

### **Proposed changes to the AADC Constitution.**

The current committee of the AADC has voted unanimously to change the Club's current Constitution. To a large, but not material extent, they propose members adopt a new Constitution.

The reasons for this are fair-minded and reasonable, and do not in any way alter the fundamental purpose or governance of the Club.

The proposed changes do however, provide greater flexibility for current and future committee members to make minor structural and operational changes.

By way of example, in order to broaden the Club's reach, build a stronger link between the industry and tertiary institutions, and engage with future industry representatives, in 2019 the AADC Executive Committee introduced free membership for students.

The current Constitution however, makes no provision for free membership. Therefore the Club is in fact, in breach of its Constitution and is obliged to revoke the 60+ student memberships.

Likewise, the current committee believes, where it is appropriate, Latin phrases currently contained within the Constitution, such as *mutatis mutandis*, should be translated to plain English to ensure all members fully understand the document and its intent.

The current committee believes it is fair and reasonable to provide current and future committees with the ability to make such operational decisions without having to call for an Extraordinary Meeting of Members or wait until the Annual General Meeting is convened, to vote on such changes.

However, the proposed new Constitution, will ensure all members are made fully aware of any recommended changes well in advance and should they oppose any such changes, have the ability to challenge them and call for a vote of members.

In regard to a members' vote, the new Constitution will also provide for an on-line poll of members in addition to the current requirement of a physical meeting being convened.

Please take the time to read the proposed new Constitution and be prepared to vote on it at the upcoming AGM at Holey Moley on March 25th at 6.30pm.

## **The Adelaide Advertising & Design Club Incorporated – 2020 Draft Constitution.**

### **Introduction.**

The Adelaide Advertising and Design Club is a not-for-profit Association run by volunteers and relies on the generous support of sponsors and the ongoing contributions of membership, award and event attendances fees.

The Club exists to Inspire, Promote, Connect and Support the local industry through a range of educational programs and events.

The Club's Constitution provides a framework to safeguard good corporate governance and to ensure the best interests of the Club, its members and sponsors are at the forefront of all its activities and motivations.

The Constitution is a practical tool enabling current and future committees to structurally modify aspects of the Club, to meet the ongoing and changing needs of its members and industry.

Should the Committee deem the alteration, addition or deletion of a specific structural or operational aspect of the Club is in the best interest of the Club and its members, such a change can be made once a unanimous vote of the Committee has been obtained.

Such changes must be promptly communicated to members via appropriate communication channels, providing a period of fourteen days from the first such communication is made and the proposed change/s being enacted.

Should there be a reasonable, written objection from a fully paid-up member to any such change/s received by the Committee within fourteen days of the announced change/s, and the Committee is unable to resolve the objection, the Committee will be obliged to call for a vote of members via one of three mechanisms:

- i) An Extraordinary General Meeting of members to vote on the proposed change/s and ensuring twenty-one days' notice of such a meeting is given;
- ii) The Committee defers such change/s until the Annual General Meeting is convened and in doing so provides twenty-one days' notice of such a meeting;
- iii) Arrange an on-line vote for members ensuring twenty-one days' notice of such a vote is given.

In the interests of transparency, the reason for this is to enable those voted representatives of the Club now and in the future, to efficiently make sensible change/s in a timely fashion, to improve the function of the Association without always having to convene a physical meeting of members in order to enact every change deemed necessary.

# **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 Definition of the Commercial Communication Industry**

As distinct from Fine Arts, the Commercial Communications Industry is made up of a diverse number of businesses and individuals deriving an income on behalf of clients in the creation, development and/or production of commercial communication via professional means:

- i) Including, but not limited to, Advertising, Design, Public Relations and Promotion;
- ii) Via a wide range of media channels including, but not limited to, Television, Cinema, Radio, Newspapers, Magazines, Out-Of-Home, Events, Websites, Apps, Blogs, Gaming, Branded Content and Social Media channels;
- iii) Via technologies including, but not limited to, Printing, Digital and Terrestrial Broadcast, Sponsorship, Virtual Reality and Augmented Reality;
- iv) And design platforms including, but not limited to; all of the above plus Corporate Identity, Product, Environmental, Architectural and Publication Design.

## **Section 3 Objects**

3.1 To encourage by creating, hosting and/or supporting educational programs, exhibitions and publications, the appreciation and commission of commercial art as seen in good commercial communications material of every nature.

3.2 To demonstrate and broaden recognition for the part that the art of creative communication, in all its forms, and the production thereof, plays in the context of modern society.

3.3 To bridge the gap between the academic world, training institutions and the work environment.

3.4 To maintain promote and develop high creative and production standards in the commercial communication industries.

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

3.6 To promote honourable professional practices.

3.7 To temporarily or permanently purchase, hire, lease or otherwise acquire property, premises or any other interest; to construct, erect, maintain or improve such property; to enter into agreements with local or construction entities in relation to any works; to let or

lease any such buildings or parts thereof, and to provide those facilities for members, occupiers or tenants.

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

#### **Section 4 Types of Membership**

The following types of membership are offered by the Club:

- a) Full Members comprising:
  - i) Award Members;
  - ii) Social Members;
  - iii) Life Members;
  - iv) Student Members;
  - v) Corporate Members

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

The Committee has the sole right to accept or reject any application for membership. If an application for membership is rejected the Committee shall notify the applicant in writing and shall refund any membership fees submitted with the application.

The applicant has the right to appeal in writing to the Committee within seven days of notification of rejection. The applicant may then be invited to present his/her/their case personally to the Committee.

Every application for membership whose application has been accepted by the Committee shall be so informed by return correspondence 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 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.

#### **4.1 Award Membership**

Award membership will be available to individuals who are recognized by the Committee to be residents of and working in South Australia in the creation, direction and/or execution of the Objects of the Club as set forth in Section 3.

Award Members will have full voting rights and be entitled to all special benefits and privileges as may be determined from time to time by the Committee.

Award Members will be entitled to enter any advertising or commercial 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 Committee.

#### **4.2 Social Membership**

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

Social Members need not be residents of or working in South Australia in the creation, direction and/or execution of the Objects of the Club as set forth in Section 3.

Social Members will not be entitled to enter any advertising or communication material for any award judging or in any exhibition organised by the Club.

#### **4.3 Life Membership**

Life Membership is offered by the President(s) to those individuals recognised by the President(s) 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 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 Committee.

Life Members are not entitled to free admission to any exhibition or event organised by the Club.

#### **4.4 Student Membership**

Student Membership shall be available to students of courses appropriate to the Objects set forth in Section 3 at tertiary level in South Australia.

Student Members have full voting rights and will be entitled to all special benefits and privileges as may be determined from time to time by the Committee.

Student Members must be residents of or studying in South Australia in courses relating to the creation, direction and/or execution of the Objects of the Club as set forth in Section 3.

Student Members will be eligible to enter in award or exhibition categories as determined

by the Committee.

#### **4.5 Corporate Membership**

Corporate Membership enables a business within the commercial communications industry to become a member of the Club and in doing so ensures each of its staff become Full Members of the Club and therefore be entitled to all special benefits and privileges that may be determined from time to time by the Committee.

To become a Corporate Member, the organisation will pay the equivalent amount of the prevailing Award Membership fee per staff member.

For example, an organisation of 10 staff will pay ten times the scheduled Award Membership fee.

Regardless of the number of staff, a minimum fee as determined by the Committee will be paid to obtain Corporate Membership.

Corporate Members will have full voting rights and be entitled to enter any advertising or communication material for any award judging or in any exhibition organised by the Club providing they are residents of and working in South Australia, and providing said material meet all other rules of entry laid down by the Committee.

#### **Section 5 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 6 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 Committee in accordance with its powers to any fund, institution or authority, which is a non-profit organisation.

#### **Section 7 Relationship with Members**

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

#### **Section 8 Fees**

The annual membership fee payable by all members (other than life members and students) shall be payable on July 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 Committee at that time.

## **Section 9 Cessation of Membership**

9.1 If the membership fee of a member remains unpaid for a period of two calendar months after it becomes due, the member may, after receiving notice of the default from the Secretary or Treasurer, be debarred by resolution of the Committee from all privileges of membership and the member's name may be removed by the Committee from the Register of Members provided that the Committee may reinstate the member and restore their name to the register on payment of all arrears if the Committee thinks fit to do so.

9.2 If any member willfully refuses or neglects to comply with the provisions of this Constitution or is guilty of any conduct, which in the opinion of the Committee is unbecoming of a member or prejudicial to the interest of the Club, the Committee shall have the power to expel the member from the Club and remove their name from the Register of Members. Said member will be given fourteen days' notice of a meeting at which the Committee will vote upon their expulsion and be given the opportunity of presenting orally or in writing such explanation or defence as the member thinks fit, providing any such member lodges such intent in writing at least forty-eight hours to meeting.

9.3 The Committee may also elect to have the question of the member's expulsion dealt with by the Club in a General Meeting at which members will vote on the resolution for the expulsion of the member.

9.4 The Committee shall have the power to vary the class of membership of any member when that member no longer satisfies the criteria for the class of membership as prescribed by Section 4.

9.5 Any member may resign their 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 their 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 July in any year, shall be liable to pay the annual membership fees due for the ensuing year.

## **Section 10 Committee and Sub Committees**

10.1 Subject to any resolutions passed at a General Meeting of the Club, all powers of the Club may be exercised by the Committee.



10.2 Each year at the Annual General Meeting the Committee for the subsequent year shall be elected by the members from Full Members nominated at the meeting. Having been elected, the Committee, numbering no more than 12 individuals, shall hold office until the end of the following Annual General Meeting. No person may be a member of the Committee if their annual membership fee is in arrears.

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

10.3.2 Each year following the Annual General Meeting, the Committee shall form Sub Committees with sufficient members deemed necessary to complete the Sub Committee's allotted tasks. Each of these Sub Committees shall elect a Chair to report to Committee.

10.4 If any Committee or Sub Committee member ceases to hold their position prior to the Annual General Meeting following the meeting at which such a person was elected to such office, the vacancy, at the discretion of the Committee, may be filled by an election by and from the other members of that Committee.

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

10.5.2 The quorum at the meeting of the Committee shall be 40% of its members (or the nearest whole number to 40% of its members).

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

10.7 If the Secretary does not within seven days of receiving a request pursuant to Section 10.6.1 give notice of the meeting, one of the persons requesting the meeting may call it.

10.8 If the President or one of the Co-Presidents is not in attendance, then any other member of the Committee shall chair the meeting of the Committee, unless the Committee otherwise determines.

10.9 A resolution is carried at a meeting of the 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.

10.10 Any person holding an office of profit with the Club may attend meetings of the Committee or Sub Committees and subject to the following, may vote provided the office of profit is disclosed in writing to the Committee or the Sub Committee (as the case may be).

Any member of the Committee or any Sub Committee who has any monetary interest in any matter that is the subject of a resolution before the Committee or Sub Committee may consider, and provided that they disclose their interests, may address the meeting in respect of such resolution, but may not vote upon it.

10.11 The Committee and Sub Committees shall have the power at any time, and from time to time, to appoint any person to the Committee or relevant Sub Committee, either to fill a casual vacancy or as an addition to the existing officers and other members of said Committee, but the total number of individuals 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.

10.12 The office of a member of the Committee shall become vacant if the member:

- Ceases to be a member of the Committee by virtue of the Constitution;
- Becomes bankrupt or makes any arrangements with his/her/their 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 their mental health;
- Resigns his/her/their office by notice in writing to the Committee;
- For more than two consecutive meetings is absent without permission of the Committee from meetings of the Committee;
- Hold any office of profit with the Club except where that office of profit is disclosed in writing to the Committee, or;
- Ceases to be a member of the Club.

## **Section 11 Constitutional Variation**

11. This Constitution may be varied if the Committee deems the alteration, addition or deletion of a specific structural or operational aspect of the Club is in the best interest of the Club and its members, such a change can be made once a unanimous vote of the Committee has been obtained, provided such Full Members are not in arrears in respect of their annual membership fees.

Such changes must be promptly communicated to members via appropriate communication channels, providing a period of fourteen days from the first such communication is made and the proposed change/s being enacted.

Should there be a written objection to any such change/s received by the Committee via within fourteen days of the announced change/s, and the Committee is unable to resolve the objection, the Committee will be obliged to call for a vote of members via one of three mechanisms:

- i) An Extraordinary General Meeting of members to vote on the proposed change/s and ensuring twenty-one days' notice of such a meeting is given;

- ii) The Committee defers such change/s until the Annual General Meeting is convened and in doing so ensure twenty-one days' notice of such a meeting is given;
- iii) Convene an on-line vote for members ensuring twenty-one days' notice of such a vote is given.

The Constitution may be varied at that meeting or via an on-line poll with the approval of a majority vote of those Full Members of the Club present at a General Meeting or voting on-line.

A request for a Constitution amendment by an Full Member, must have the endorsement of **five** Full Members of the Club provided such Full Members are not in arrears in respect of their annual membership fees.

The Secretary shall within forty-eight days of receipt of a duly made request for a Constitutional amendment convene a General Meeting or on-line poll at which the proposed amendment shall be considered.

### **Section 12 Register of Members**

The Secretary must keep a Register of Members, which contains the name and email address (and other details determined by the Committee, which may include telephone number and street address) of each member and the date upon which his/her/their membership commenced.

### **Section 13 Annual General Meetings**

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

13.2 No less than twenty-one days' notice of the Annual General Meeting shall be given in writing to members, which notice shall specify the time, date and place of the meeting, and the business known by the 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.

13.3 Any member desirous of moving any resolution at the Annual General Meeting shall give notice in writing to the Secretary not less than fourteen days before the date of such a meeting.

13.4 Any Full Member desirous of standing as a candidate for election to the 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.

13.5 If the President or one of the Co-Presidents is not in attendance, then any other member of the Committee shall chair Annual General Meetings, unless the general members otherwise determine.

13.6 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.

13.7 The 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.

13.8 A quorum at any Annual General Meeting shall be as follows:-

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

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

13.9 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 14 Other General Meetings**

14.1 A General Meeting (other than the Annual General Meeting) must be called if the Secretary is directed to do so by the Committee or is requested to do so by five Full members.

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

14.3 The only business which may be discussed at a General Meeting is the business set out in the Notice of Meeting.

14.4 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 once any necessary changes have been made..

14.5 Proper Minutes of all proceedings of General Meetings of the Club and of the Committee, shall be entered within one month of the relevant meeting in Minute Books kept for this purpose

14.5.1 The Minutes kept in accordance with this clause must be:

- a) Confirmed by the members of the Club or the members of the Committee (as relevant) at a subsequent meeting; and
- b) Be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the Minutes are confirmed.

## **Section 15 Finance**

15.1 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.

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

15.3 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 Committee appointed by the Committee for that purpose.

15.4 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 Committee a report of the financial transactions of the Club since the last Committee Meeting.

15.4.1 The designated officer must present an annual balance sheet to the Annual General Meeting.

## **Section 16 Auditors**

16.1 In addition to the matters referred to in Section 13, 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.

16.2 The Auditor if appointed shall audit the accounts of the Club not less than twenty eight days prior to the Annual General Meeting and copies of the audited accounts shall be made available at the Annual General Meeting.

## **Section 17 Books and Records**

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

## **Section 18 Common Seal**

The common seal of the Club shall be kept by the Secretary or Treasurer. The 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 Committee who shall each countersign the document.

## **Section 19 Validation of Actos of Committee**

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

## **Section 20 Private Proceedings**

All meetings of the Club and of the Committee and of any Sub Committee of the 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 Committee in the case of committee matters, without the prior written consent of the Committee.

## **Section 21 Members Addresses' and Notices**

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

21.2 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 22 Indemnity**

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

### **Section 23 Regulations**

The 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 Committee pursuant to this section shall be binding upon the members until repealed by the Committee or set aside by a resolutions of a general meeting of the Club.

### **Section 24 Interpretation**

The Committee shall be the sole authority for the interpretation of this Constitution and any regulations made hereunder. The decision of the 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.