



ROYAL ASSOCIATION OF JUSTICES OF SOUTH AUSTRALIA INC.

RULES

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1 NAME

The name of the incorporated association is the Royal Association of Justices of South Australia Inc. referred to herein as “the Association”.

2 DEFINITIONS

“**Act**” means the Associations Incorporation Act 1985.

“**Authorised Deposit-taking Institution**” means a body corporate that is an ‘ADI’ for the purpose of the Banking Act 1959.

“**By-Laws**” means any By-Laws made by the Council of the Association under Clause 15.

“**Chairman**” means the person appointed by the Council, a committee or a Group to chair the meeting.

“**Committee**” means a body appointed by the Council.

“**Council**” means the Governing Body of the Association.

“**Councillor**” is an Ordinary Member or a Life Member who still holds a commission elected by the membership or appointed by the Council, to represent the membership on Council.

“**Council Year**” means twelve months from the date of the Annual General meeting.

“**Financial year**” means the year ending 31 August of each year.

“**General Meeting**” means an Annual General Meeting or a Special General Meeting.

“**Group**” means and includes those entities recognized under Clause 9

“**Intellectual Property**” means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Association or any event, meeting or any other activity of or conducted, promoted or administered for and by the Association.

“**Justices**” mean Justices of the Peace for South Australia.

“**Member**” means a member as defined in Clause 6.1

“**Objectives**” mean the Objectives of the Association as set out in Section 4 titled 'Purpose and Objectives'.

“**President**” means the person elected by the Members of the Council to be the Chairman of the Council and to represent the Association.

“**Records of the Association**” mean the Rules, the register of Members, the record of Office Bearers, the minutes, the financial statements, the By-Laws, the policy manual, and any other documents under Freedom of Information and Privacy Regulations.

“**Registrar**” means the Administrative Executive Officer of the Association.

“**Special Purpose Committees**” mean committees appointed by the Council to report on any special purpose as defined by the Council.

“**The Association**” means The Royal Association of Justices of South Australia Inc.

“Special Resolution” means a resolution arising from a Notice of Motion:-

1. submitted at a General Meeting of the Association of which notice, is given in accordance with Clause 11, and,
2. the business of which notice is given in accordance with Clause 11, and,
3. is carried by at least 75 percent of those Members entitled to vote at the meeting.

“Tribunal” shall mean a Tribunal comprising one or more persons, independent of the Council, appointed by the Council to determine a matter under dispute.

3 INTERPRETATION

- 3.1 Expressions referring to “writing”, shall, unless the contrary intention appears, be construed to include references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by other electronic means.
- 3.2 In these Rules, unless the context otherwise indicates:-
 - 3.2.1 A reference to a function includes a reference to a power, authority and duty.
 - 3.2.2 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 of the performance of the duty.
 - 3.2.3 Words importing the singular include the plural and vice versa.
 - 3.2.4 Words importing any gender include the other gender.
 - 3.2.5 References to persons include corporations and bodies politic.
 - 3.2.6 A reference to a statute, ordinance, code or other law includes regulations, by-laws and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).
 - 3.2.7 An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has in any clause of these Rules that deals with a matter regarding that Part or Division the same meaning as in that Part or Division.
 - 3.2.8 All headings contained in these Rules are for guidance and do not form part of the substance of the Rules.
- 3.3 These Rules are governed by the laws of South Australia. Each Member of the Association irrevocably submits to the non-exclusive jurisdiction of the Courts of South Australia should a dispute arise in respect of these Rules,

4 PURPOSE AND OBJECTIVES

4.1 Purpose

4.1.1 The Association:-

- 4.1.1.1. Will operate for the promotion and development of its Members in accordance with the Objectives.
- 4.1.1.2. Will apply its income and capital to the promotion of its Objectives.
- 4.1.1.3. In accordance with the Act is not carried on for the purpose of profit or gain to its individual members and shall not distribute any funds or other benefits directly or indirectly to Members or their associates, except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.
- 4.1.1.4. Will not discriminate against any Member because of colour, race, creed, age, religion, political affiliation or nationality.
- 4.1.1.5. Is non-political.
- 4.1.1.6. Is a not for profit organisation.

4.2 Objectives

4.2.1 The Objectives of the Association are to support its Members by:-

- 4.2.1.1. Advocating on behalf of Members.
- 4.2.1.2. Ensuring that the Objectives of the Rules and the Members Code of Conduct are upheld.
- 4.2.1.3. Providing ongoing training and development.
- 4.2.1.4. Encouraging the development of Groups.
- 4.2.1.5. Creating opportunities for social exchange.
- 4.2.1.6. Ensuring efficient management of the Association's assets.

5 POWERS OF THE ASSOCIATION

5.1 For the purposes of carrying out its Objectives, the Association may, subject to the Act and the Rules of the Association:-

- 5.1.1 Acquire, hold, deal with, and dispose of, any real property.
- 5.1.2 Administer any property on trust.
- 5.1.3 Open and operate Authorized Deposit-taking Institution accounts.
- 5.1.4 Invest its moneys.
- 5.1.5 Borrow money upon such terms as the Association thinks fit.
- 5.1.6 Give such security for the discharge of liabilities incurred by the Association.

5.1.7 Subject to clause 7.1 appoint agents to transact any business of the Association on its behalf.

5.1.8 Enter into any other contract it considers necessary or desirable.

6 MEMBERSHIP

6.1 Types of Membership

Members may be Ordinary Members, Retired Members, Life Members or Honorary Members.

6.1.1. **Ordinary Member.** Justices of the Peace for South Australia are eligible to apply as ordinary members of the Association. An application form shall be lodged with the Registrar and on payment of the joining fee and annual ordinary subscription, the applicant shall be an Ordinary Member of the Association unless refused by the Council. Ordinary Members are entitled to wear the badge of the Association.

6.1.2. **Retired Member.** Members of the Association are eligible to apply as Retired members of the Association once they have handed in their Commission. An application form shall be lodged with the Registrar and on payment of the Retired member subscription; the applicant shall be a Retired Member of the Association unless refused by the Council. Retired Members are entitled to wear the badge of the Association, but are not entitled to hold Office or vote at any meeting.

6.1.3. **Life Member.** Life Membership can only be granted on the recommendation of the Council at an Annual General Meeting. Council may recommend for Life Membership a Member or past member who has rendered valuable service to the Association for at least ten (10) years. The recommendation will be in the form of a motion on notice. A Life Member shall have full privileges of an Ordinary Member but shall be exempt from all subscriptions.

6.1.4. **Honorary Member.** A member of the community who is granted an honorary membership by the Association on the recommendation of the Council. An Honorary Member will be exempt from all subscriptions and will be able to attend General Meetings of the Association but are not entitled to hold Office or vote at any meeting.

6.2 Refusal of Membership

6.2.1. The Council may refuse to accept any application for membership at its discretion.

6.3 Creation of New Categories of Membership

6.3.1. The Association has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined to be applicable.

6.3.2. Any proposal for a new category of Membership shall be referred to the Council for consideration and if accepted shall be referred to a General Meeting.

- 6.3.3. If the category is accepted by the Members, the Council shall advise all Members of the new category and its associated rights.

6.4 Register of Members

- 6.4.1 The Association shall keep a register of Members which will include:-
- 6.4.1.1 The name and address of each Member.
 - 6.4.1.2 The identification number and date of appointment of each Member.
 - 6.4.1.3 The date on which each Member was admitted to the Association.
 - 6.4.1.4 The date and reason(s) for termination or resignation of Membership.
 - 6.4.1.5 Any other information which may, by By-Law, be required to be provided by Members.
- 6.4.2 The Register will be in the care of the Registrar and shall be kept up to date.
- 6.4.3 Any Member who is on the Register shall be entitled to view the details kept by the Association regarding that Member and may apply to the Association to amend any details to ensure their correctness.

6.5 Subscriptions and fees

- 6.5.1 Ordinary Members and Retired Members must pay the subscription fee as determined from time to time by the Council. The subscriptions cannot be increased by an amount greater than 10% per annum, commencing from the last recorded review.
- 6.5.2 The subscription year shall commence on the first day of August in each and every year. Any Member applying part way through the subscription year will pay the full year's subscription except where a Member applies after the 31st May, in which case a pro-rata amount will apply for the remainder of that financial year.
- 6.5.3 The Council will set a joining fee payable by new members or members who have been removed from the Register. This joining fee is to cover administration of a new member or to place a member back on the register.

6.6 Resignation of Member

- 6.6.1 A member of any category may resign membership by sending written notice to the Registrar.
- 6.6.2 Any pro-rata subscription shall be forfeited.
- 6.6.3 If a Member has fees outstanding at the time of resignation, those fees will be required to be paid and will be a debt recoverable from that Member.
- 6.6.4 Any Member who has debts outstanding with the Association will not be re-admitted to the Association until those debts have been cleared.

6.7 Referral of Complaints to Tribunal

- 6.7.1 The Council will take action on any complaint and shall refer for investigation or determination by a Tribunal any matter where it is alleged that one or more of the following has been breached:-
- 6.7.1.1 A Committee or individual Member has breached the Association's Rules or By-Laws.
 - 6.7.1.2 A Committee or individual Member has acted in a manner unbecoming of a Member or prejudicial to the Objectives and interests of the Association.
 - 6.7.1.3 A Committee or individual Member has brought the Association into disrepute.
- 6.7.2 Members and the Association will be subject to the authority, procedures, penalties and appeal mechanisms of the tribunal. The findings of the tribunal shall be binding on the parties to the dispute.
- 6.7.3 The Council shall, by By-Law, prescribe the manner in which complaints shall be determined taking into account the principles of Natural Justice, and shall further outline what matters should be referred to the Tribunal, prescribe the form of the Tribunal and the procedure by which a matter is brought to the tribunal and any penalties that may be applied by the tribunal.
- 6.7.4 The Tribunal, in dealing with matters referred to it by the Council, shall at all times ensure that persons who are the subject of investigation be accorded the ability to make representations on their own behalf or to be represented before any Tribunal hearing.
- 6.7.5 The Tribunal when delivering its determination shall advise the Member in writing of their findings.

6.8 Expulsion of a Member

- 6.8.1 Following a determination by a Tribunal that a charge of misconduct or behaviour detrimental to the interests of the Association has been proved, the Council may resolve to expel a Member or use other reasonable disciplinary action upon a charge of misconduct or behavior detrimental to the interests of the Association.
- 6.8.2 Under this paragraph current subscription fees paid shall not be reimbursed.

6.9 Forfeiture of Rights

- 6.9.1 If membership to this Association has lapsed, been withdrawn or terminated under these Rules, all rights of membership shall be forfeited.
- 6.9.2 Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

6.10 Reinstatement of Membership

- 6.10.1 Membership which has lapsed, been withdrawn or terminated under these Rules, for reasons other than expulsion, may be reinstated at the discretion of the Council, on application in accordance with these Rules and otherwise on such conditions as the Council sees fit.

7 THE COUNCIL

7.1 Powers and Duties

- 7.1.1 Subject to the Act and these Rules, the business of the Association shall be governed, and the powers of the Association shall be exercised, by the Council. The Council shall act in accordance with the objectives of the Association and shall operate for the collective and mutual benefit of the Association and the Members.
- 7.1.2 The responsibility for the management of the operational affairs of the Association will be vested in the Councillors and the primary functions of the Councillors are to manage the Association for and on behalf of its Members in accordance with the directions of the objectives of The Association, the Act and these Rules and By-Laws.
- 7.1.3 The Council shall:-
- 7.1.3.1 Appoint a Finance Committee which:-
 - 7.1.3.1.1 Will comprise the Treasurer, who is a member of the Council and three other Members of the Association.
 - 7.1.3.1.2 Will make recommendation to Council on the finances of the Association.
 - 7.1.3.1.3 Will report in writing, through, the Treasurer, at every Council Meeting on the state of the finances of the Association.
 - 7.1.3.2 Appoint an Executive committee which:-
 - 7.1.3.2.1 Will comprise the President, Vice-President, and up to two Councillors.
 - 7.1.3.2.2 Will undertake the day to day operation of the Association.
 - 7.1.3.2.3 Will report in writing, through the President, at every Council Meeting on the matters discussed and any actions taken requiring the endorsement of the Council.
- 7.1.4 The Council may appoint staff to undertake its duties under these Rules and to achieve its Purpose and Objectives.
- 7.1.5 The Council has the management and control of the funds and other property of the Association and shall not delegate these powers.
- 7.1.6 The Council shall appoint a Public Officer in accordance with the Act.

- 7.1.7 The Council shall have authority to interpret the meaning of matters which are silent in these Rules. These interpretations will be placed in By-Laws and reviewed periodically.
- 7.1.8 The Council shall employ such staff as required to administer the affairs of the Association.
- 7.1.9 The Council may delegate any of its powers, with the exception of its fiscal powers, to a Member or a Committee, provided always that the Council shall have the authority to withdraw all or part of any delegation given.
- 7.1.10 The Council cannot delegate its authority to deliberate on any matters prescribed in this Section.

7.2 Composition of Council

- 7.1.1 Any Ordinary Member who has been a member for at least twenty four consecutive months preceding the call for nominations or Life Member who retains his commission is eligible for nomination to Council.
- 7.1.2 The Council shall consist of not more than twelve (12) Members comprising:-
 - 7.2.2.1 Eleven (11) Members who are eligible and are elected to the position at the Annual General Meeting.
 - 7.2.2.2 A minimum of seven (7) Members must be voted into Office by a ballot of the Members at the Annual General Meeting.
 - 7.2.2.3 The Immediate Past President shall be an Ex-Officio member of the Council for that term of office.
- 7.1.3 In the event that eleven (11) Members are not elected at the Annual General Meeting, the Council must appoint Members to fill the remaining vacancies in accordance with Part 8.
- 7.1.4 Should the outgoing President be unable to accept the position of Immediate Past President, the Council will have the power to appoint the previous office holder to the position.
- 7.1.5 In the event that the previous office holder is unable to take up the position, that position shall remain vacant for that term of office.

7.3 Nomination for Position of Councillor

- 7.3.1 Nominations for the position of Councillor must be received by the Registrar in writing by 4.00 pm on the first day of August in the year of the election.
- 7.3.2 Nominations must be:-
 - 7.3.2.1 In writing.
 - 7.3.2.2 On the prescribed form signed by the proposer and the seconder who must be financial Members for a minimum of two years prior to the election.
 - 7.3.2.3 Signed by the nominee, who is a financial Member for a minimum of two years prior to the election.

7.4 Election of Councillors

- 7.4.1 Councillors will be elected by ballot for a term of two (2) years, which will commence from the conclusion of the Annual General Meeting of the Association at which the election occurred.
- 7.4.2 Voting for positions on Council shall be by regions, namely;
 - 7.4.2.1 Metropolitan Members shall vote for up to 7 Councillors to represent the Metropolitan Area.
 - 7.4.2.2 Country Members shall vote for up to 4 Councillors to represent the Country Areas.
- 7.4.3 The Councillors appointed in accordance with Part 8 shall hold office from the time of appointment until the end of the term of the Council that appointed them unless they are voted off the Council prior to the completion of their term in accordance with the provisions of Clause 7.7
- 7.4.4 Eligible Councillors may re-nominate and be re-elected at the conclusion of each term.
- 7.4.5 The President shall be an elected Councillor and shall be elected by the Council.
- 7.4.6 The President cannot hold the office of President for more than four (4) consecutive years other than by resolution of three quarters of the members of the full Council. Provided always that if a person takes the Office of President part way through a designated term, the four (4) year term shall apply from the conclusion of that term.
- 7.4.7 Election to Council shall be by secret ballot.
- 7.4.8 The list of eligible nominees will be sent to each Member in September preceding the Annual General Meeting.
- 7.4.9 Where the nominations exceed the number required to fill the positions on the Council an election will be held.
- 7.4.10 All votes cast in the election shall be retained by the Registrar for a period of two years.

7.5 Appointment of Returning Officer

- 7.5.1 The Council will appoint a Returning Officer to preside over the election processes at all State Council elections.
- 7.5.2 The Returning Officer will announce the results of the election at the Annual General Meeting.
- 7.5.3 In the event that insufficient eligible nominations were received in accordance with Clause 7.2.2, the Returning Officer will declare a casual vacancy and the position or positions will be filled in accordance with Part 8.

7.6 Appointment of Council

- 7.6.1 The Council shall be comprised of a President, Vice-President, nine Councillors and the Immediate Past President.

- 7.6.2 All Members of Council shall take office immediately following the close of the Annual General Meeting at which they are elected.
- 7.6.3 At the first meeting of the Council following the Annual General Meeting, the President, Vice President and Treasurer shall be elected.
- 7.6.4 In the event that two thirds of new Council Members are present at the Annual General Meeting, a Council meeting shall be convened immediately after the close of the Annual General Meeting to elect the new Executive. If a Council meeting cannot be held immediately following the Annual General Meeting, the Registrar shall convene a meeting within 14 days of the Annual General Meeting.
- 7.6.5 The Registrar may, during the interim period, if the occasion arises, seek the advice and assistance of the Immediate Past President on day to day matters which do not in any way interfere with the established policies and directions of the Association.

7.7 Vacation, Disqualification and Removal of a Councillor

- 7.7.1 In addition to the circumstances in which the office of a Councillor becomes vacant by virtue of the Act, the position of a Councillor will immediately become vacant if the Councillor:-
 - 7.7.1.1 Is absent from three (3) consecutive monthly meetings of the Councillors without approved leave of absence from the Council; or,
 - 7.7.1.2 In the absolute discretion of the Council, acts in a manner unbecoming or prejudicial to the objectives of the Association or through his actions brings the Councillors or the Association into disrepute; or,
 - 7.7.1.3 Is declared of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health; or,
 - 7.7.1.4 Resigns that office by twenty eight (28) days written notice to the Association; or,
 - 7.7.1.5 Becomes prohibited from being a Councillor by reason of any order made under or pursuant to any law.

8 CASUAL VACANCIES

- 8.1 Should a vacancy occur during the term of the Council, the Council shall appoint a Member to fill such a vacancy for the remainder of the term of that Council, provided that no vacancy shall be filled if it occurs after the calling of nominations for the filling of all Council positions.
- 8.2 If vacancies occur as per Clause 7.5.3, the Registrar shall:-
 - 8.2.1 Place a notice in the next Honorary Magistrate calling;
 - 8.2.1.1 For persons from Country areas to nominate, where the vacancy or vacancies occur in regard to country representation.

- 8.2.1.2 For persons from the Metropolitan areas to nominate, where the vacancy or vacancies occur in regard to metropolitan representation.
- 8.2.1.3 If there are vacancies from both the Country and the Metropolitan areas, for persons from both areas to nominate for the respective vacancies.
- 8.2.2 The Council must consider the applications and, if appropriate, make the necessary appointments from those nominations.
- 8.3 If there are insufficient nominations following the call by the Registrar, the Council may appoint an eligible Member who has been a financial member for a period of two or more years to fill the vacancy or vacancies.
- 8.4 Where the vacancy occurs during the term of office of the current Council and there were at the Annual General Meeting more nominations than positions available, the Council will offer the position to the person with the highest number of votes from the list retained by the Registrar in Clause 7.4.9., and continue in descending order until the vacancy is filled.
- 8.5 In the event that no person on the list wishes to accept the position offered the Council may appoint a Member who has been a financial member for a period of two or more years.
- 8.6 If an appointment is made pursuant to Clause 8.2.2., or Clause 8.4, the provisions of Clause 7.4.2., shall not apply.

9 GROUPS AND COMMITTEES

9.1 Appointment of Groups and Committees

- 9.1.1 The council shall have the power to appoint:-
 - 9.1.1.1 Groups as defined in the definitions of the Association.
 - 9.1.1.2 Standing Committees.
 - 9.1.1.3 Special Purpose Committees.
- 9.1.2 Groups will hold the status of committees.
- 9.1.3 Committees will function as committees of the Council. The committees and their members are responsible to the Council and are subject to the direction of, and delegation prepared by, the Council.
- 9.1.4 Committees are empowered only to make recommendations to Council.
- 9.1.5 Members of Special Purpose Committees must be Members of the Association.
- 9.1.6 Committees may co-opt non Members to assist them in an advisory capacity.
- 9.1.7 The President and the Vice President shall be ex-officio members of all Committees.
- 9.1.8 The council shall at all times retain the right to review or revoke any actions of its Committees.

- 9.1.9 A Special Purpose Committee will appoint one of its members to be the Chairman of the Committee and he will be responsible for reporting to Council.
- 9.1.10 Groups and Special Purpose Committees may, with the permission of the Members, have observers at their meetings. Observers will speak only on the invitation of Chairman.

9.2 Operation of Groups

- 9.2.1 All Groups must accept the Rules and Policies of the Association without reserve
- 9.2.2 Groups may hold moneys, for their own use, in trust for the Association in an Authorized Deposit-taking Institution account.
- 9.2.3 Each Group shall:-
- 9.2.3.1 Provide the Association with copies of its audited accounts, annual report and other associated documents, where applicable, by 31st August following each Group's Annual General Meeting.
 - 9.2.3.2 Adopt the Objectives and such rules which reflect and which are, to the extent permitted or required by the State Acts, generally in conformity with these Rules.
 - 9.2.3.3 Apply its property and capacity solely in pursuit of the Objectives of the Association.
 - 9.2.3.4 At all times act for the joint advantage of the Association and its Members.
 - 9.2.3.5 Do all that is reasonably necessary to enable the Objectives of the Association to be achieved.
 - 9.2.3.6 Act in good faith and loyalty to maintain and enhance the Association, its standards, quality and reputation for the collective and mutual benefit of the Members and the Association.
 - 9.2.3.7 At all times operate with and promote mutual trust and confidence between the Association and its Members in pursuit of the Objectives, and
 - 9.2.3.8 At all times act on behalf of and in the interests of the Members.

10 PROCEEDINGS OF COUNCIL

10.1 Meetings of Council

- 10.1.1 The Council shall meet at least six (6) times in a Council Year to deliberate on the business of the Association.
- 10.1.2 A quorum for a meeting of Council shall be one half of the Councillors plus one.
- 10.1.3 The Chairman will, on the request of at least three (3) Councillors, convene a meeting of the Council within seven (7) days of the request.

- 10.1.4 If a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting shall be adjourned for seven (7) days to the same place and at the same time. All parties shall be notified of the adjournment in writing with at least forty-eight (48) hours notice. In the event of a quorum not being present at the further meeting, the business shall be proceeded with in accordance with the original agenda.
- 10.1.5 With the exception of General Meetings of the Association, when all Members and the public may be present, Council may, with the permission of the Councillors present, have Observers at its meetings.
- 10.1.6 Members may request permission to attend and observe Council meetings.
- 10.1.7 Observers will speak only with the permission of the Chairman.

10.2 Decisions at Normal Meetings will be by simple majority

- 10.2.1 All Councillors will have one vote on any question and the chairman will have a casting vote where voting is equal.
- 10.2.2 If a Councillor or Committee Member is present at a meeting at the time of discussion and proposition of a matter they must vote.

10.3 Disclosure of Interest of Councillors/Members

- 10.3.1 A Councillor must not hold an office of profit in the Association without the prior approval of the Association obtained by resolution at a General Meeting.
- 10.3.2 A Councillor who has a direct or indirect interest in any subject matter to be resolved by the Councillors must:-
 - 10.3.2.1 As soon as that Councillor becomes aware of his interest disclose the nature and extent of his interest prior to the matter being considered by the Council or a General Meeting.
- 10.3.3 Subject to the Act, a Councillor who has a direct or indirect interest in any matter that is being considered at a meeting of the Association or a Council meeting must:-
 - 10.3.3.1 Not vote on the matter, and,
 - 10.3.3.2 Not be present while the matter is being discussed or propose any resolution relating to the matter being considered at the meeting.

10.4 Resolutions not in meeting

- 10.4.1 A resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Councillors shall be as valid and effectual as if it had been passed at a meeting of Councillors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Councillors.

- 10.4.2 Without limiting the power of the Councillors to regulate their meetings as they think fit, a meeting of the Councillors, may be held where one (1) or more of the Councillors is not physically present at the meeting, provided that:-
- 10.4.2.1 All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication.
 - 10.4.2.2 Notice of the meeting is given to all the Councillors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Councillors.
 - 10.4.2.3 In the event of a failure in communications preventing Clause 10.4.2.1 from being satisfied by a quorum of Councillors then the meeting shall be suspended until Clause 10.4.2.1 is satisfied again. If such is not satisfied within 15 minutes from the interruption, the meeting shall be deemed to have terminated.
 - 10.4.2.4 No meeting shall be invalidated merely because no Councillor is physically present at the place for the meeting specified in the notice of a meeting.

11 GENERAL MEETING

11.1 Proceedings at General Meetings

- 11.1.1 If the President is present he shall preside at all General Meetings.
- 11.1.2 If the President is absent or vacates the chair to debate an issue before the chair or he is the subject of the debate the Vice President shall preside.
- 11.1.3 If both the President and Vice President are absent, a Chairman shall be elected from the Members present.
- 11.1.4 Notices of Motion for matters to be placed on the agenda for General Meetings:-
 - 11.1.4.1. Shall be in writing and proposed and seconded by eligible Members of the Association; and,
 - 11.1.4.2. Must be delivered to the Registrar by close of business on the appointed day (see By-Laws).
- 11.1.5 In the event of no quorum being available at any General Meeting, the Chairman of the meeting shall adjourn the meeting to a date, time and place within fourteen days after notifying Members of the adjourned meeting.
- 11.1.6 When the adjourned meeting is reconvened, the meeting shall proceed on the business as scheduled for the original meeting and those present will be a quorum.

11.2 Voting at General Meetings

- 11.2.1 All eligible Members who are financial at the time of the meeting, except retired Members, are entitled to vote.
- 11.2.2 Members who are not present may vote by appointing the Registrar as their proxy. Each proxy vote must:-
 - 11.2.2.1 Be in writing;
 - 11.2.2.2 Describe the motion to be voted upon;
 - 11.2.2.3 Make clear whether the vote is in favour or against the motion;
 - 11.2.2.4 Be signed by the member giving the proxy;
 - 11.2.2.5 Be in the hands of the Registrar prior to the scheduled start of the meeting.
- 11.2.3 If there are proxy votes or a secret ballot is called for, the Chairman will appoint one or more scrutineers to count the votes.
- 11.2.4 The scrutineers will check each proxy vote and verify the intention of the vote.
- 11.2.5 The Chairman, as a Member, has a deliberative vote. In the event of a tied vote the Chairman shall have a casting vote.

11.3 Annual General Meetings

- 11.3.1 The Annual General Meeting of the Association shall be held in October of each year at a time and place decided upon by the Council.
- 11.3.2 A quorum at an Annual General Meeting shall be 25 eligible Members.
- 11.3.3 The business of the Annual General Meeting shall include:-
 - 11.3.1.1 The minutes of the previous Annual and Special General Meetings.
 - 11.3.1.2 The Annual Report.
 - 11.3.1.3 The audited financial reports and statements.
 - 11.3.1.4 The appointment of an accredited Auditor.
 - 11.3.1.5 In an election year, the declaration of results of the election of Councillors by the returning officer.
 - 11.3.1.6 Any Notices of Motion; and,
 - 11.3.1.7 Any general business.
- 11.3.4 Notice of the Annual General Meeting, together with any notices of motion duly submitted shall be forwarded to Members at least twenty-one days prior to the date appointed for holding the Annual General Meeting.

11.4 Special General Meetings

- 11.4.1 The Council may call a Special General Meeting for any purpose at any time.
- 11.4.2 The Council shall call a Special General Meeting on the written request of not less than twenty five (25) eligible Members.
- 11.4.3 Council shall fix the date, time and place of any required meeting and shall give notice thereof including the purpose and nature of the business, and advise Members at least 21 days prior to the appointed date.
- 11.4.4 No matters, other than those specified in the notice shall be dealt with at a Special General Meeting
- 11.4.5 A quorum at a Special General Meeting shall be fifty (50) eligible Members.

12 MINUTES AND RECORDS

12.1 Keeping of Minutes and Records

- 12.1.1 The Association shall establish and maintain proper records and minutes concerning all transactions, business meetings, other meetings and dealings of the Association.
- 12.1.2 The Council shall produce these as appropriate at each Council meeting or General Meeting.
- 12.1.3 The minutes of meetings shall record:-
 - 12.1.3.1 The resolutions passed at the meetings and shall show the proposer and seconder of any motion put.
 - 12.1.3.2 The Chairman's declaration of the outcome of the vote.
 - 12.1.3.3 The results of any division called in regard to a declaration of a vote.
 - 12.1.3.4 Record the arrival and leaving of Councillors.
 - 12.1.3.5 Any other matter which the Council by resolution resolves to add to the Minutes.

12.2 Records to be kept in Accordance with the Act

- 12.2.1 Accounts and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable codes of conduct.
- 12.2.2 The books of account shall be kept in the care and control of the Association.

12.3 The Association to retain Records

- 12.3.1 The Association shall retain such records at the place at which the Association is situated for not less than 7 years after the completion of the transactions or operations to which they relate.

12.4 Council to submit Accounts

12.4.1 The Council shall submit to the Annual General Meeting the accounts of the Association in accordance with these Rules and the Act.

12.5 Notices to be Sent

12.5.1 the Association shall cause to be sent to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with these Rules, a copy of the accounts, the Annual Report, the auditor's report and every other document required under the Act/s (if any).

12.6 Accounts Conclusive

12.6.1 The accounts when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

12.7 Inspection of Accounts

12.7.1 The records of the Association shall be available for inspection by a financial member of the Association by appointment, or a member of the public on application to the Council under Freedom of Information. Such applicants may make hand written copies or extracts from the records but shall have no right to remove the records for that purpose.

12.8 Negotiable Instruments

12.8.1 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) authorized Councillors or by one (1) authorized Councillor and the Registrar or in such other manner and by such persons the Council determines.

13 OPERATION OF THESE RULES

13.1 Rules Bind Members

13.1.1 The Association and its Members agree:-

13.1.1.1 That they are bound by these Rules and that these Rules operate to ensure that the Objectives of the Association are achieved.

13.1.1.2 To act in good faith and loyalty to each other to ensure the maintenance and enhancement of the reputation of Justices of the Peace in South Australia for the collective and mutual benefit of the Members.

13.1.1.3 Not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Justices of the Peace.

13.1.1.4 To make full and proper disclosure to each other of all matters of importance to the Association.

- 13.1.1.5 To ensure that no Member acquires a material financial advantage at the expense of the Association and its Members.
- 13.1.1.6 To operate with mutual trust and confidence in pursuit of the Objectives.
- 13.1.1.7 To act for and on behalf of the interests of the Association and the Members.

13.2 Alteration of the Rules

- 13.2.1 These Rules may be altered, including an alteration to the Association's name, by special resolution of the members of the Association. This includes rescission or replacement by substitute rules.
- 13.2.2 The alteration shall be registered with the Office of Consumer and Business Affairs, as required by the Act.
- 13.2.3 The registered Rules shall bind the Association and every Member to the same extent as if they have respectively signed and sealed them and agree to be bound by all of the provisions thereof.

14 FINANCIAL REPORTING

14.1 Financial Year

- 14.1.1. The financial year of the Association shall begin on 1st September and end on 31st August of each year.

14.2 Financial Records

- 14.2.1. 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.
- 14.2.2. All money received by or on behalf of the Association shall be paid into the Association's accounts with Approved Deposit Institutions, as the Council shall from time to time determine.

14.3 Appointment of Auditor

- 14.3.1. A properly qualified auditor or auditors shall be appointed at the Annual General Meeting.
- 14.3.2. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act in accordance with generally accepted principles, or any applicable code of conduct.

- 14.4.** The accounts of the Association including the profit and loss accounts and balance sheet shall be examined by the auditor or auditors at least once in every year.

15 BY-LAWS

15.1 Council to formulate By-Laws

15.1.1 The Council may formulate, approve, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association and the advancement of the Objectives, as it thinks necessary or desirable, including the determination of the colours and any logo of the Association.

15.1.2 Such By-Laws must be consistent with these Rules.

15.2 By-Laws binding

15.2.1 All By-Laws made under this clause shall be binding on the Association and its Members.

15.3 By-Laws deemed applicable

15.3.1. All rules, regulations and By-Laws of the Association in force at the date of the approval of these Rules under the Act insofar as such rules, regulations or By-Laws are not inconsistent with, or have been replaced by these Rules, shall be deemed to be By-Laws under these Rules.

15.4 By-Laws binding on Members

15.4.1 Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members and Groups by means of notices approved by the Council, prepared and issued by the Association.

15.4.2 Groups shall be obliged to draw such notices to the attention of their respective Members.

15.4.3 By-Laws are binding upon all Members.

16 GENERAL

16.1 Manner of Notices

16.1.1 Notices may be given to any Member by sending the notice by pre-paid post or facsimile transmission or by electronic mail, to the Member's registered address or facsimile number or electronic mail address.

16.1.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected two (2) days after posting.

16.1.3 Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

16.1.4 Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent

16.2 Notice of General Meeting

16.2.1 Notice of every General Meeting shall be given in the manner authorized and to the persons entitled to receive notice under these Rules.

16.3 Common Seal

16.3.1 The Association will have a common seal, retained by the Registrar, upon which its corporate name shall appear in legible characters.

16.3.2 The seal may be applied to any instrument for which a seal is required after authorization of Council and witnessed by the President or if the President is unavailable, the Vice-President, or if both are unavailable, by the Chairman of the meeting authorizing the placement of the seal.

16.4 Patrons and Vice Patrons

16.4.1 The Association at its Annual General Meeting may appoint on the recommendation of the Council a Chief Patron and such number of Patrons and Vice-patrons as it considers necessary.

17 INDEMNITY

17.1 Persons to be indemnified

17.1.1 Persons as defined in Section 39B of the Act shall be indemnified out of the property or assets of the Association against any liability incurred by them acting in their capacity as a defined officer of the Association in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.

18 WINDING UP OF THE ASSOCIATION

18.1 Winding up

18.1.1 The Association shall be dissolved in a manner provided for in the Act.

18.1.2 At a General Meeting called for the specific purpose of dissolving the Association of which twenty-eight days notice shall be given, the quorum for the meeting will be fifty percent (50%) plus one of the financial Members of the Association.

18.1.3 The Association may not be dissolved without a majority of seventy-five percent (75%) of the financial members present voting in favour of the dissolution.

19 DISTRIBUTION OF PROPERTY ON WINDING UP

19.1. Property and Assets Distribution

- 19.1.1 If upon winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed amongst the Members.
- 19.1.2 The assets or property remaining shall be paid to or distributed to an organisation or organisations having Objectives similar to the Objectives of the Association and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by clause 19.1.1.
- 19.1.3 Such organisation shall be determined by the Members at or before the time of dissolution and in default thereof by such judgment the Supreme Court may have or acquire jurisdiction in the matter.