

AUSTRALIAN INSTITUTE OF INTERNATIONAL AFFAIRS SOUTH AUSTRALIA
INCORPORATED

CONSTITUTION

1. NAME: The name of the branch shall be the Australian Institute of International Affairs South Australia Incorporated.
2. OBJECTS OF THE AUSTRALIAN INSTITUTE OF INTERNATIONAL AFFAIRS, SOUTH AUSTRALIA

The objects for which the branch is established are:

- a. to perform a public educational function by promoting through research, study, discussion, lectures, public addresses, and conferences, and by such other means as may be approved by the branch, an understanding of international questions and problems;
- b. to generally facilitate community understanding of international questions and to promote the exchange of information, knowledge and thoughts in international affairs and the understanding of the circumstances, conditions and views of nations and peoples;
- c. to advance the study of all issues bearing directly or indirectly on the studies referred to in paragraph (a) of this rule 2;
- d. to establish and maintain the flow of information on the subjects referred to in paragraph (a), (b) and (c) of this rule 2;
- e. to encourage and promote the studies referred to in this constitution by means of conferences, study groups and lectures;
- f. to prepare, edit, publish, print, or circulate publications (which may include books, journals, periodicals, online media and reports) which may be deemed to further any of the objects referred to in this Constitution;
- g. subject to South Australia's Associations Incorporation Act 1985, to accept grants, subscriptions, donations and gifts (whether real or personal estate), bequests or devises to further any of the objects referred to in this Constitution;

- h. to raise or borrow money in the manner that the branch thinks fit including levies, subscriptions, mortgages, debentures or other securities with power:
 - i. to vary those mortgages, debentures or other securities of the branch both present and future; and
 - ii. subject to rule 3, to pay interest on any borrowed money as the branch sees fit; and
- i. to reasonably carry out all tasks to further any of the objects referred to in this Constitution.
- j. to follow the relevant rules of the Australian Institute of International Affairs constitution and, insofar as they are in line with that constitution, minimum standards of the national organisation as determined by the board of the Australian Institute of International Affairs.

3. APPLICATION OF INCOME AND PROPERTY TO OBJECTIVES

- a. the income and property of the branch must only be used to further the objects of the branch set out in rule 2, subject to rule 3(b).
- b. No payment will be made to any Council Member of the Institute other than payment:
 - i. of out of pocket expenses incurred by the Council Member in the performance of any duty as Council Member of the Institute where the amount payable does not exceed an amount previously approved by the Council Members of the Institute;
 - ii. for any service rendered to the Institute by the Council Member in a professional or technical capacity, other than in the capacity as Council Member, where the provision of the service has the prior approval of the Council Members of the Institute and where the amount payable is approved by the Council Members of the Institute and is not more than an amount which commercially would be reasonable payment for the service.

- 4. DECLARATION: The branch as such shall not in any way express an opinion on international affairs or on any aspect of international relations.

5. QUALIFICATION FOR MEMBERSHIP: The following shall be eligible for membership of the branch:
- a. a person of or above the age of 16 who has an interest in the work of the Institute; or
 - b. any corporate institution incorporated under the laws of any State or Territory of the Commonwealth of Australia, or any social, political or cultural association considered by the branch Committee to be compatible with the character and interests of the Institute.
6. MEMBERSHIP:
- (1) There shall be at least three classes of memberships, which may include:
 - a. Individual Members
 - b. Student Members. A student is defined as any person enrolled in full-time education during the membership year;
 - c. Corporate Members. Companies, associations and other incorporated or unincorporated bodies may be members of the branch. Except as provided in subclause (2) of this clause, the provisions of this constitution shall apply to such corporate members.
 - (2) The following special provisions shall apply in respect of Corporate Members:
 - a. Each corporate member shall be entitled to appoint three nominees whose names and addresses shall be notified to the Secretary in writing and to vary such nominees once annually. Such nominees shall be entitled to attend meetings of the branch on behalf of the corporate member, and each nominee shall be entitled to one vote upon every motion or proposal at general meetings and shall be eligible for election or appointment as an officer of the branch or a member of the Committee. Each nominee shall be counted for the purpose of determining whether a quorum is present at any meeting.
 - b. A corporate member of another branch of the Australian Institute of International Affairs, which is classed by the Australian Institute of International Affairs or any of its branches as a National Supporter, may nominate a representative to the South Australian branch. Such nominee

shall be entitled to vote upon every motion or proposal at general meetings, shall be eligible for election or appointment as an officer of the branch or a member of the Committee and shall be counted for the purpose of determining whether a quorum is present at any meeting. The same subscription as that payable in respect of a full member shall be payable in respect of such a nominee.

c. The terms "member" and "membership" have corresponding meanings.

(3) The Committee may, at their discretion, add further classes of paying memberships not described above, and remove or otherwise alter existing membership classes as deemed appropriate for the development of the organization.

7. APPLICATION FOR MEMBERSHIP: The applicant shall make an application for membership giving such particulars as shall be required by the Committee, stating whether the application is for full, student or corporate membership, or any other paying membership class as may be added at discretion of the Committee, and undertaking to be bound by the Constitution of the branch if elected. The application shall be accompanied by payment of the first subscription. Applications may be taken in the form of a completed application form, submitted either electronically or on paper. Membership is at the discretion of the Committee.
8. SUBSCRIPTION: The annual subscription for all members shall each be such amount as the Committee may from time to time determine. The Committee may fix an amount for the annual subscription fee for each class of membership that differs from that for other membership classes, and such amount shall then be the subscription fee payable by members of the specific class.
9. DATE WHEN SUBSCRIPTIONS DUE: The branch year shall be from the 1st day of July (01/07) to 30th day of June (30/06), and all annual subscriptions (except the first subscription of a new member) shall be payable in advance on 01/07 in each year.
10. MEMBERS IN ARREARS: If any member shall fail to pay the annual subscription fee by the 31st day of January, a notice informing such member of the failure to pay shall be sent, and if the subscription is not paid by the 31st day of March, that member shall cease to be a member of the branch, unless the Committee decides otherwise. At

any time such former member, upon provision of an explanation considered satisfactory by the Committee, may at the discretion of the Committee and upon payment of arrears be readmitted to membership.

11. RESIGNATION OF MEMBERS: Any member may resign membership by giving to the Secretary notice in writing to that effect. Every such notice shall unless otherwise expressed be deemed to take effect immediately.
12. EXPULSION OF MEMBERS: It shall be the duty of the Committee if at any time they shall be of the opinion that the interests of the branch so require a member to be expelled from the branch, provided that:
 - a. not less than fourteen days' notice in writing of the time and place of the meeting of the Committee at which the expulsion is to be considered shall be given to the member concerned, and
 - b. the member shall in such notice be informed that at such meeting the member may make oral or written representations to the Committee concerning the proposed expulsion, and
 - c. the Committee holds a two-thirds or greater majority of a quorum in favour of expulsion, and
 - d. any member expelled will have fourteen days from the date of the meeting of the Committee to appeal the decision to the Chairperson for a reconsideration of the decision. 'Chairperson' refers to branch officer or member as laid out in rule 24, parts (1), (2) and (3).
13. EFFECT OF CEASING TO BE A MEMBER: Any person shall upon ceasing to be a member of the branch forfeit all right to and claim upon the branch and its property and funds.
14. COMMITTEE AND OFFICERS:
 - (1) The management of the branch (except as otherwise provided by this Constitution) shall be deputed to the Committee.
 - (2) There shall be the following officers of the branch:
 - a. President
 - b. Vice-President
 - c. Secretary

- d. Treasurer
- e. Events Coordinator

(3) The Committee shall consist of the officers of the branch, the immediate Past President and not fewer than five or more than ten members of the branch in addition to those office bearers.

- a. Reasonable allowance to deviate below the minimum number of officers of the branch and Committee members as laid out by the requirements in 14(2) and 14(3) for a period is permissible, under conditions where unforeseen events lead to vacant positions. The Committee must endeavour to ensure these vacancies are filled as quickly as possible.
- b. If there are casual vacancies of either officers or committee members of the branch prior to an Annual General Meeting these will be filled in accordance with rule 17.

(4) The Committee may, at any time, create additional positions for temporary office bearers as it determines.

(5) There may be a Patron of the branch who shall be appointed by the Committee for such period as the Committee shall determine.

15. UNPAID SUBSCRIPTIONS: Any member who has not paid the annual subscription required under clause 9 shall not be eligible to propose any other member for election, to be proposed for election, to speak or to vote at the Annual General Meeting or any Special General Meeting, or to be counted for purposes of determining whether a quorum is present at such meetings.

16. ELECTION OF COMMITTEE:

- (1) At the Annual General Meeting the officers of the branch and the members of the Committee shall retire, but they shall be eligible for re-election, except that no person shall occupy any office for more than four consecutive years.
- (2) No council member, including the president, can occupy an office of the branch for at least one year after serving four years consecutively.
- (3) Any member of the branch may propose any other member of the branch for election as an officer of the branch or a member of the Committee. Such proposal

shall be by notice in writing given to the Secretary seven days prior to the commencement of the Annual General Meeting.

- (4) The election of the officers of the branch and members of the Committee shall take place at the Annual General Meeting. Every member of the branch shall be entitled to vote for as many candidates as there are vacancies to be filled and no more. The candidates up to the number of vacancies who shall receive most votes shall be declared elected and shall hold office until the next Annual General Meeting. In the case of two or more candidates receiving an equal number of votes, the Chairperson of the meeting shall have a casting vote in addition to a deliberative vote.

17. CASUAL VACANCIES ON COMMITTEE: The Committee shall have power to appoint a member to fill any casual vacancy on the Committee (including vacancies among the officers of the branch) until the next Annual General Meeting. Any member so appointed shall retire at the next Annual General Meeting, but shall be eligible at such meeting for re-election as an officer of the branch or member of the Committee.

18. MEETINGS OF THE COMMITTEE:

- (1) The Committee shall meet as often as may be necessary or desirable to examine the accounts and manage the affairs of the branch.
- (2) The President shall preside over meetings of the Committee. In the absence of the President and the Vice-President such other member as may be elected by the Committee, shall preside. Four members shall constitute a quorum of the Committee. Minutes shall be taken of all resolutions and proceedings of the Committee and shall be open to the inspection of any member of the branch applying to the Secretary therefore.
- (3) Meetings may be attended remotely if so required.

19. PUBLIC REPRESENTATIONS OF THE BRANCH: The President shall be responsible for all representation of the branch in public. No other person has delegation to represent the branch unless so nominated by the President and the Committee.

20. THE ANNUAL GENERAL MEETING: The Annual General Meeting of the branch shall be held each year, upon a date and at a time to be fixed by the Committee for the following purposes:
- a. to receive from the Committee a report and statement of accounts for the preceding branch year;
 - b. to elect the officers of the branch and members of the Committee;
 - c. to appoint an Auditor for the ensuing year if necessary; and
 - d. to decide on any resolution which may be duly submitted to the meeting.
21. NOTICE OF BUSINESS: Any member desirous of moving any resolution at the Annual General Meeting shall give notice thereof in writing to the Secretary not less than twenty-one days before the date of the meeting.
22. SPECIAL GENERAL MEETING: The Committee may at any time for any special purpose call a Special General Meeting, and shall do so forthwith upon the requisition in writing of any three members stating the purpose for which the meeting is required.
23. CONVENING GENERAL MEETINGS: Fourteen days at least before the Annual General Meeting or any Special General Meeting, a notice of such meeting and of the business to be transacted shall be sent to every member and no business other than that of which notice has been given shall be brought forward at such meeting.
24. PROCEEDINGS AT GENERAL MEETING:
- (1) At all General Meetings of the branch the President shall preside. In the absence of the President the Vice-President, or in the absence of the President and the Vice-President such other full member as may be elected by the meeting, shall preside.
 - (2) Every member present shall be entitled to move any resolution of which due notice has been given. Every member present shall be entitled to one vote upon every motion and in the case of an equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote.
 - (3) 'Chairperson' refers to the President, Vice-President or other full member as the case may be as set out in 24(1).
 - (4) Five members shall constitute a quorum at all General Meetings.

25. **AUDIT OF ACCOUNTS:** The accounts of the branch shall, as soon as practicable after the end of the branch year, be audited by a member or other person who shall be appointed at each Annual General Meeting if deemed necessary by the Committee. The Committee shall have power to appoint a member or other person to fill any vacancy in the office of Auditor during the year.
26. **MEMBERS' CONTACT ADDRESS:**
- (1) It is the responsibility of the member of the branch to notify the Secretary of any changes to contact address.
 - (2) All branch notices shall be emailed to members' preferred email address, as notified to the Secretary. Notices emailed to members shall be considered as having been duly given from the time of transmission.
27. **AMENDMENT OF CONSTITUTION:** This Constitution may be added to repealed or amended by resolution at any General Meeting provided that no such resolution shall be deemed to have been passed unless it be carried by a majority of at least two-thirds of the members present and voting thereon.
28. **CONSTITUTION EFFECT DECLARATION:** This constitution has been approved by a majority of council members on December 1, 2021 and will come into effect when the branch is recognised as a member of the Australian Institute of International Affairs by the board of the Australian Institute of International Affairs.