

GENESIS COMMERCE CLUB INCORPORATED

1. RULES

1. The name of the Incorporated Association is Genesis Commerce Club Incorporated referred to herein as the Association.
2. In these Rules unless contrary intention appears:- Committee means the Committee of Management of the Association; meeting means a general meeting of members of the Association convened in accordance with these Rules:
3. member means a member of the Association:
4. the Act means the Association Incorporated Act. 1985;
5. the Regulations means the Associations Regulations, 1985.

2. OBJECTS AND PURPOSES

1. to be involved in promoting the common interests of members who are engaged in or associated with or interest in business pursuits:
2. to co-operate and liaise with other similar bodies and businesses in the State of South Australia:

3. POWERS

1. The Association shall have all of the powers concerned by Section 25 of the Act and without derogating from the generality thereof, shall in addition have the following specific powers, namely:-
2. To supply the funds of the Association towards any of the above objects or purposes:
3. To receive accept donations of and asset or description whatsoever:
4. To receive accept deal with and administer donations gifts bequests and devises of property both real and personal from any source or sources whatsoever whether upon specified trusts or otherwise:
5. To borrow from time to time the sums of money upon the terms and at the rates of interest (if necessary) to secure the repayment of those sums in the manner deemed expedient by the Association:
6. To invest and deal with the moneys of the Association not immediately required in the manner from time to time deemed expedient by the association and to vary and transpose any investments;
7. To deposit any moneys of the Association with any bank or institution and to open accounts current with any bank and to pay moneys into and withdraw moneys from and to overdraw any such accounts:
8. The income and property of the Association howsoever derived shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Association or to relatives of such members provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Association or to any member of the Association in return for any services actually rendered to the Association by way of its members:
9. To employ and remunerate accountants and other experts and any such other persons as may be necessary for the purpose of carrying out any of the objects of the Association:

4. MEMBERSHIP

1. Membership of the Club shall be of two classes.
 - a. Full membership will be offered to any person wishing and able to attend meetings regularly. There will be only one member of the Club selected from any specific area of business. In case a conflict is foreseen by an existing member when a new member is proposed, the existing member's membership shall prevail and the proposed new member's application must fail.
 - b. Remote membership is open to an existing member where circumstances make it difficult for continued regular attendance at meetings to be maintained. A remote member will pay such subscription as the Committee of Management deems fit, and will pay such other monies for each meeting attended. Should a new member from the same area of business as a remote member be proposed for membership of the Club, and the remote member is unable to return to full membership and attend meetings regularly, the remote member will be expected to resign from membership of the Club and make way for the new full member.
2. The Association may be comprised of such persons as shall be admitted as members by the Committee of Management who shall themselves constitute the election committee of the Association;
3. Every candidate for membership (other than a foundation member) shall be nominated by one member and seconded by another member both of whom shall know the candidate personally. The application for membership shall be made in writing signed by the candidate and his proposer (i.e. the Genesis Commerce Club Membership Application Form).
4. When the candidate has been accepted for membership the Secretary shall forthwith send to the candidate written notice of his acceptance:
5. The Committee may refuse to admit a person to the membership of the Association if it considers that such admission would be prejudicial to the interests or would impair the attainment of the objects of the Association

5. PROVIDED THAT

1. The Committee shall bring to the notice of the next general meeting of the Association any decision to refuse a person membership of the Association pursuant to this rule:
2. Any such decision may be reversed by resolution of the Association passed at a general meeting:
3. Membership is personal to the member himself and shall not in any manner be transferable by his own act or through any other person on his behalf or by operation of law;
4. No person under eighteen (18) years of age shall be admitted as a member of the Association:

6. SUBSCRIPTIONS

1. The annual subscription fee for members shall be recommended by the Committee and put to the members for approval at the Annual General Meeting.
2. The annual subscription as determined shall be payable annually on the 1st day of each quarter, namely January 1, April 1, July 1 and October 1.

3. Any member whose subscription is outstanding for more than three (3) months after the due date for payment shall cease to be a member of the Association PROVIDED ALWAYS that the Committee may reinstate such a persons membership on such terms as it thinks fit.
4. As at 1st April 2009, full membership is set at \$175.00 inc GST per quarter. Remote membership is set at \$50.00 inc GST per quarter plus \$25.00 inc GST per meeting attended, billed with the next quarter's subscription.

7. RESIGNATION

1. A member may resign from membership of the Association by giving written notice thereof to the Secretary or Public Officer of the Association.

8. 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 one week 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 event of an adverse determination the member shall (subject to sub-rule (d)) cease to be a member fourteen (14) days after the Committee has communicated its determination to him;
4. It shall be open to a member to appeal 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 fourteen (14) days after the determination of the Committee has been communicated to the member:
5. In the event of an Appeal under sub-rule the appellants 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 and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

9. THE COMMITTEE

1. The affairs of the Association shall be managed and controlled exclusively by an Executive 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 shall be comprised of five persons, all of whom shall be ordinary members of the Association. The Executive shall consist of the Chairperson, Vice-Chairperson, Social Secretary, Membership Director and the Treasurer:
3. The first Committee of the Association shall 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 which time one half of the members of the Committee shall retire but shall be eligible for reappointment. At each subsequent Annual General Meeting the two longest serving members of the Committee shall retire and shall be eligible for reappointment.

4. Notice of all persons seeking election to the Committee shall be given to all financial members of the Association with the notice of the time and place of the Annual General Meeting where the election will take place.
5. If only the required number of persons are nominated to fill existing vacancies, the Secretary shall report accordingly to the general meeting and the chairperson shall declare such persons duly elected as Committee members.

10. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of Committee members shall become vacant if a Committee member is:

1. disqualified by the Act;
2. expelled under these Rules;
3. permanently incapacitated by ill health;
4. absent without apology from more than three consecutive Committee meetings or more than three Committee meetings in the financial year;
5. no longer the duly appointed representative of a corporate member.

11. PROCEEDINGS OF COMMITTEE

1. The Committee shall meet together for the dispatch of the business at least quarterly
2. Questions arising at any meeting 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 the deliberative vote:
3. A quorum for a meeting of the Committee shall be three (3) members:
4. A member of Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act and shall not vote with respect to that Contract.

12. FINANCIAL YEAR

The first financial year of the Association shall be the period ending on the 30th June 2008 and thereafter a period of twelve (12) months ending on the 30th June in each year.

13. RULES

1. The Rules of the Association may be repealed, altered, added to or varied at any Annual General Meeting or any Special General Meeting of the Association provided that notice in writing shall have been given for that purpose by a minimum of ten per cent (10%) of financial members which notice shall fully set out the proposed repeal, alteration, addition or variation and such notice shall have been sent to the Secretary by Registered Mail or by personal delivery. Upon receipt of such petition the Secretary shall cause a Special General Meeting to be convened of the members of the Association due notice to be given as provided. Only business referred to in this notice convening such meeting shall be dealt with at a Special General Meeting. Any alteration to the Constitution shall be by three-quarters (3/4) majority decision of those present:
2. Any alteration to the Rules of the Association shall be registered with the
3. Commission as required by the Act:
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.

14. MEETINGS

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 the Act:
2. The first annual general meeting shall be held within eighteen (18) months after the incorporation of the Association, and thereafter within five (5) months after the end of the financial year of the Association:
3. A Special General Meeting may be called by:
 - (i) The Committee:
 - (ii) By a receipt of a written petition signed by not less than ten percent (10%) of the total number of financial members. Such a petition shall fully set out the reason for calling the Special General Meeting and shall be given to the Committee. Upon receipt of any such petition the Committee shall cause a Special General Meeting to be convened for the purpose specified in the requisition within twenty-eight (28) days:
4. If a Special General Meeting is not convened within twenty-eight (28) days as required by sub-rule (c) the requisitionists may convene a Special General Meeting.
5. Such a meeting shall be convened in the same manner 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:
6. Subject to sub-rule (g) at least fourteen (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:
7. The following business shall be transacted at the Annual General Meeting:-
 - (i) The Minutes of the previous Annual General Meeting shall be read and any business arising shall be discussed:
 - (ii) Adoption of the Annual Income and Expenditure Statement and the Balance Sheet:
 - (iii) Election of Members of the Management Committee:
 1. All positions shall be declared vacant:
 2. Retiring Committee members shall be eligible for nomination:
 3. The retiring Chairperson shall act as Returning Officer to facilitate the election of the next Committee and Executive of the Committee.
 - (iv) Further business:
 - (v) Chairpersons Annual Report
 - (vi) Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty one (21) days prior to the date of the meeting:
 - (vii) 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 causing one to be published in a newspaper: Where a

notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to a member by ordinary prepaid mail. If notice is published in a daily newspaper, notice is deemed to be effected if the notice appears.

15. PROCEEDINGS AT MEETINGS

1. Five (5) members present personally or by proxy shall constitute a quorum at any general meeting:
2. If within thirty (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 meeting shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within three (3) minutes of the time appointed for the meeting the members present shall form a quorum:
3. The Chairperson of the Committee or if there shall no Chairperson, then the Vice-Chairperson of the Committee or in their absence, or on their declining to take, or retiring from the chair, one of the Committee members chosen by meeting shall preside as Chairperson at every general meeting of the Association:
4. If there is no such Chairperson or Vice-Chairperson present within five (5) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chairperson:
5. The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
6. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members:
7. At any general meeting, a resolution put to 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, shall unless a poll is demanded by conclusive evidence of the fact, without proof of the number or proportion of votes recorded in favour of, or against, the resolution:
8. If a poll is demanded by the Chairperson of the meeting or by three or more members present personally or by proxy it shall be taken in such manner as the Chairperson directs. The result of such poll shall be the resolution of the meeting except that in the case of a special resolution of a majority of not less than two thirds of the members who being entitled to do so vote personally or by proxy at the meeting is required:
9. A poll demanded on the election of a Chairperson of a meeting or on any question of an adjournment shall be taken at the meeting and without adjournment.

16. MINUTES

1. Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee, shall be entered within one (1) month after the relevant meeting in minute books kept for the purpose:

2. The minutes kept pursuant to the Rule shall be signed by the Chairperson of the meeting at each the proceedings took place or by the Chairperson of the next succeeding meeting;
3. Where minutes are entered and signed, they shall until the contrary is proved by 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.

17. VOTING RIGHTS

1. Subject to these Rules each member present in person or by proxy shall be entitled to one vote:
2. A member being a body corporate shall be entitled to appoint one person who need not be a member of the Association to represent it at a particular meeting or at all meetings of the Association. That person shall be appointed by the corporate member by a resolution of its board which shall be authenticated under its seal. Such a person shall be deemed to be a member of the Association for all purposes until the authority to represent the corporate member is revoked.

18. PROXIES

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be his proxy, and to attend and vote at am meeting of the Association.

19. ACCOUNTS AND AUDITORS

1. The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial positions of the Association:
2. If the Association is or becomes one to which Division II of the Act applies it shall cause the accounts of the Association to be prepared and audited in the manner set out in Division II of the Act.

20. WINDING UP

Subject to Part V of the Act, the Association may be wound up in the following manner:-

1. By resolution passed by a majority of at least three-quarters (3/4)of the members present at a Special General Meeting called for the purpose of considering the winding up of the Association.

21. APPLICATION OF SURPLUS ASSETS

Subject to the Act is after winding up of the Association there remains surplus assets as defined in the Act, such surplus assets may be appropriated in a manner decided by special resolution of the Association so long as such a resolution does not provide that the assets available for distribution be distributed amongst the members or former members of the Association.

22. INTERPRETATION

Words importing the masculine gender shall also include the feminine gender, and words importing singular shall also include plural and vice versa provided in all instances that the context so permits.