account for the same. The Treasurer's receipt will be sufficient discharge in respect of any payments made to the Association.
- 5.3.4.1.2** To make payments under the order of the Board of Management.
- 5.3.4.1.3** To keep account of all monies received and disbursed in a book open to the inspection by the members of the Association at any meeting thereof.
- 5.3.4.1.4** To prepare a written statement showing the progress and the financial position of the Association each month.
- 5.3.4.1.5** To operate an annual budget for the Association.
- 5.3.4.1.6** To prepare and compile the annual financial statement to the 30th June of each year in accordance with the approved accounting standards and to present audited accounts at the Association's General Meeting.
- 5.3.4.1.7** To do such things as directed by the Board or prescribed by the By-laws.

5.4.4 SUB-COMMITTEES

- 5.4.4.1** The Board of Management may from time to time appoint from the members of the Association such sub-committees as it may deem necessary and may delegate or refer to them such of the powers and duties as the Board of Management may determine.
- 5.4.4.2** Each sub-committee appointed under sub-clause 4 (a) will report its proceedings to the Board of Management and will conduct its business in accordance with the directions of the Board of Management.

6. MEETINGS OF THE ASSOCIATION

6.1 MEETINGS OF THE ASSOCIATION

(Pursuant to Clause 2 (5) (e) of the Schedule of the Act, Regulation 26 of 1985, Mandatory Provisions Clause 5 (k)(l)

- 6.1.1** At meetings of the Board, Annual General Meetings and any Special General Meetings of the Association the guidelines as set out in the Rules and By-laws of the Association are to be used as to how many meetings will be conducted. In addition to the meetings of the Board there shall be other types of meetings:
 - 6.1.1.1** An Annual General Meeting; and
 - 6.1.1.2** Special General Meetings.
- 6.1.2** Only Full Members shall be eligible to vote at Annual General Meeting or Special Meetings.

- 6.1.3** Associate Members may speak, but shall not have the right to vote.
- 6.1.4** Resolutions of the above meetings shall be tabled at the subsequent meeting of the Board as decisions of that Meeting.
- 6.1.5** There shall be an Annual General Meeting of the Association by 30th September each year. Unless the Chairperson and the Secretary prepare the agenda for the Annual General Meeting within 28 days of the 30th of September in any year, the Deputy Chair or Vice Chairperson and two other members of the Board may call for the Annual General Meeting to be held on a date up to and including the 30th September for any year. If the Annual General Meeting is so called, the Deputy Chair or Vice Chairperson and two other members of the Board may set forth the agenda for the Annual General Meeting in accordance with paragraph 6.1.6, provided the Chairperson and the Secretary have not otherwise prepared the agenda within 21 days of the meeting so called. The office bearers nevertheless are required to make their reports at the Annual General Meeting in accordance with clause 5.4 of these rules. A minimum of 14 days notice of the date of any General Meeting shall be given.
- 6.1.6** The Business of the Annual General Meeting shall be to:
 - 6.1.6.1** Confirm the minutes of the preceding Annual General Meeting.
 - 6.1.6.2** Receive the Chairperson's report for the previous financial year.
 - 6.1.6.3** Receive the Treasurer's report and the audited financial statement for the previous financial year, together with the financial budget for the current financial year.
 - 6.1.6.4** Elect the Management Committee.
 - 6.1.6.5** Conduct any other business placed on the agenda at a minimum of 21 days prior to commencement of the meeting.
 - 6.1.6.6** Appoint an auditor for the next financial year.
- 6.1.7** A Special General Meeting shall be called by the Secretary and held within one month of receipt of a directive from the Board of Management or a written request from a minimum of 10 members of the Association, specifying the business to be conducted at the meeting.
- 6.1.8** Written notice at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the Special General Meeting and shall be distributed to all Association members by mail.
- 6.1.9** A quorum at any Annual General Meeting or Special General Meeting shall be a minimum of 50% + 1 of current membership.
- 6.1.10** No business shall be transacted at any Meeting of the Association unless a quorum is present at the time the meeting proceeds with the proposed business and quorum shall be present from the beginning to the end of any meeting.
- 6.1.11** If, within 30 minutes from the time appointed for a meeting, a quorum is not present, the meeting shall not take place, and it shall be adjourned to a later date and all members shall be given not less than five days written notice of the place, time and day of the adjourned meeting, and the agenda.

7. FINANCE, PROPERTY AND AUDIT

7.1 FINANCE

(Pursuant to Clause 2 (5) (e) of the Schedule of the Act, Regulation 26 of 1985, Mandatory Provisions Clause 5 (n))

- 7.1.1** All monies received shall be deposited into the Association's bank account at such bank as shall be determined from time to time by the Board.
- 7.1.2** The Association may borrow money from such banks or financial institutions and such amounts as shall be approved from time to time by the Board but the Association must not allow its borrowing at a particular time to exceed, in total, an amount equal to the current market value of all its properties.
- 7.1.3** The current market value of the property of the Association shall be the capital value determined by the Valuer-General of South Australia.
- 7.1.4** Cheques or withdrawal forms shall be signed by any two of the Chairperson, Treasurer, Secretary or member of the Board or staff member who has been appointed a duly authorised signatory by the Board.
- 7.1.5** Notwithstanding the provisions of the Board may authorise the Treasurer or other such persons may be approved by the Board to retain such sums by way of petty cash, or operating expenditures, as it shall deem appropriate and to make expenditure there from upon and subject to such conditions that the Board may prescribe.
- 7.1.6** The financial year of the Association shall be from 1st July in any year to the following 30th June.

7.2 ACCOUNTS

- 7.2.1** The Board must, as soon as practicable after the end of a financial year, ensure that financial statements are prepared and audited in respect of that financial year.
- 7.2.2** Monies paid to members regarding work for the Association must be recorded for presentation to the members.
- 7.2.3** If the Association is a Prescribed Association it must provide the Authority with a copy of the audited financial statements of the Association in accordance with the Regulations and the auditors report (together with accompanying material) in relation to the audit, on or before 30th November immediately following the financial year to which they relate.
- 7.2.4** If the Association is a Prescribed Association, the Board must cause a report to be made setting out those matters required by Division 2 Part 4 of the Associations Act 1985.

7.3 AUDITOR

(Pursuant to Clause 2 (5) (e) of the Schedule of the Act, Regulation 26 of 1985. Mandatory Provisions Clause 5 (j))

- 7.3.1** An Auditor will be appointed by the Association at the Annual General Meeting.
- 7.3.2** A Full / associate member of the Association may not be appointed as the Auditor of the accounts of the Association of which he / she is a member.
- 7.3.3** The Auditor will have the power and duties required of him / her under the Act.

- 7.3.4** The Auditor is eligible for re-appointment from year to year.
- 7.3.5** The Association will require the auditor to report in writing thereon to the association at the next Annual General Meeting after the accounts have been audited:
- 7.3.5.1** Whether he / she obtained the information required by him / her;
- 7.3.5.2** Whether in the opinion of the auditor the accounts are properly prepared so as to give a true and fair view of income and expenditure of the Association for the relevant financial year, and so as to give a true and fair view of the assets and liabilities of the association, and the general state of affairs of the Association, as at the end of that financial year; and
- 7.3.5.3** In accordance with the provisions of the Act and Regulations.

7.4 INCOME AND PROPERTY OF THE ASSOCIATION

(Pursuant to Clause 2 (5) (e) of the Schedule of the Act, Regulation 26 of 1985, Mandatory Provisions Clause 5 (o)(p))

- 7.4.1** The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion shall be paid or transferred directly or indirectly by divided, bonus or otherwise to any other member of the Association.
- 7.4.2** Nothing in the above position of this section shall prevent the payment in good faith to a member of the Association of:
- 7.4.2.1** reasonable remuneration of a member of the Association for work done by the member for or on behalf of the Association; or
- 7.4.2.2** and payments dispositions that are incidental to activities carried on by the Association in accordance or consistently with its objects.
- 7.4.3** Any surplus or saving arising from the operations of the Association will be used in accordance of the objectives of the Association.

7.5 DISPOSAL OF REAL PROPERTY

- 7.5.1** The Association will not dispose of any real property unless the disposal is approved by a special resolution of an Annual General Meeting of a Special General Meeting.

8. MISCELLANEOUS

8.1 SEAL OF THE ASSOCIATION

(Pursuant to Clause 2 (5) (e) of the Schedule of the Act, Regulation 26 of 1985, Mandatory Provisions Clause 5 (m))

- 8.1.1** The Association shall have a common seal upon which its corporate name shall appear in legible characters,
- 8.1.2** The Seal shall have the registered logo centred on the seal.
- 8.1.3** The seal shall not be used without the express authorisation of the Board, 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 the Chairperson and the Secretary of the Association.

8.2. MANNER IN WHICH THE ASSOCIATION MAY BE WOUND UP

(Pursuant to Clause 2 (5) (e) of the Schedule of the Act. Regulation 26 of 1985, Mandatory Provisions Clause 5 (q))

8.2.1 The manner in which the Association may be wound up is as follows:

8.2.1.1 Voluntarily:

8.2.1.1.1 the Association passes a special resolution.

8.2.1.2 By the Supreme Court on the following grounds:

8.2.1.2.1 that the Association has by special resolution passed that it be wound up by the Supreme Court.

8.2.1.2.2 that the Association is unable to pay its debts.

8.2.1.2.3 that the Supreme Court is satisfied that it would be in the best interest of members or creditors of the Association if the Association were to be wound up.

8.2.1.2.4 that the Supreme Court is of the opinion that it is just and equitable that the Association be wound up.

8.2.2 The Minister may issue a certificate for the winding up of an Association under the Act if the Authority has recommended that the Association be wound up.

8.3 DISTRIBUTION OF ASSETS UPON WINDING UP

(Pursuant to Clause 2 (5) (e) of the Schedule of the Act. Regulation 26 of J985, Mandatory Provisions Clause 5 (r))

8.3.1 If at the completion of winding up the Association there remain and surplus assets, such assets will be given or transferred:

8.3.1.1 to another body that has identical or similar aims or objects to the Association within the Indigenous Community of South Australia.

8.4 CIRCUMSTANCES NOT PROVIDED FOR

8.4.1 If any circumstances arise as to which these Rules are:

8.4.1.1 silent;

8.4.1.2 incapable of taking effect; or

8.4.1.3 incapable of being implemented according to their strict provision;

the Board will have the power to determine what action may be taken to give effect to objects of the Association and to ensure its efficient administration.

8.4.2 Every act of the Board taken in good faith under this clause will be as valid and effectual as if specifically authorised by these Rules.