



ADELAIDE ADVERTISING & DESIGN CLUB INCORPORATED

CONSTITUTION

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**Section 1
NAME**

1. The name of the Association is the Adelaide Advertising & Design Club Incorporated ("the Club")

**Section 2
OBJECTS**

2.1 To encourage by the conduct of educational programs and by exhibitions and publications the appreciation and commission of art as seen in good publicity design, graphic communications and advertising material of every nature. To demonstrate and broaden recognition for the part that the art of creative communication and imaginative design, art direction, copy writing and production play in the context of modern society. To bridge the gap between the academic world and training institutions and the work environment.

2.2 To maintain promote and develop high standards in the advertising and communication arts industries.

2.3 To promote, support and protect the character, status and interest of all persons professionally engaged in producing materials in the advertising and communications arts industries.

2.4 To promote honourable practice in the said industries and to advise in relation to all questions of professional usage courtesy between or amongst members.

2.5 To purchase or otherwise acquire property or any interest therein and to construct, erect and maintain building and to maintain alter and improve property and to enter into agreements with local or construction entities in relation to any works and to let or lease any such building or parts thereof and to provide such facilities for the members, occupiers or tenants thereof as are commonly provided.

2.6 To do all such other matters and things ancillary to or and may be necessary or desirable to achieve promote and enhance the above Objects.



Section 3 TYPES OF MEMBERSHIP

There shall be the following types of Membership of the Club:

- a) Full members comprising:
 - i) Award members;
 - ii) Social members; and
 - iii) Life members.
- b) Student members.

Every application for membership shall be in writing in such a form and containing such information as the Executive Committee shall from time to time require and shall be accompanied by the annual membership fees pertaining to the type of membership for which the application is made.

The Executive Committee has the sole right to accept or reject any Application for membership for the Club. If an application for membership is rejected the Executive Committee shall notify the applicant in writing accordingly and shall refund any membership fees submitted with the application. The applicant has the right to appeal in writing to the Executive Committee within seven days of notification of rejection. The applicant may then be invited to present his/her case personally to the Executive Committee.

Every application for membership whose application has been accepted by the Executive Committee shall be so informed by the Secretary of the Club and a copy of this Constitution will be made available to all members on the Club website for download or by other means.

Except as otherwise hereinafter specifically provided to the contrary each member entitled to attend a meeting of the members shall be entitled to one vote in a resolution put to the members.

3.1 Award Membership

Award membership will be available to those natural persons who are recognized by the Executive Committee to be working in South Australia in the creation, direction and/or execution of the objects of the Club as set forth in Section 2.

Award members will be entitled to all special benefits and privileges as may be determined from time to time by the Executive Committee. Award Members will be entitled to enter any advertising or communication material for any award judging or in any exhibition organised by the Club providing said material meets all other rules of entry laid down by the Executive Committee.



3.2 Social Membership

Social members will be entitled to all special benefits and privileges as may be determined from time to time by the Executive Committee.

Social Members need not be working in South Australia in the creation, direction and/or execution of the objects of the Club as set forth in Section 2 and will not be entitled to enter any advertising or communication material for any award judging or in any exhibition organised by the Club.

3.3 Life Membership

Is offered by the Presidents to those natural persons recognised by the Presidents as having made a contribution to the industry and/or the Club worthy of lifetime free membership to the Club. Life Members have full voting rights and will be entitled to all special benefits and privileges that may be determined from time to time by the Executive Committee. Life Members will be entitled to enter for any award judging or in any exhibition organised by the Club providing the material entered meets all other rules of entry laid down by the Executive Committee.

3.4 Student Membership

Student Membership shall be available to students of courses appropriate to the objects set forth in Section 2 at tertiary level in South Australia.

Student Members will have no voting rights.

Student Members will enjoy such benefits and privileges as may be determined from time to time by the Executive Committee.

Student Members will be eligible to enter advertising material only in award or exhibition categories as determined by the Executive Committee.

Section 4 NON PROFIT

The assets and income of the Club shall be applied solely in furtherance of its objects and no profits shall be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.



Section 5 WINDING UP

In the event of the Club being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities of the Club, shall be paid and applied by the Executive Committee in accordance with its powers to any fund, institution or authority, which is a non-profit organisation.

Section 6 RELATIONSHIP WITH MEMBERS

Members of the Club are legally bound by the rules of the Club.

Section 7 FEES

7.1 The annual membership fee payable by all members (other than life members) shall be payable on January 1st each year. Should any application be accepted for membership during any financial year, the membership fee due shall be the full annual membership fee (if applicable) in the appropriate membership category as prescribed by the Executive Committee at that time.

Section 8 CESSATION OF MEMBERSHIP

8.1 If the membership fee of a member shall remain unpaid for a period of two calendar months after it becomes due, the member may, after notice of the default sent to him/her by the Secretary or Honorary Treasurer be debarred by resolution of the Executive Committee from all privileges of membership and his/her name may be removed by the Executive Committee from the register of members provided that the Executive Committee may reinstate the member and restore his/her name to the register on payment of all arrears if the Executive Committee thinks fit to do so.

8.2 If any member shall wilfully refuse or neglect to comply with the provisions of this Constitution or shall be guilty of any conduct which in the opinion of the Executive Committee is unbecoming of a member or prejudicial to the interest of the Club, the Executive Committee shall have the power to expel the member from the Club and remove his/her name from the register of members provided that at least 14 days before the meeting of the Executive Committee at which a resolution for his/her expulsion is to be put the member shall be given notice of such meeting and before the resolution is voted upon shall be given the opportunity of presenting orally or in writing such explanation or defence as he/she may think fit and provided further that any such member may by notice in writing lodged with the Secretary at least forty-eight hours before the time for holding the meeting at which the resolution of



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his/her expulsion is to be considered by the Executive Committee elect to have the question of his/her expulsion dealt with by the Club in general meeting and in that event an extraordinary general meeting of the Club shall be called for the purpose and if at the meeting a resolution for the expulsion of the member be passed by a majority of those present and voting (such vote to be taken by ballot) the member shall be expelled and his/her name removed from the Register of Members.

8.3 The Executive Committee shall have the power to vary the class of membership of any member when that member no longer satisfies the criteria for membership of his/her class as prescribed by Section 3.

8.4 Any member may resign his/her membership by giving to the Secretary notice in writing to that effect provided that any member so resigning shall be liable to pay all arrears (if any) of membership fees due as at the date of his/her resignation and shall not be entitled to any repayment of membership fees already paid and further provided that any member giving such notice after the first day of January in any year shall be liable to pay the annual membership fees due for the ensuing year.

Section 9 EXECUTIVE COMMITTEE

9.1 Subject to any resolutions passed at a general meeting of the Club all powers of the Club may be exercised by the Executive Committee.

9.2 Each year at the Annual General Meeting the Executive Committee for the subsequent year consisting of not less than seven but not more than twelve members shall be elected by the members from Full Members nominated at the meeting. Having been elected, the Executive Committee shall hold office until the end of the following Annual General Meeting. No person may be a member of the Executive Committee if their annual membership fee is in arrears.

9.3.1 Each year following the Annual General Meeting, the Executive Committee shall elect up to two Co Presidents from members of the Executive Committee.

9.3.2 Each year following the Annual General Meeting, the Executive Committee shall form Sub Committees with sufficient members deemed necessary to complete the sub committee's allotted task. Each of these sub committees shall elect a Chair to report to Executive Committee.

9.4 If any Committee member ceases to hold their position prior to the Annual General Meeting following the meeting at which such person was elected to



such office the vacancy, at the discretion of the Executive Committee, may be filled by an election by and from the other members of that committee.

9.5.1 The quorum at a meeting of any Sub Committee shall be one half of the total number of persons comprising the Committee but if one half is not a whole number then the next whole number shall be a quorum.

9.5.2 The quorum at the meeting of the Executive Committee shall be 3 of its members.

9.6.1 A Sub Committee may determine its own procedure. A meeting of the Committee must be called by the Secretary of the Committee if two of its members request a meeting.

9.6.2 The Executive Committee may determine its own procedure. A meeting of the Executive Committee must be called by the Secretary if one of its members requests a meeting.

9.7 If the Secretary does not within seven days of receiving a request pursuant to Section 9.6.1 give notice of the meeting one of the persons requesting the meeting may call it.

9.8 One of the Presidents or if he/she is not in attendance then any other member of the Executive Committee shall chair the meeting of the Executive Committee unless the Executive Committee otherwise determines.

9.9 A resolution is carried at a meeting of the Executive Committee or a Sub Committee if a simple majority of those present and voting vote in favour of it. The chairperson has a deliberate vote and also a casting vote. Any person holding an office of profit with the Club may attend at meetings of the Executive Committee or Sub Committees and subject to the following may vote thereat provided that the office of profit is disclosed in writing to the Executive Committee or the Sub Committee (as the case may be). Any member of the Executive Committee or any Sub Committee who has any pecuniary interest in any matter the subject of a resolution before the Executive Committee or Sub Committee may attend at such meeting and provided that he/she discloses his/her interest may address the meeting in respect of such resolution but may not vote thereon.

9.10 The Executive Committee and Sub Committees shall have the power at any time, and from time to time, to appoint any person to the relevant Committee, either to fill a casual vacancy or as an addition to the existing officers and other members of said Committee but so the total number of officers or other members of said Committee shall not at any time exceed the number fixed in accordance with this Constitution. Any officer or other member of the said Committee so appointed shall hold office only until the



next following annual general meeting.

9.11 The office of a member of the Executive Committee shall become vacant if the member: ceases to be a member of the Executive Committee by virtue of the Constitution; becomes bankrupt or makes any arrangements or composition with his creditors generally; becomes prohibited from being a director of a Company pursuant to the provision of Corporate Law; becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to the mental health; resigns his office by notice in writing to the Executive Committee for more than two consecutive meetings is absent without permission of the Executive Committee from meetings of the Executive Committee; hold any office of profit with the Club except where that office of profit is disclosed in writing to the Executive Committee, or; ceases to be a member of the Club.

Section 10 CONSTITUTIONAL VARIATION

10. This Constitution may be varied at any general meeting of the Club provided that all Full members are notified in writing of the meeting and the proposed Constitutional amendments not less than twenty one days prior to the proposed meeting.

The Constitution may be varied at that meeting with the approval of a majority vote of those Full Members of the Club present.

A request for a Constitution amendment must have the endorsement of seven Full Members of the Club provided that such Full Members must not be in arrears in respect of their annual membership fees.

The Secretary shall within forty two days of receipt of a duly made request for a Constitutional amendment convene a general meeting at which the proposed amendment shall be considered.

Section 11. REGISTER OF MEMBERS

11. The Secretary must keep a register of members which contains the name and email address (and other details determined by the Executive Committee which may include telephone number and address) of each member and the date upon which his/her membership commenced.

Section 12. ANNUAL GENERAL MEETINGS

12.1 The annual general meeting of the Club shall be held before the end



of June in the following calendar year upon a date and at a time and a place to be fixed by the following purposes:

- To receive the reports of such of the officers of the Executive Committee as shall be determined by the Executive Committee.
- To receive the accounts for the preceding financial year;
- To elect members of the Executive Committee
- To decide on any resolution which may be duly submitted to the meeting as hereinafter provided.

12.2 No less than twenty one days notice of the annual general meeting shall be given in writing to member which notice shall specify the time date and place of the meeting and the business known by the Executive Committee at the time of the giving of such notice to be transacted at the meeting. Only business properly brought before the meeting pursuant to this Constitution shall be considered at the meeting.

12.3 Any member desirous of moving any resolution at the annual general meeting shall give notice thereof in writing to the Secretary not less than fourteen days before the date of such a meeting. Any Full Member desirous of standing as a candidate for election to the Executive Committee shall submit a notice duly seconded by another Full Member to the Secretary not less than fourteen days before the date of the general meeting.

12.4 A President or if he/she is not in attendance then any other member of the Executive Committee shall chair annual general meetings unless the general members otherwise determine.

12.5 A resolution is carried at an annual general meeting if a simple majority of those present and voting vote in favour of it. The chairperson has a deliberate vote and also a casting vote.

12.6 The Executive Committee shall be empowered if it thinks fit to make regulations for enabling voting members unable to be present to vote by proxy or in writing.

12.7 A quorum at any annual general meeting shall be as follows:-

12.7.1 For motions proposing any amendment to this Constitution 25% of those Full Members whose annual membership fees are not in arrears;

12.7.2 For all other business, 1% of those Full members whose annual membership fees are not in arrears;

12.8 If, at a general meeting of the Club, a poll is demanded by at least 5 members entitled to vote at the meeting, it must be conducted in a manner



specified by the person presiding and the result of the poll is the resolution of the meeting on that question. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

Section 13.

OTHER GENERAL MEETINGS

13.1 A general meeting (other than the annual general meeting) must be called if the Secretary is directed to do so by the Executive Committee or is requested to do so by five Full members.

13.2 If the Secretary fails within fourteen days of being so directed or requested to give notice of a meeting any member of the Executive Committee or other Full member requesting the meeting may call it.

13.3 The only business which may be discussed at a general meeting is the business set out in the notice of meeting.

13.4 Except as otherwise provided in this Section the procedure relating to the calling and conduct of annual general meetings shall apply to the calling and conduct of other general meetings and mutatis mutandis.

Section 14

FINANCE

14.1 The financial year of the Club shall end on the 31st day of December in each year to which date the accounts of the Club shall be balanced.

14.2 The funds of the Club may be derived from membership fees, donations, grants, proceeds of fund raising activities and such other sources as the Executive Committee may approve.

14.3 All money received for or on behalf of the Club must be deposited in a bank account. All payments must be authorised by two members of the Executive Committee appointed by the Executive Committee for that purpose.

14.4 One or more designated officers of the Club are responsible for the keeping of the financial books and records of the Club and must present to each meeting of the Executive Committee a report of the financial transactions of the Club since the last Executive Committee Meeting.

14.4.1 The designated officer must present an annual balance sheet to the annual general meeting.



**Section 15.
AUDITORS**

15.1 In addition to the matters referred to in Section 12 at every annual general meeting a chartered/public accountant not being a member of the Club may be elected to serve as auditor for the ensuing year if such chartered/public accountant can be secured by the Club on a no fee basis.

15.2 The Auditor if appointed shall audit the accounts of the Club not less than twenty eight days prior to the annual general meeting and a copies of the audited accounts shall be made available at the annual general meeting.

**Section 16.
BOOKS AND RECORDS**

16.1 One or more designated officers of the Club are responsible for the financial books and records of the Club.

**Section 17.
COMMON SEAL**

17. The common seal of the Club shall be kept by the Secretary. The Executive Committee must authorise the affixing of the common seal to any document and it must be affixed in the presence of two members of the Executive Committee who shall each countersign the document.

**Section 18.
VALIDATION OF ACTS OF EXECUTIVE COMMITTEE**

18. If it is afterwards discovered that there was some defect in the appointment or election of a person as a member of the Executive Committee or that a person so appointed or elected was ineligible all acts done at any meeting of the Executive Committee or of a sub committee or by any person acting as a member of the Executive Committee are as valid as if that person had been duly appointed or elected and was eligible to be a member of the Executive Committee.

**Section 19.
PROCEEDINGS PRIVATE**

19. All meetings of the Club and of the Executive Committee and of any sub committee of the Executive Committee are private and no documents or information concerning the same shall be communicated to any other person not a member in the case of Club matters or not a member of the Executive Committee in the case of committee matters without the prior written consent of the Executive Committee.



Section 20.
MEMBERS' ADDRESSES AND NOTICES

20.1 Every member shall from time to time communicate his/her postal and/or email address to the Secretary and all notices required to be given by this Constitution shall if posted by prepaid post to such address be deemed to have been duly given on the day following the date of posting.

20.2 The failure by any member to receive any notice shall not be a ground for calling into question any matter referred to in or business transacted pursuant to such notice.

Section 21
INDEMNITY

Every member of the Executive Committee will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as a member of the Executive Committee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.

The Club shall indemnify the members of the Executive Committee against all damages and losses (including legal costs) for which any such member of the Executive Committee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct, performed or made while acting on behalf of and with the authority, express or implied, of the Club.

Section 22.
REGULATIONS

22. The Executive Committee may from time to time make repeal and amend any regulation not inconsistent with this Constitution as it shall think expedient for the management and well-being of the Club. All regulations made by the Executive Committee pursuant to this section shall be binding upon the members until repealed by the Executive Committee or set aside by a resolutions of a general meeting of the Club.

Section 23.
INTERPRETATION

23. The Executive Committee shall be the sole authority for the interpretation of this Constitution and any regulations made hereunder. The decision of the Executive Committee upon any question of interpretation or upon any matter affecting the Club and not provided for by this Constitution or any regulations made hereunder shall be final and binding on the members.