

Annexure A

Move Through Life Rules of Association

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This is the annexure marked "A" referred to in the statutory declaration of Move Through Life made on the 16th day of February 2006 before me

Name

Justice of the Peace

Signature

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RULES

1. NAME

The name of the incorporated association is **MOVE THROUGH LIFE**, referred to herein as “the association”.

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.

3. OBJECTS OR PURPOSES OF THE ASSOCIATION

The purpose of the association is to promote and encourage lifelong participation in dance and physical activity, and to promote dance in general and promote unity and fellowship amongst its members.

This will be achieved by fulfilling the following objectives:

- i) To provide an environment which fosters continuity, motivation and improvement in dance practice and performance for adult dancers.
- ii) To enable adult dancers to maintain their level of fitness and flexibility.
- iii) To provide an outlet for creative expression.
- iv) To challenge stereotypes that dancing has an age barrier.
- v) To nurture and promote the maturity and artistry of experienced adult dancers.
- vi) To promote the positive influence of dance on health and well being.

4. POWERS OF THE ASSOCIATION

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

5. MEMBERSHIP

5.1 Types

Membership of the Association shall consist of:

- i) Lifelong member

Lifelong member is entitled to a permanent position on the Committee and be entitled to vote on all matters and entitled to all the privileges connected with membership of the Association . Lifelong Membership of the Association shall be granted to the initial dance director of the Association. Additional lifelong membership will be by nomination by a majority of Ordinary members at a General Meeting of the Association and seconded by all existing lifelong Members.

ii) Ordinary member

Ordinary membership is open to all. Ordinary members shall be entitled to vote and take part in the management of the Association and they shall be entitled to all the privileges connected therewith.

iii) Social member

Social members shall be entitled to the same privileges as Ordinary members except that they shall not be entitled to vote or take part in any debate or hold office in the Association or to nominate any person for membership or office in the Association.

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 eligible to become a member. Upon completion of the relevant membership application and payment of the relevant annual subscription, the applicant shall be a member of the association.

5.2 Voting Rights

All members of the Association except social members shall have the right to vote at general meetings of the Association. The lifelong member has the deciding vote in the event of a tie.

5.3 Subscriptions

The committee will determine subscription fees payable by members.

The subscription fees shall be payable annually on 31 January or at such other time as the committee shall determine. 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 their membership when they become financial once again.

5.4 Resignation of a Member

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

5.5 Expulsion of a Member

- (a) 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. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall cease to be a member 14 days after the committee has communicated its determination to the member.
- (b) 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 secretary or

public officer of the association within 14 days after the determination of the committee has been communicated to the member.

- (c) In the event of an appeal under 5(b) above, 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.

5.6 Register of Members

A register of members will be kept, containing:

- i) the name and contact details of each member;
- ii) the type of membership held.

6. THE COMMITTEE

6.1 Powers and Duties

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. The committee has the management and control of the funds and other property of the association.

The committee shall have 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.

The committee shall appoint a public officer as required by the Act.

Notice of appointment and any change in the identity or address of the public officer, is to be lodged within one month after the change (Form 10) with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, Ground Floor, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1407, Adelaide 5001.

6.2 Appointment

The committee shall be comprised of Lifelong Members and no more than five (5) elected members. The Committee shall consist of a chairperson, secretary, treasurer and one or more committee members. A committee member shall be a natural person. A Lifelong Member may be appointed to any position on the Committee.

The first committee of the association may be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation. At this time, all elected committee positions, including chairperson, secretary and treasurer, shall be subject to re-election at each AGM. A retiring committee member shall be eligible to stand for re-election without nomination. The committee may appoint a person to fill a casual vacancy, or an additional committee

position as may be determined necessary; such a committee member shall hold office until the next annual general meeting of the association and shall be eligible for election to the committee without nomination.

6.3 Proceedings of the Committee

The committee shall meet together for the dispatch of business monthly, or as determined necessary by the committee for conduct of association business. 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 chairperson shall have a casting vote in addition to a deliberative vote.

A quorum for a meeting of the committee shall be three members of the committee. 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.

6.4 Disqualification of Committee Members

The office of a committee member shall become vacant if a committee member is:

- disqualified from being a committee member by the Act;
- permanently incapacitated by ill health;
- absent without apology from more than four meetings in a financial year.

7. EXECUTION OF DOCUMENTS

The Association shall not be required to have a common seal but any matters authorised by the Committee must be witnessed by at least any two Committee members.

8. GENERAL MEETINGS

8.1 Annual General Meetings

The committee shall call an annual general meeting in accordance with the Act and these Rules. 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.

The order of the business at the meeting shall be:

- i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
- ii) the consideration of the accounts and reports of the committee;
- iii) the election of committee members;
- iv) any other business requiring consideration by the association in general meeting.

8.2 Special General Meetings

The committee may call a special general meeting of the association at any time.

Upon a requisition in writing of not less than ten members, the committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

If a special general meeting is not convened within one month, as required above, the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3 Notice of General Meeting

At least 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. The association may give a notice to any member by email, post or SMS.

8.4 Proceedings at Meetings

Five members, present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the members present may proceed with the meeting and the decisions of the meeting will stand unless objection is received from members within one week of circulation of the minutes.

The committee will elect the chairperson of a general meeting.

8.5 Voting at General Meetings

Subject to these rules, every member of the association has only one vote at a meeting of the association.

Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy at that meeting.

Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

8.6 Poll at General Meetings

If a poll is demanded by at least five members, 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.

8.7 Special and Ordinary Resolutions

A special resolution is a special resolution as defined in the Act.

An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8 Proxies

A member shall be entitled to appoint in writing a natural person to be their proxy, and attend and vote at any general meeting of the association.

9. MINUTES

Proper minutes of all proceedings of general meetings of the association and of meetings of the committee shall be recorded and circulated within one month after the relevant meeting. The minutes kept pursuant to this rule must be confirmed by the members of the association or the members of the committee (as relevant) at a subsequent meeting.

Where minutes are recorded 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 motions or appointments made at a meeting shall be deemed to be valid.

10. FINANCIAL REPORTING

10.1 Financial Year

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

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.

10.3 Accounts and Reports to be laid before Members

The accounts, together with the committee's statement and the committee's report, shall be laid before members at the annual general meeting.

11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

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. Section 55 of the Act provides a prohibition against securing profits for members.

12. WINDING UP

The association may be wound up in the manner provided for in the Act.

13. APPLICATION OF SURPLUS ASSETS

If after the winding up of the association there remains “surplus assets” as defined in the Act, such surplus assets may be distributed to any organisation which has rules which prohibit the distribution of its assets and income to its members.

The association may determine to distribute surplus assets to nominated charities. Such organisation or organisations shall be identified and determined by a resolution of the committee. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

14. PUBLIC FUND

The Association will establish and maintain a public fund.

Donations will be deposited into the public fund listed on the Register of Cultural Organisations. These monies will be kept separate from other funds of the Association and will only be used to further the principal purpose of the Association. Investment of monies in this fund will be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

The fund will be administered by a subcommittee of the Board, a majority of whom, because of their tenure of some public office or their professional standing, have an underlying community responsibility, as distinct from obligations solely in regard to the cultural objectives of Move Through Life Inc.

No monies/assets in this fund will be distributed to members or office bearers of the Association, except as reimbursement of out-of-pocket expenses incurred on behalf of the fund or proper remuneration for services rendered.

The Department responsible for the administration of the Register of Cultural Organisations will be notified of any proposed amendments or alterations to provisions of the public fund, to assess the effect of any amendments on the public fund’s continuing Deductible Gift Recipient status.

Receipts for gifts to the public fund must state:

- The name of the public fund and that the receipt is for a gift made to the public fund
- The Australian Business Number of the organisation
- The fact that the receipt is for a gift; and
- Any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

Winding up clause

If upon the winding up or dissolution of the public fund, there remains after satisfaction of all its debts and liabilities, any property or funds, the property or funds shall not be paid to or distributed among its members, but shall be given or transferred to some other fund, authority or institution having objects similar to the objects of this public fund, and whose rules shall prohibit the distribution of its or their income among its or their members. Such a fund, authority or institution must be eligible for tax deductibility of donations under Subdivision 30-B, section 30-100, of the *Income Tax Assessment Act 1997* (the Act) and listed on the Register of Cultural Organisations maintained under the Act.

14. RULES

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. The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.

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. The Act provides that an alteration to a rule may be made by special resolution of the association unless other provision is made in the rules.

Note per requirements of Section 24(6) and 24(7):

Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the association, which does not come into force until registered by the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch.