



Debating SA Incorporated

Constitution

Current at 01 April 2008

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1. NAME

The name of the incorporated association is **Debating SA Incorporated** ("The Association").

The Association may employ the trading name of **Debating SA**.

2. DEFINITIONS

In these rules, unless a contrary intention appears:

- a) **Adjudicator** means an Adjudicator of The Association;
- b) **Affiliate Member** means an Affiliate Member of The Association;
- c) **Board** and **Board of Management** mean the Board of Management established under Section 7 of these rules;
- d) **Board Meeting** means a meeting of the Board convened in accordance with these rules;
- e) **Board Member** means a Member of the Board of Management;
- f) **Committee** means any committee that the Board may create from time to time;
- g) **Corporate Member** means a Corporate Member of The Association;
- h) **General Meeting** means a General Meeting of members of The Association convened in accordance with these rules;
- i) **Member** means a Member of The Association as described in Section 6;
- j) **Member School** means a Member School of The Association;
- k) **Month** shall mean a calendar month;
- l) **Non-Voting Member** shall categorise the membership types of Affiliate Member, Volunteer and Corporate Member;
- m) **The Act** means The Associations *Incorporation Act (SA)1985* as amended or replaced from time to time;
- n) **Special Resolution** means a special resolution as defined in The Act;
- o) **Volunteer** means a Volunteer of The Association;
- p) **Voting Member** shall categorise the membership types of Member School, Adjudicator and Board Member;
- q) the singular shall include the plural and vice-versa;
- r) titles and headings are for guidance only and shall not interfere with construction of these rules;
- s) a reference to one gender shall include both genders.

3. AIMS OF THE ASSOCIATION

- a) The aims of The Association are:
- (i) To actively promote debating and debating-related activities.
 - (ii) To provide training to young people to enable participation and excellence in all aspects of debating.
 - (iii) To provide a diverse programme of substance whereby young people can practise and improve their skills with participants from other schools or groups.
 - (iv) To encourage schools from across all sectors to fully participate.
- b) The Association seeks to encourage and develop in young people the following:
- (i) Thinking and research skills
 - Critical and analytical thinking skills
 - The ability to think clearly under pressure
 - A strong sense of curiosity and a love of learning about issues and the world around them
 - An ability to gather and evaluate information from a range of sources
 - Informed exchange of ideas
 - Initiative in applying thinking skills critically and creatively
 - (ii) Communication skills
 - Coherent and confident expression of ideas in collaboration with teammates
 - The ability to coherently and convincingly argue a point of view for their team, which they may not personally support
 - Public speaking skills
 - Word power and strength of language
 - (iii) Social skills
 - Self-esteem and self-confidence
 - A sense of understanding, tolerance and acceptance of different views on issues
 - Respect of the right of others to hold differing and alternative ideas
 - (iv) Sportsmanship
 - Generosity of spirit between participants, across all school sectors
 - Teamwork and sportsmanship
 - Valuing participation more than the outcome
 - A sense of responsibility to be humble in victory and gracious in defeat
 - The ability to respond appropriately to constructive feedback

4. STANDARDS OF THE ASSOCIATION

- a) The Board shall at all times maintain policy documents which express in clear detail the policy of The Association with respect to:
 - (i) privacy;
 - (ii) the protection of children;
 - (iii) any other issue which the Board believes is of notable social concern and warrants the issuing of a policy document.
- b) Any amendment to a policy document created under this section must be approved by the Board.
- c) Policy documents approved by the Board under this section shall be taken to be a part of these rules, save that they may still be amended by the Board and that where these rules and a policy document are inconsistent, these rules shall prevail to the extent of the inconsistency.

5. POWERS OF THE ASSOCIATION

The Association shall have, in addition and without prejudice to the powers conferred by The Act, the following powers:

- a) to retain and employ persons for the purposes of The Association on such terms as the Board sees fit;
- b) to do such other lawful things as are incidental or conducive to the attainment of any or all of the Objects of The Association.

6. MEMBERSHIP

a) TYPES OF MEMBERSHIP & ADMITTANCE AS A MEMBER

(i) Member School of The Association

Any Primary or Secondary School, or equivalent group of students that wishes to participate in activities held by The Association and agrees to be bound by the rules of The Association may apply to become a Member School of The Association.

Application to become a Member School shall be made in such form as determined by the Board.

The school shall become a Member School of The Association after the application has been approved in the manner described in Section 6(c) and payment of the relevant subscription fee has been made.

The subscription fees for Member Schools shall be of such amounts and payable at such times as the Board shall determine from time to time.

Any Member School whose subscription fee is outstanding for more than two Months after the due date for payment shall cease to be a member of The Association, provided always that the Board may reinstate a Member School's membership on such terms as it thinks fit.

The Board shall have the power to reduce or waive the subscription fees for Member Schools as it sees fit.

Membership as a Member School of The Association expires four Months after the end of The Association's Financial Year.

(ii) Affiliate Member of The Association

Any debater, debating coach, or Primary or Secondary School teacher who participates in any activity held by The Association shall become an Affiliate Member of The Association by virtue of his or her participation.

Affiliate Membership expires four Months after the end of The Association's Financial Year.

(iii) Adjudicator of The Association

Any natural person who:

- supports and wishes to further the objects of The Association; and
- agrees to be bound by the rules of The Association; and
- is at least seventeen years of age

may apply to become an Adjudicator of The Association. Adjudicators are responsible for judging debates held by The Association according to the guidelines specified by The Association.

Application for membership as an Adjudicator of The Association shall be made using the **Adjudicator/Volunteer Application Form**.

The applicant shall become an Adjudicator of The Association after the application has been approved in the manner described in Section 6(c) and the relevant training as specified by the Board has been completed to the satisfaction of the Board or any Committee created by the Board.

The Board in its absolute discretion may lower the age for admittance as an Adjudicator of The Association. Such discretion shall be applied on a case by case basis.

(iv) Volunteer of The Association

Any natural person who provides services to The Association on a voluntary basis shall become a Volunteer of The Association.

(v) Corporate Member of The Association

If, in the opinion of the Board:

- an unincorporated association, incorporated association, corporation or other entity which is not a natural person has provided The Association with valuable support or assistance or is capable of providing The Association with valuable support or assistance; and
- it is appropriate that the entity be represented amongst the members of The Association; and
- the entity is not otherwise adequately represented amongst the members of The Association

then the Board may, in its absolute discretion, invite the entity to nominate one person to be a Corporate Member of The Association. The entity may nominate its Corporate Member in writing. The nominated person shall become a Corporate Member of The Association upon the approval of the nomination in the manner described in Section 6(c) below.

The assessment of support or assistance as "valuable" for the purposes of the above paragraph is solely a matter for the Board to decide on such criteria as it sees fit.

(vi) Member of the Board of Management

Any natural person who:

- is the nominated representative of a Corporate Member or who has held another type of membership for a continuous period of no less than twelve Months; and
- is nominated for membership by one current Board Member and seconded by another current Board Member; and
- is at least eighteen years of age; and
- is not prohibited from holding a Committee position by The Act

may apply to become a Board Member. The application for Board Membership shall be made in person at any meeting of the Board, except those meetings prohibited by these rules or The Act.

The person shall become a Board Member of The Association after the application is approved by a majority vote of the Board. The Board is not required to provide reasons for its decision in the event that an application is rejected for membership, but may do so as a courtesy to the applicant.

b) SUBSCRIPTIONS

- (i) The subscription fees for Members as described in Section 6(a) shall be of such amounts and payable at such times as the Board shall determine from time to time.
- (ii) Any member whose subscription fee is outstanding for more than one month after the due date for payment shall cease to be a member of the Association, provided always that the Board may reinstate such a member's membership on such terms as it thinks fit.

c) APPROVAL OF MEMBERSHIP APPLICATIONS

- (i) An application for membership is approved under this subsection by a majority vote of any body empowered to approve membership applications under this subsection.
- (ii) The Board shall at all times have the power to consider, investigate, approve, defer or reject applications for membership.
- (iii) The Board may delegate its power to consider, investigate, approve, defer or reject applications for membership to a committee or person, but the Board will always retain the ability to exercise the power regardless of such a delegation. The Board may overturn any decision of such a committee or person at any Board Meeting up to and including the first Board Meeting after the Board Meeting at which the Committee or person's decision is reported to the Board. In the event the Board overturns a committee approval of an application for membership in accordance with this provision, the membership is annulled.
- (iv) Where the Board has delegated the power to a committee, any application for membership shall be tabled at the first meeting of that committee after receipt of the application. Details of what action was taken with regard to the application must be included in that committee's next report to the Board.
- (v) Where the Board has delegated the power to a person, that person shall table a list of names of applicants and any action that was taken with regard to each applicant at the first meeting of the Board after the application(s) were received.

- (vi) Where the Board has not delegated the power to a committee, any application for membership shall be tabled at the first meeting of the Board after receipt of the application for the Board's consideration.
- (vii) A General Meeting of The Association has no power to consider, investigate, approve, defer or reject membership applications.

d) RESIGNATIONS

- (i) Where membership has not already expired, a Member School or Affiliate Member may resign from membership of The Association by giving written notice thereof to the Administrative Officer. A Member School shall be liable for any outstanding subscriptions, which may be recovered as a debt due to The Association.
- (ii) A Board Member may resign from membership of The Association by giving written notice thereof to the Secretary or Public Officer of The Association.
- (iii) Adjudicators and Volunteers may resign by giving written notice thereof to the Administrative Officer.
- (iv) A Corporate Member may resign from membership of The Association by giving written notice thereof to the Secretary or Public Officer of The Association.
- (v) The entity which a Corporate Member represents may give written notice to The Association's Secretary or Public Officer that the entity no longer wishes that Corporate Member to represent it, at which point the Corporate Member shall cease to be a Member of The Association.
- (vi) A Member who is a natural person is taken to have resigned upon death. A Member which is not a natural person is taken to have resigned upon dissolution or liquidation.

e) EXPULSION OF A MEMBER

- (i) Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member upon a charge of misconduct detrimental to the interests of The Association or for the violation of any provision of these rules, including the provisions of the policy documents listed in Section 4.(a) above.
- (ii) Particulars of the charge shall be communicated to the Member in writing at least 30 days before the meeting of the Board at which the matter will be determined.
- (iii) The determination of the Board shall be communicated to the Member in writing, and in the event of a decision to expel the Member, the Member shall cease to be a Member 14 days after the Board has made its decision.
- (iv) It shall be open to a 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 Board has been made.

- (v) In the event of an appeal under Section 6(e)(iv) above, the appellant's membership of The Association shall be suspended until the Member is heard by a General Meeting of The Association. A suspended Member:
- shall have no vote at any General Meeting of The Association;
 - shall not be permitted to take part in any of The Association's activities other than attendance at a General Meeting which is to hear their appeal;
 - cannot attend or vote at any Board Meetings or committee meetings they would, but for their suspension, be permitted to attend.
- (vi) At the General Meeting which is to hear the Member's appeal the Member shall have the right of addressing the meeting for no more than ten (10) minutes, after which a motion may be put to reinstate the appellant's membership. In the event that such a motion is passed with a two-thirds majority then the Member shall be reinstated. Should such a motion fail to pass with a two-thirds majority the appellant's membership shall be terminated immediately. Should no such motion be put to the meeting, then the appellant's membership shall be terminated at the closure of the General Meeting.
- (vii) Nothing in this subsection shall be construed as affecting the Board's power to overturn a committee approval of an application for membership, thereby annulling the membership, in 6(b)(iii) above.
- (viii) A General Meeting of The Association has no power to initiate the expulsion of a Member.

f) REGISTER OF MEMBERS

A register of members must be kept and contain:

- (i) the name and address of each Member,
- (ii) the date on which each Member was admitted to The Association; and
- (iii) the date of, and reason(s) for, termination of membership, if applicable.

7. THE BOARD OF MANAGEMENT

a) POWERS AND DUTIES

- (i) The affairs of The Association shall be managed and controlled by a Board of Management 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.
- (ii) The Board of Management has the management and control of the funds and other property of The Association.
- (iii) The Board of Management 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.
- (iv) The Board of Management shall appoint a Public Officer as required by The Act.
- (v) The Board of Management shall have the power to create and dissolve committees, appoint and remove members and non-members from such committees and delegate and revoke its powers, including the power of appointment to a committee, to and from such committees. Such committees shall provide each meeting of the Board of Management with a report detailing the Committee's activities and the Board shall at all times retain the ability to exercise its powers regardless of such delegations and to overturn any decision of such a committee.
- (vi) The Board may from time to time at its discretion invite and appoint a suitable person to be Patron of The Association.

b) APPOINTMENT

- (i) There shall always be at least three persons on the Board. There is no maximum number of Board Members.
- (ii) Each person on the Board shall satisfy the eligibility requirements of being a Board Member as described in Section 6(a)(vi).
- (iii) At the commencement of an Annual General Meeting all members of the Board shall cease to be members of the Board except for any officer bearers whose terms of office are to continue past the meeting under these rules. An Annual General Meeting shall elect to the Board sufficient members who are eligible to be elected under these rules such that there are at least three members of the Board at the conclusion of the meeting.
- (iv) To be eligible for election to the Board at an Annual General Meeting, a Member must:
 - satisfy the eligibility requirements for being considered for election as a Board Member as described in Section 6(a)(vi) or have been a Member of the Board upon its dissolution at the commencement of that Annual General Meeting; and
 - satisfy all other requirements in these rules to be a Member of the Board.

- (v) In the event that at the conclusion of the Annual General Meeting there are less than three members of the Board, the previous Board shall continue in existence as a caretaker board, which shall call a Special General Meeting at the earliest possible time to elect a new Board.
- (vi) In the event that:
- a Member is nominated for election under 7(b)(iv) above; and
 - in the opinion of the Board, it would be to the exceptional detriment of The Association if that Member were to be elected to the Board
- then the Board may invalidate that Member's nomination before the commencement of the Annual General Meeting. The motion to invalidate the nomination must be passed by a two-thirds majority at a meeting of the Board to be effective.
- (vii) Notice of all persons eligible for election to the Board shall be given to all members of The Association eligible to vote at the Annual General Meeting with the notice calling the meeting at which the election is to take place.
- (viii) The Board may from time to time appoint to Board Membership a Member who holds a form of membership described in Section 6(a) either to fill a casual vacancy or as it otherwise sees fit, and such a Board Member shall hold office until the next Annual General Meeting of The Association and shall be eligible for election to the Board without nomination.
- (ix) The Board may from time to time appoint to Board Membership a Corporate Member. Such a Board Member shall hold office until the next Annual General Meeting of The Association.
- (x) The Board may invite students who are Affiliate Members of The Association to sit on the Board as non-voting members at all Board Meetings. These students shall not be present for any part of a Board Meeting held in camera unless the Board explicitly decides otherwise. Upon becoming eligible for Board Membership as described in Section 6(a)(vi) these students shall be eligible to stand for election to the Board without nomination.
- (xi) A General Meeting of The Association has no power to appoint or remove Board Members other than those powers explicitly provided by this subsection.
- (xii) In the event that a Member of the Board ceases to be a Member of The Association, he or she shall also cease to be a Member of the Board.

c) OFFICE BEARERS

- (i) The Board, at its first meeting immediately after an Annual General Meeting, shall appoint from within its own number whichever of the following offices are vacant:
- the Chairman;
 - the Secretary;
 - the Treasurer;
 - the Administrative Officer;
 - the Public Officer.

The Board shall have the discretion to defer appointing a person to any of the above positions (except Public Officer) where the vacant position would not hinder the carrying out of the objects of The Association and the vacant position would not violate The Act or these rules.

With regard to the above paragraph, in the event that any of these positions become vacant the Board shall appoint another of its number to the position.

- (ii) The Board may from time to time appoint from within its own number such other office bearers as it sees fit.
- (iii) The duties of the various office bearers shall be as the Board shall set from time to time.
- (iv) The term of office for an office bearer shall be:
- for a length of time set by the Board, but at the commencement of any Annual General Meeting the office of any office bearer who has held the office for more than two years shall become vacant;
 - where the Board sets no term of office, until the commencement of the next Annual General Meeting.
- (v) Section 7(c)(iv) above does not apply to the office of Public Officer whose term shall continue until the office bearer resigns, is replaced by the Board, or otherwise becomes ineligible under The Act to be the Public Officer of an incorporated association.
- (vi) At all times the Board has the power to dismiss any office bearer from their office.

d) PROCEEDINGS OF THE BOARD

- (i) The Board shall meet together for the dispatch of business on a regular basis and as the need arises. The Board shall hold a meeting immediately after an Annual General Meeting to elect office bearers as described in Section 7(c)(i) above.
- (ii) At the commencement of each meeting the Board shall select a chair of the meeting. If the Board cannot select a chair, then the Chairman shall be the chair of the meeting, or if the Chairman is absent, the longest serving Member of The Association shall chair the meeting.
- (iii) Questions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the Chairman shall have a casting vote in addition to a deliberative vote. In the event that the Chairman is not present at the meeting, abstains from the vote or is otherwise unable to cast the casting vote, the casting vote shall be held by the first person listed below who is capable of voting on the motion:
 - the Administrative Officer,
 - the Secretary,
 - the Treasurer,
 - the Public Officer,
 - the Chair of the meeting,
 - of the Board Members eligible to vote on the motion, the one with the longest-standing membership in The Association.
- (iv) A quorum for a meeting of the Board shall be one half of the members of the Board.
- (v) A Member of the Board who is unable to be present at a meeting of the Board may appoint in writing another Member of the Board to be his or her proxy.
- (vi) A Member of the Board 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 Board as required by The Act, and shall not vote with respect to that contract or proposed contract. The Member of the Board must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of The Association.
- (vii) A motion in writing signed by all the members of the Board is as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such motion may consist of several documents in the same form each signed by one or more of the Board Members. If the documents are signed on different days, the meeting will be taken to have been held on the day on which a document was last signed by a Board Member unless the document, by its terms, is said to take effect from an earlier date. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Board Member, with that Member's authority, will be considered to be a document in writing signed by that Member.
- (viii) The Board may meet in person or by means of a contemporaneous linking together by telephone or other method of audio or audio-visual communication. All the provisions of these rules relating to meetings of the Board apply as far as possible and with any necessary changes to meetings of the members of the Board by telephone or audio or audio-visual communication.

- (ix) A Board Member taking part in a meeting by telephone or audio or audio-visual communication:
- is to be taken to be present in person at the meeting;
 - must not leave the meeting by disconnecting the telephone or other communication device without first advising the person chairing the meeting; and
 - will conclusively be presumed to have been present and to have formed part of the quorum at all times during the meeting unless the Board Member has previously given such advice.

e) DISQUALIFICATION OF BOARD MEMBERS

A Board Member shall cease to be a Board Member if s/he is:

- (i) disqualified from being a Board Member by The Act;
- (ii) expelled or suspended as a Member under these rules;
- (iii) permanently incapacitated by ill health;
- (iv) absent without apology from more than four meetings in a financial year;
- (v) absent for three consecutive meetings without due cause;
- (vi) no longer the duly appointed representative of a Corporate Member;
- (vii) dismissed from the Board by a two-thirds majority vote of the Board Members.

8. THE SEAL

- a) The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- b) 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 two office bearers of the Board.

9. GENERAL MEETINGS

a) ANNUAL GENERAL MEETINGS

- (i) The Board shall call an Annual General Meeting in accordance with The Act and these rules.
- (ii) The Annual General Meeting shall be held within five Months after the end of The Association's financial year as required by The Act.
- (iii) The order of the business at the Annual General Meeting shall be:
 - the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
 - the consideration of the accounts and reports of the Board and the auditor's report;
 - the election of Board Members;
 - the appointment of the auditor;
 - any other business requiring consideration by The Association in General Meeting.

b) SPECIAL GENERAL MEETINGS

- (i) The Board may call a Special General Meeting of The Association at any time.
- (ii) Upon a requisition in writing of not less than five Voting Members of The Association, the Board shall within one Month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition, provided that the specified purpose is, with reference to these rules and The Act, a valid purpose for a Special General Meeting.
- (iii) Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.

c) NOTICE OF GENERAL MEETINGS

- (i) Subject to 9(c)(ii), 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.
- (ii) 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 as required by The Act.
- (iii) 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, fax or e-mail to the address, fax number or e-mail address appearing in the register of members.

- (iv) Where a notice is sent by post:
 - the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
 - unless the contrary is proved, service will be taken to have been effected three days after the notice was posted.

d) PROCEEDINGS AT GENERAL MEETINGS

- (i) Five Voting Members, present personally or by proxy shall constitute a quorum for the transaction of business at any General Meeting.
- (ii) 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.
- (iii) Subject to 9(d)(iv) below, the Chairman shall act as the chair at a General Meeting of The Association.
- (iv) If the Chairman 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 voting members may choose a Board Member to be the chair of that meeting.

e) VOTING AT GENERAL MEETINGS

- (i) Subject to these rules, every Member School, Adjudicator and Board Member of The Association has only one vote at a General Meeting of The Association.
- (ii) Affiliate Members, Volunteers and Corporate Members do not have voting rights at a General Meeting of The Association.
- (iii) Where multiple memberships are held by a single person or entity, that person or entity shall only have one vote at a General Meeting of The Association.
- (iv) Where multiple memberships are held by a single person or entity and the voting rights of one or more of those memberships contradict, that person shall have a single vote at a General Meeting of The Association.
- (v) Subject to these rules, a question for decision at a General Meeting, other than a Special Resolution, must be determined by a majority of Voting Members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- (vi) Unless a poll is demanded by at least five Voting Members, a question for decision at a General Meeting must be determined by a show of hands.

f) POLL AT GENERAL MEETINGS

- (i) If a poll is demanded by at least five Voting 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.
- (ii) 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.

g) SPECIAL AND ORDINARY RESOLUTIONS

- (i) A Special Resolution is a Special Resolution as defined in The Act.
- (ii) An Ordinary Resolution is a resolution passed by a simple majority at a General Meeting.

h) PROXIES

A Voting Member shall be entitled to appoint in writing a natural person who is also a Voting Member of The Association to be his or her proxy, and attend and vote at any General Meeting of The Association.

10. MINUTES

- a) Proper minutes of all proceedings of General Meetings of The Association and of meetings of the Board, shall be entered within one Month after the relevant meeting in minute books kept for the purpose and distributed to relevant persons.
- b) The minutes kept pursuant to this rule must be confirmed by the members of The Association or the members of the Board (as relevant) at a subsequent meeting.
- c) The minutes kept pursuant to this rule shall be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting at which the minutes are confirmed.
- d) 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.

11. DISPUTE RESOLUTION

- a) The dispute resolution procedure set out in this section applies to disputes under these Rules between:
 - (i) a Member and another Member
 - (ii) a Member and The Association, where The Association shall be represented by an officer bearer as determined by the Board.
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 7 (seven) 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.

12. INDEMNITY FOR BOARD OF MANAGEMENT

- a) Every Member of the Board will be indemnified out of the property of The Association against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted.
- b) Every person who is or has been a Member of the Board or other officer of The Association (and his or her executors or administrators) will be indemnified out of the property of The Association from and against all costs, losses and expenses which that person properly incurred or became liable to pay by reason of any contract entered into or other act or thing done in the discharge of that person's duties on behalf of The Association.
- c) The Association may, to the extent permitted by The Act:
 - (i) purchase and maintain insurance, and
 - (ii) pay or agree to pay a premium for insurance,for any person to whom this clause applies against any liability the person incurs as a Member of the Board or other officer of The Association including, but not limited to, liability for negligence or for reasonable costs and expenses incurred in defending legal proceedings, whether civil or criminal and whatever their outcome.
- d) To the extent permitted by law and without limiting its other powers under these rules, The Association may enter into deeds or other agreements in favour of any person to whom this clause applies agreeing:
 - (i) to effect and maintain insurance for the purposes of this clause during such person's term of office and for a period of up to seven (7) years after that person ceases to be an officer of The Association, and
 - (ii) to permit any such person, subject to any applicable legal professional privilege, to have access to documents and records of The Association for the purpose of defending such legal proceedings.

13. FINANCIAL REPORTING

- a) **Financial Year** The financial year of The Association shall be a period of 12 Months commencing on 1 December and ending on 31 November of each year.
- b) **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.
- c) **Accounts and Reports to be laid before Members** The accounts, together with the auditor's report on the accounts, the Board's statement and the Committee's report, shall be laid before members at the Annual General Meeting.
- d) **Appointment Of Auditor**
 - (i) At each Annual General Meeting, the members shall appoint a person to be auditor of The Association.
 - (ii) The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
 - (iii) If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor for the current Financial Year.

14. THE DEBATING SA DEVELOPMENT FUND

- a) The Association may establish and maintain a public fund to be called the **Debating SA Development Fund** ("the Fund").
- b) The object of the Fund shall be to support the educational and cultural Objects of The Association.
- c) The Fund is established to receive all gifts of money or property for this purpose.
- d) Any money received because of such gifts must be credited to the Fund's bank account.
- e) The Fund must not receive any other money or property into its account.
- f) Any interest received on money in the Fund must be credited to the Fund's bank account.
- g) The Board may only use the Fund to further the educational and cultural Objects of The Association.
- h) The fund may only be wound up by a Special Resolution in General Meeting. In the event that the Fund is wound up any remaining assets must be distributed to a similar fund with similar aims.

15. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of The Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of The Association.

16. WINDING UP

- a) The Association may be wound up voluntarily by a Special Resolution passed in accordance with The Act at a General Meeting of The Association.
- b) If after the winding up of The Association there remain "surplus assets" as defined in The Act, such surplus assets shall be distributed to any organisation which has similar objects as The Association and has rules which prohibit the distribution of its assets and income to its members. Such organisation or organisations shall be identified and determined by a resolution of members in General Meeting, or, if the members fail to do so, shall be identified and determined by the Board.

17. AMENDMENT OF THESE RULES

- a) These rules may be altered or replaced at a General or Special General Meeting of The Association where at least 21 days notice has been given to all Voting Members of the proposed changes.
- b) The proposed alteration or replacement must be passed by a three-quarters majority of those present in person or by proxy at the meeting.
- c) The alteration shall be registered with the Office of Consumer and Business Affairs as required by The Act.
- d) 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.

18. TRANSITIONAL PROVISIONS

- a) Amendments to these rules shall take effect immediately after the Board has resolved to adopt the amendments as described in Section 17.
- b) In any document which relates to The Association in any way, a former name of The Association shall be read as The Association's current name unless the intention is apparent to limit the reference to the period of time when The Association was known by the stated name.

19. JURISDICTION AND SEVERANCE

- a) These rules shall be interpreted and governed by the laws of the State of South Australia.
- b) If any part of these rules is found to be invalid, unlawful or unenforceable then the offending part shall, as far as is possible, be severed and the remainder shall remain in full force and be interpreted as closely as possible to the original text.