

ITShare SA Incorporated

CONSTITUTION

1. Name

1.1. Full Name

1. The full name of the association is:

- **ITShare SA Incorporated**

1.2 "The Association"

1. In this document, the association refers to **ITShare SA Incorporated**

2. Definitions

"committee" means the committee of management of the association.

"general meeting" means a general meeting of members of the association convened in accordance with these rules.

"member" means a member of the association.

"the Act" means the Associations Incorporation Act 1985 (South Australia).

"special resolution" means a special resolution defined in the Act.

"month" shall mean a calendar month.

"person" shall refer both to a natural and legal person unless otherwise specified.

"notice" shall include e-mail messages to or from the member's nominated e-mail address.

"rules" shall be taken to mean this constitution.

3. Objects of ITShare SA Incorporated

ITShare SA Incorporated is a not for profit organisation that aims to:

1. Promote the equitable use of computer technology in the Australian and worldwide community by:
 1. Providing low cost (if any cost) computer systems to disadvantaged members of the community
 2. Providing appropriate training for the recipients of these computer systems
 3. Providing advocacy for disadvantaged members of the community where that advocacy would assist that community's appropriate use of technology
2. Promote the use of affordable and legal software in the Australian and worldwide community by:
 1. Researching and providing solutions that match the ability to purchase of recipients

2. Advocating the use of licensed software and the purchases of software licenses where applicable
3. Supporting efforts to provide low cost, or free, software
3. Reduce the environmental impact of obsolete computer systems and peripherals

The Association will undertake any reasonable task to fulfill all three goals as it sees fit.

4. Powers of the Association

1. The association shall have all the powers conferred by The Act.

5. Membership

5.1. Eligibility

1. Any person who supports the objects of the association and agrees to be bound by its rules and who applies for membership of the association shall be proposed by one member. The application shall be made in writing and signed by the applicant and the proposer. Upon acceptance of the application by the committee and upon payment of the first annual subscription if applicable, the applicant shall be a member of the association.

5.2 Subscriptions

1. The subscription fees for membership shall be such sum, if any, as the members shall determine from time to time in general meeting.
2. The subscription fees shall be payable annually from the date of joining the association.
3. Any member whose subscription 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 association may, at a general meeting, reinstate such a person's membership on such terms as it thinks fit.

5.3 Resignations

1. A member may resign from membership of the association by giving written notice thereof to the administration coordinator or public officer of the association. Any members so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the association.

5.4 Expulsion of a Member

1. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
2. Particulars of the charge shall be communicated to the member at least two weeks before the meeting of the committee at which the matter will be determined.
3. The determination of the committee shall be communicated to the member, and in the events of an adverse determination the member shall, subject to 5.4.4 below, cease to be a member 7 days after the committee has communicated its determination to the member.
4. 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

administration coordinator or public officer of the association within 7 days after the determination of the committee has been communicated to the member.

5. In the event of such an appeal, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the association in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

6. The Committee

6.1 Powers of the Committee

1. The affairs of the association shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
2. The committee has the management and control of the funds and other property of the association.
3. The committee shall have the 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.
4. The committee shall appoint a public officer as required by the Act.

6.2 Composition

1. The committee shall be comprised of the following roles:
 1. State Coordinator
 2. Financial Coordinator
 3. Administrative Officer
 4. Human Resources Coordinator
 5. Hardware Coordinator
 6. Information Services and Support Coordinator
2. A committee member shall be a natural person.
3. A committee member shall be a member of the association.
4. The State Coordinator shall be the committee chairperson.
 1. If the State Coordinator is absent at a meeting, the meeting may appoint another committee member to chair the meeting
5. The first committee of the association shall be comprised of such persons as hold office prior to incorporation and shall hold office until the first annual general meeting after incorporation.
6. The method for selecting committee members is detailed under the section for detailing the Annual General Meeting.
7. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next Annual General Meeting of the association.

6.3 Proceedings of Committee

1. The committee shall meet together for the disposal of business at least every three months.
2. All meetings require at least two days' notice
3. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the Committee Meeting Chairperson shall have a casting vote.
4. A quorum for a meeting of the committee shall be one half of the members of the committee.
5. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interests in the contract at the next Annual General Meeting.

6.4 Disqualification of Committee Membership

1. The office of a committee members becomes vacant if a committee member is:
 1. Disqualified from being a committee member by the Act
 2. Expelled as a member under these rules
 3. Permanently incapacitated by ill health;
 4. absent without apology from more than two meetings (general or committee) in a financial year
 5. no longer the duly appointed representative of a corporate member

6.5 Vacancies on the Committee

1. If a vacancy occurs on the committee the remaining committee members may appoint a member to hold that vacancy

7 The Seal

1. The association shall have a common seal upon which its name as set out in this constitution shall appear in legible characters
2. The seal shall not be used without the express authorisation of the committee, 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 any two members of the committee.

8 General Meetings

8.1 Annual General Meetings

1. The committee shall call an Annual General Meeting in accordance with the acts and these rules
2. The notice for the Annual General Meeting shall include a nomination form for the committee
 1. This nomination form should be received by the association no later than 5 PM on the day before the Annual General Meeting is to be held
 2. The nomination should contain the member's name, address and position

(s) nominated for

3. The first Annual General Meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
4. The order of business at the meeting shall be:
 1. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 2. The consideration of the accounts and reports of the committee and the auditor's report (if required)
 3. The election of committee members
 1. At the AGM, all committee positions will be declared vacant
 2. The members will elect a returning officer who is disqualified from nominating for a position
 3. The returning officer will conduct a ballot for each position in the following order: State Coordinator, Financial Coordinator, Administrative Officer, Human Resources Coordinator, Hardware Coordinator, Information Services and Support Coordinator
 4. If a position has no nominees, nominations may be accepted from the floor
 5. Balloting shall be by secret ballot; the candidate with the most votes shall be declared the holder of the position
 6. If there is an equal ballot suitable random means shall be found to determine the holder of the position
 4. Any other business as detailed on the notice paper.

8.2 Special General Meetings

1. The committee may call a special general meeting of the association at any time subject to these rules.
2. Upon a requisition in writing of not less than one third of the members the committee shall within one month of the receipt of requisition, convene a special general meeting for the purpose specified in the requisition.
3. Any requisition for a special general meeting shall be signed by all those those members requisitioning the special general meeting and shall state the purpose of the special general meeting.

8.3 Notice of General Meetings

1. 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.
 1. Notice of a meeting at which a special resolution is to be proposed shall be 21 days.
 2. A notice may be given by the association to any member by serving the member with the notice personally, by sending it by post to the address appearing in the register of members or by sending the notice to the member's specified e-mail address.

8.4 Proceedings at General Meetings

1. Five members shall constitute a quorum for the transaction of business at a general meeting.
2. If within 15 minutes after the time appointed for the meeting a quorum of members is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place. If at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting and there are more than 5 members present then the members present shall make a quorum.
3. The chairman shall act as chairman of the association; in the event that the chairman is not present within 10 minutes of the time appointed for holding the meeting the members may choose another member to chair the meeting.

8.5 Voting At General Meetings

1. Subject to the rules every member of the association has only one vote for each question put at a meeting of the association.
2. Subject to these rules, a question for decision at a general meeting, other than a special resolution which must be passed as specified by the Act, must be determined by a majority of members who vote in person at the meeting.
3. Unless a poll is demanded by at least ten members a question for decision at a general meeting must be determined by a show of hands
4. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or general meetings of the association.

8.6 Poll At General Meetings

1. If a poll is demanded by at least ten members it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution on that question.

9 Minutes

1. Proper minutes of all proceedings of general meetings of the association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
2. The minutes kept pursuant to this rule must be confirmed by the members of the association or members of the committee (as relevant) at a subsequent meeting.
3. The minutes kept pursuant to this rule shall be signed by the chairperson presiding at the time the minutes are accepted
4. 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.

10 Financial Reporting

10.1 Financial Year

1. The first financial year of the association shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

10.2 Accounts to be Kept

1. The association shall keep 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.

10.3 Accounts and Reports To Be Laid Before Members

1. The accounts together with the auditor's report (if required) on the accounts, the committee's statement and the committee's report, shall be laid before members at the Annual General Meeting.

10.4 Appointment of Auditor

1. At each Annual General Meeting, the members shall appoint a person to be an auditor of the association; such person shall fulfill the requirements under the Act.
2. The auditor shall hold office until the next Annual General Meeting and is eligible for reappointment.
3. If an appointment is not made at an Annual General Meeting, the committee shall appoint an auditor for the current financial year.

11 Prohibition Against Securing Profits For Members

1. 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.

12 Winding Up

1. The association may be wound up in the manner prescribed in the Act.

13 Application of Surplus Assets

1. If after the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and had rules which prohibit the distribution of its assets and income to its members.
2. Such organisations shall be identified and determined by a resolution of members in a general meeting.

13 Rules

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.
2. 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.