

**CONSTITUTION**  
**RULES OF**  
**JAPANESE SOCIETY OF ADELAIDE INCORPORATED**

1. The name of the Association is the Japanese Society of Adelaide Incorporated.
2. In these rules, unless the contrary intention appears:  
“Association” means Japanese Society of Adelaide Incorporated;  
“Committee” means the committee of management of the Association;  
“Meeting” means a general meeting of members convened in accordance with these Rules;  
“Member” means a member of the Association; and  
The “Act” means the Associations Incorporation Act, 1985 as amended from time to time.

**3. OBJECTIVES AND ACTIVITIES**

- 3.1 The first object of the Association is to protect common interests of Japanese, to foster mutual friendship of Japanese and to increase community solidarity in the whole district of Adelaide. The second object is to promote and strengthen the friendship between Japan and Australia.
- 3.2 The Association will undertake, promote and provide for the following activities:
  - (a) cultural and sports related activities for the members;
  - (b) activities which enhance cultural exchanges; and
  - (c) any other activities deemed appropriate by the Committee.

**4. POWERS**

The Association shall have all the powers conferred by section 25 of the Act.

**5. MEMBERSHIP**

- 5.1 The Association has the following categories of membership:
  - (a) individual membership for a natural person who lives or has a postal address within South Australia and possesses a current Japanese passport or has previously held a Japanese passport;
  - (b) business corporation membership for a company which is controlled by a Japanese national or ex-Japanese national and conducts business from a permanent establishment in the State of South Australia.
- 5.2 Any person or company who satisfies the criteria in any paragraph of Rule 5.1 may apply in writing for membership of the Association by submitting an application form to the Committee in the form prescribed by the Committee. The Committee has the right to approve or reject any application.

**6. SUBSCRIPTIONS**

- 6.1 The annual subscription fees for each category of membership shall be:
- (a) Individual member \$20
  - (b) business corporation member \$200
- or such other sum as the Committee shall determine from time to time.
- 6.2 The subscription fees for each category of membership shall be payable annually on the day on which the annual general meeting is held or at such other time as the Committee shall determine from time to time.
- 6.3 Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such person's or corporation's membership on such terms as it thinks fit.
- 6.4 The new subscription fees for each category of membership during the financial year shall be calculated pro-rata from the joining month.

## **7. RESIGNATION AND LOSS OF MEMBERSHIP**

- 7.1 A member may resign from membership of the Association by giving written notice to the secretary or public officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions, which shall be recoverable as a debt due to the Association.
- 7.2 A member shall cease to be a member forthwith if:
- (a) he, she or it ceased to satisfy the relevant criteria specified in Rule 5.1;
  - (b) he or she dies;
  - (c) a business corporate member or associate member is dissolved;
  - (d) the member is expelled.

## **8. EXPULSION OF A MEMBER**

- 8.1 The Committee may resolve to expel a member upon determining that a charge of misconduct detrimental to the interests of the Association has been established to its satisfaction.
- 8.2 Particulars of the charge shall be communicated to the member at least one calendar month before the meeting of the Committee at which the matter will be determined. The Committee shall give the member an opportunity to be heard or to make a written submission at such meeting.
- 8.3 The determination of the Committee shall be communicated to the member in writing.
- 8.4 A member may appeal to the Association in general meeting against the determination of the Committee provided that the member communicates the intention to appeal and grounds of appeal to the secretary or public officer of the Association within 14 days after receiving notice of the determination of the Committee.
- 8.5 In the event of 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 and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

- 8.6 If an intention to appeal is not communicated in accordance with Rule 8.4, the member shall be expelled on the date being 14 days after that member receives the notice of the determination of the Committee.
- 8.7 An expelled member shall not be eligible to reapply for membership of the Association for at least one calendar year after the expulsion date.

## **9. THE COMMITTEE**

- 9.1 The affairs of the Association shall be managed and controlled exclusively 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 object of the Association, and are not by the Act or by these Rules required to be done by the Association in general meeting.
- 9.2 The Committee shall have the power to appoint such officers and employees as are deemed necessary or desirable by the Committee to carry out the object of the Association, including a public officer required by the Act, and may delegate any of its powers to such officers and employees.
- 9.3 The Committee shall be comprised of a President, Secretary and up to eight other committee members, all of whom shall each be an individual member of the Association.
- 9.4 The Committee may appoint an Honorary Patron of the Association.
- 9.5 The Committee may appoint a natural person from the members of the Association to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Association and shall be eligible for reappointment.
- 9.6 The Committee shall determine the offices to be held by each member of the Committee.
- 9.7 All Committee members shall be elected by the members at an annual general meeting for a term expiring at the following annual general meeting. Each retiring Committee member shall be eligible for re-election.
- 9.8 Nominations shall be in writing, signed by the proposer and the nominee, and shall be submitted to the secretary not less than 7 days before the annual general meeting.
- 9.9 Notice of all persons seeking election to the Committee shall be given to all members of the Association in the notice calling the meeting at which the election is to take place.
- 9.10 {If only the required number of persons are nominated to fill existing vacancies the secretary shall report accordingly to the annual general meeting, and the chairperson shall declare such persons duly elected as committee members}.
- 9.11 The positions of President and Secretary of the Association shall be occupied by separate members of the Association and the roles of each such position shall be as follows:
- (a) The President shall represent and supervise the Association
  - (b) The Secretary shall manage the administrative affairs and the financial affairs of the Association
  - (c) The Auditor shall audit the functions and activities undertaken by the Association, and on the financial position of the Association from time to time.
- 9.12 The Committee shall from time to time appoint Committee members to undertake roles as:
- (a) Vice-President;
  - (b) Manager for planning the activities;
  - (c) Manager for public relations;

- (d) Manager for women's section;
- (e) Auditor; and
- (f) Manager for any other activities as determined by the Committee

9.13 The President shall chair each Committee meeting. The Committee shall appoint a member of the Committee to chair each Committee meeting in case the President is absent.

## **10. DISQUALIFICATION OF COMMITTEE MEMBERS**

The office of a committee member shall become vacant, if a committee member;

- (a) is disqualified by the Act;
- (b) is expelled under these Rules;
- (c) becomes permanently incapacitated by ill health or injury; or
- (d) ceases to be a member or employee of a member of the Association.

## **11. PROCEEDINGS OF COMMITTEE**

11.1 The Committee shall meet together not less than two times per year for the dispatch of business at such times and in such places as shall be notified by the Secretary of the Association.

11.2 Questions arising at any meeting shall be decided by the majority of votes, and in the event of equality of votes, the chairperson shall have a casting vote in addition to a deliberative vote.

11.3 A quorum for a meeting of the Committee shall be one-half of the members of the Committee.

11.4 The following matters shall be dealt with by the Committee:

- (a) matters which shall be delegated to the Committee by the members in general meeting;
- (b) the calling of special general meetings;
- (c) applications for membership;
- (d) proposals for expulsion of a member;
- (e) the amount of membership fees and the manner of collecting fees;
- (f) the creation of new offices, the selection of managers for officers and matters to be undertaken in performing offices;
- (g) the setting of budgets for Association activities; and
- (h) such other matters as the President claims necessary or desirable.

## **12. SUB-COMMITTEES**

Sub-committees with specific terms of references may be appointed by the Committee or by a general meeting. Any such sub-committee shall report to the Committee as required and shall be dissolved on fulfilment of its terms of reference.

### **13. FINANCE AND FINANCIAL YEAR**

- 13.1 The finances of the Association shall consist of membership fees, donations and other revenues less authorised expenditure.
- 13.2 All monies received by the Association shall be deposited in the Association's bank account. Cheques shall be signed by the President and Secretary of the Association.
- 13.3 The Treasurer shall be responsible for the prudent management of the Association's finances.
- 13.4 The financial year of the Association shall be from 1 May to 30 April of the following year.
- 13.5 A financial report shall be presented to each annual general meeting and must be approved by a majority of members who attend at the meeting.

### **14. MEMBERS' MEETING**

- 14.1 The Committee may call a special general meeting of the Association at any time, and shall call an annual general meeting in accordance with this Constitution.
- 14.2 The President shall be the chairperson and in his or her absence, the person who is appointed by the Committee shall become the chairperson.
- 14.3 A quorum for any meeting shall be one third of members present in person or by proxy.
- 14.4 Each individual member shall have one vote and each business corporation member shall have one vote.
- 14.5 Any resolutions proposed at any general meeting shall be resolved by a majority of the persons attending (including proxies). In the event of equality of votes, the chairperson shall have a casting vote in addition to a deliberative vote.
- 14.6 Notice of any meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- 14.7 The annual general meeting shall be held in May each year on a day to be fixed by the Committee at its discretion. Notice of annual general meeting shall be given at least 14 days prior to the date of the meeting. The Committee shall set out the business to be transacted at the general meeting in the notice.
- 14.8 The President shall convene a special general meeting within one month of the receipt of a requisition, in writing, from not less than one fifth of the members stating the purpose of the meeting.
- 14.9 A member may appoint another person, whether a member or not, to attend and vote instead of the member at any general meeting as a proxy. The form appointing the proxy shall be in writing and clearly state the intentions of the appointor.
- 14.10 At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the chairperson of the meeting that a resolution has been carried or lost, unless a poll is demanded in which case the number or proportion of the votes in favour of or against the resolution shall be recorded.

### **15. RULES**

- 15.1 Subject to approval by a resolution of the members of the Association, these Rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Corporate Affairs Commission as required by the Act.

15.2 The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

## **16. COMMITTEE MEMBERS' INDEMNITY**

Committee members shall be indemnified out of the Association's assets for all liabilities incurred by them in the bona fide execution of their duties under this Constitution.

## **17. THE SEAL**

17.1 The Association shall have a common seal upon which its corporate name shall appear in legible characters.

17.2 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 both the President and Secretary.

17.3 The seal shall be kept in the custody of the Secretary or such other person as the Committee may from time to time decide.

## **18. MINUTES**

18.1 Proper minutes of all proceedings of 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.

18.2 The minutes kept pursuant to this Rule shall be signed by the chairperson at the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.

18.3 Where minutes are entered and signed, they shall 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 the meeting are valid, until the contrary is proved.

## **19. WINDING UP**

The Association may be wound up in the manner provided in the Act.

## **20. APPLICATION OF SURPLUS ASSETS**

On winding up, surplus assets will not be distributed to members and/or former members of the Association.

Surplus assets may be distributed by special resolution of the Association to one or more not-for-profit associations with identical or similar aims and objects to this Association.

## **ANNEXURE A**

### **AMENDMENTS TO RULES**

- 1 AMEND RULE 1 – CHANGE THE WORD “JAPAN” TO “JAPANESE”
- 2 AMEND RULE 2 – IN “ASSOCIATION” CHANGE THE WORD “JAPAN” TO “JAPANESE”
- 3 INSERT NEW RULE 6.4 – “THE NEW SUBSCRIPTION FEES FOR EACH CATEGORY OF MEMBERSHIP DURING THE FINANCIAL YEAR SHALL BE CALCULATED PRO – RATA FROM

THE JOINING MONTH”

DATED MAY 20, 2001

- 4 AMEND RULES 9.3, 9.11, 9.11 (E), 17.2 – CHANGE THE WORD “DIRECTOR” TO “AUDITOR”
- 5 AMEND RULE 3.1 – “THE FIRST OBJECT OF THE ASSOCIATION IS TO PROTECT COMMON INTERESTS OF JAPANESE, TO FOSTER MUTUAL FRIENDSHIP OF JAPANESE AND TO INCREASE COMMUNITY SOLIDARITY IN THE WHOLE DISTRICT OF ADELAIDE. THE SECOND OBJECT IS TO PROMOTE AND STRENGTHEN THE FRIENDSHIP BETWEEN JAPAN AND AUSTRALIA”
- 6 AMEND RULE 9.11 (A) – “THE PRESIDENT SHALL REPRESENT AND SUPERVISE THE ASSOCIATION”
- 7 AMEN RULE 9.13 – “THE PRESIDENT SHALL CHAIR EACH COMMITTEE MEETING. THE COMMITTEE SHALL APPOINT A MEMBER OF THE COMMITTEE TO CHAIR EACH COMMITTEE MEETING IN CASE THE PRESIDENT IS ABSENT.”
- 8 AMEND RULE 20 – “APPLICATION OF SURPLUS ASSETS  
ON WINDING UP, SURPLUS ASSETS WILL NOT BE DISTRIBUTED TO MEMBERS, FORMER MEMBERS OR ASSOCIATES OF MEMBERS OR FORMER MEMBERS OF THE ASSOCIATION. SURPLUS ASSETS MAY BE DISTRIBUTED BY SPECIAL RESOLUTION OF THE ASSOCIATION TO ONE OR MORE NOT-FOR-PROFIT ASSOCIATIONS WITH IDENTICAL OR SIMILAR AIMS AND OBJECTS TO THIS ASSOCIATION.”

DATED MAY 7, 2006

- 9 AMEND RULE 3.2 (B)- “ORGANISING THE ADELAIDE JAPANESE COMMUNITY SCHOOL” TO BE DELETED
- 10 AMEND RULE 5.1- (B) MODIFIED, (C) TO BE DELETED
- 11 AMEND RULE 5.2- “FAMILY” TO BE DELETED
- 12 AMEND RULE 6.1-(A) CHANGE FROM \$30 TO \$20, (B) “PER TEMPORARY RESIDENT JAPANESE EMPLOYEE, BUT NOT EXCEEDING \$2000 IN TOTAL” AND (C) TO BE DELETED
- 13 AMEND RULE 6.4- TO BE DELETED
- 14 AMEND RULE 7.2(C)-“ASSOCIATE MEMBER” TO BE DELETED
- 15 AMEND RULE 9.3, 9.11, 9.12, 13.2, 17.2- “VICE-PRESIDENT, TREASURER AND AUDITOR” TO BE DELETED
- 16 AMEND RULE 11.1- CHANGE FROM 6 TO 2
- 17 AMEND RULE 14.3, 14.4- “CORPORATE MEMBER AND ASSOCIATE MEMBER” TO BE MODIFIED
- 18 AMEND RULE 20- “ASSOCIATE MEMBER” TO BE DELETED

DATED MAY 30, 2009