

## ASSOCIATIONS INCORPORATION ACT 1985

### RULES OF

### SA POLICE LEGACY INC

1. The name of the incorporated Association is **SA POLICE LEGACY INC** referred to herein as “the Association”.
2. In these rules, unless the contrary intention appears:
  - 2.1 “Act” means the *Associations Incorporation Act, 1985*;
  - 2.2 “Aid” means aid, assistance and benefits of any kind including:
    - 2.2.1 monetary aid;
    - 2.2.2 in kind assistance;
    - 2.2.3 preferential interest rates and discounts; and
    - 2.2.4 guarantee or indemnity given by the Association on behalf of Legatees and Young legatees,which the Board determines to be appropriate;
  - 2.3 “Annual General Meeting” means a General Meeting held in accordance with Part 4, Division 3 of the Act;
  - 2.4 “Approved Applicant” means an Eligible Applicant whose Application for aid has been approved by the Board;
  - 2.5 “Approved Duration” means:
    - 2.5.1 In relation to a serving South Australian Police Officer for a period to be determined by the Board;
    - 2.5.2 In relation to a retired deceased South Australian Police Officer for a period to be determined by the Board
    - 2.5.3 In relation to a serving South Australian Police Officer whose non police current Spouse or Domestic Partner has passed for a period to be determined by the Board;
  - 2.6 “Board” means the Board of Management of the Association;
  - 2.7 “Board Meeting” means a meeting of the Board;
  - 2.8 “Board Member” means a member of the Board;

- 2.9 “Chairperson” in relation to any General Meeting or Board Meeting, means the person acting or elected as chairperson of that meeting in accordance with this Constitution;
- 2.10 “Child” or “children” means a dependant son or daughter up to the age of 21 years including biological offspring, unborn child, adopted child; or any other wholly dependent child or a child that has been cared for and maintained wholly by the Member at the date of Member’s death, and includes a child of a same sex union, but excludes step-children with ineligible Domestic Partners and/or ineligible Spouses;
- 2.11 “Commissioner of Police” means the person appointed as Commissioner of Police from time to time under the *Police Act (SA) 1998*;
- 2.12 “Discretionary Aid” mean aid provided on a one-off basis and for a specific purpose to serving Police Officers, or their immediate family, who face serious health issues, at the complete discretion of the Board.
- 2.13 “Domestic Partner” means a partner of a Member if he or she is, on the date of death, living with that Member in a close personal relationship on a genuine domestic basis and he or she:
- 2.13.1 Has so lived with that Member continuously for a period of 3 years immediately preceding the date of death provided that they commenced living together prior to the Member being a Retired Police Officer; or
  - 2.13.2 has a child, whom he or she and the Member are the parents, and the child was born whether or not the child is still living at the date of death provided that they commenced living together prior to the Member being a Retired Police Officer; or
  - 2.13.3 Has a current registered relationship in the State of South Australia provided that they commenced living together prior to the Member being a Retired Police Officer; or
  - 2.13.4 Any of 2.13.1, 2.13.2 or 2.13.3 where the partner and the Member commenced living together after the Member became a Retired Police Officer and the Board deems them eligible;
- 2.14 “Eligible Applicant” means: the current Spouse or Domestic Partner and/or Child of a deceased serving Police Officer; or

- 2.14.1 the current Spouse or Domestic Partner and/or Child of a deceased retired Police Officer; or
- 2.14.2 the children of a serving Police Officer whose non police current Spouse or Domestic Partner has passed away; or
- 2.14.3 A serving Police Officer eligible for discretionary aid or
- 2.14.4 any other person the Board deems eligible;
- 2.15 “General Meeting” means an Annual General Meeting or a Special General Meeting;
- 2.16 “Include” or “including” means without limitation;
- 2.17 “Legatee” means:
  - 2.17.1 The Spouse or Domestic Partner of a deceased Member; or
  - 2.17.2 a Member who is determined by the Board to be in need of Aid in accordance with criteria established by the Board from time to time;
- 2.18 “Legator” means a person appointed by the Board to be responsible for a Legatee;
- 2.19 “Liaison Officer” means the Board Member who holds office under this Constitution as Liaison Officer of the Association from time to time;
- 2.20 “Life Member” means a member elected as a life member pursuant to rule 10 and “Life Membership” shall have a corresponding meaning;
- 2.21 “Manager” means:
  - 2.21.1 the Board Member who holds office under this constitution as manager from time to time of the Association; or
  - 2.21.2 the public officer of the Association if no person holds the office as manager of the Association;
- 2.22 “Member” means a member of the Association and “Membership” shall have a corresponding meaning;
- 2.23 “Police Association of South Australia” means the unincorporated entity operating under ABN 73 802 822 770;
- 2.24 “Police Credit Union” means Police Credit Union Limited (ACN 087 651 205) of 17-23 Carrington Street Adelaide SA 5000 ;
- 2.25 “Police Officer” means an in-service sworn member of SAPOL;
- 2.26 “Police Welfare Section” means the section of SAPOL which provides welfare services and support;

- 2.27 “Police Widow” means the Spouse of a deceased Police Officer;
- 2.28 “President” means the person who holds office under this constitution as president of the Board from time to time;
- 2.29 “Register” means the register of Members;
- 2.30 “Regulations” means the Associations Regulations, 1985;
- 2.31 “Retired Police Officer” means a former Police Officer who has left SAPOL due to old age or incapacity to serve;
- 2.32 “Retired Police Officers Association” means the South Australian Retired Police Officers Association Incorporated;
- 2.33 “SAPOL” means the South Australia Police;
- 2.34 “Special General Meeting” means a General Meeting other than an Annual General Meeting;
- 2.35 “Special Resolution” means the same as the *Associations Incorporation Act 1985*.
- 2.36 “Spouse” means in relation to a person:
  - 2.36.1 the husband or wife of that person provided that the marriage was solemnised prior to the Member being a Retired Police Officer; or
  - 2.36.2 the Domestic Partner of that person; within the meaning of the *Family Relationships Act (South Australia) 1975* provided that they met the definition prior to the Member being a Retired Police Officer; or
  - 2.36.3 any of 2.36.1 or 2.37.2 where the spouse and the Member solemnised their marriage after the Member became a Retired Police Officer or met the definition of the *Family Relationships Act (South Australia) 1975* after the Member became a Retired Police Officer and the Board deems them eligible
- 2.37 “Vice-President” means the person who holds office under this constitution as vice-president of the Board from time to time;
- 2.38 “Young legatee” means the Child of a Member;
- 2.39 Words denoting any gender include all genders.

### **3. OBJECTS AND PURPOSES**

The objects of the Association are:

- 3.1 to render aid to Eligible Applicants for an Approved Duration;
- 3.2 to raise funds for the purpose of advancing the objects of the Association including seeking funds by way of loan, grant or donation from private persons, governmental and private bodies and agencies;
- 3.3 to do all such lawful things as may be incidental or conducive to the attainment of the above objects.

### **4. NOT FOR PROFIT INSTITUTION**

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

### **5. POWERS**

The Association shall have all the powers conferred by Section 25 of the Act together with any powers specifically conferred by these rules.

### **6. BORROWING POWERS**

- 6.1 Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of the Association.
- 6.2 Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.

### **7. OTHER POWERS**

The Association may:

- 7.1 take any gift or property, whether subject to a special trust or not, for the purpose of the objects of the Association;
- 7.2 within the ambit of the objects of the Association, allocate funds for the specific purpose (if any) for which the same was received;

### **8. GIFT FUND**

- 8.1 The Association must maintain for the principal purpose of the Association a “gift fund” which complies with Subdivision 30-BA of the Tax Act.

8.2 The Association must use the gift fund only for the principal purpose of the Association.

8.3 At the first occurrence of one of the following events:

8.3.1 the winding up of the gift fund; and

8.3.2 the revocation of the Association's endorsement under Subdivision 30–BA of the Tax Act,

the Association must transfer any surplus assets of the gift fund to a fund, authority or institution gifts to which can be deducted under Division 30 of the Tax Act.

8.4 In this rule, "Tax Act" means the *Income Tax Assessment Act 1997*.

## **9. MEMBERSHIP**

Any person who for so long as he or she is a Police Officer or a Retired Police Officer shall be a Member without the need for any application for Membership or Board approval.

## **10. LIFE MEMBERSHIP**

10.1 Any Member or other person who has rendered meritorious service to or on behalf of the Association in accordance with any criteria for Life Membership determined by the Board from time to time may, on the recommendation of the Board, be nominated for election as a Life Member at an Annual General Meeting.

10.2 Any Member elected as a Life Member shall remain a Member until the earlier of that Member's death or removal of Life Membership under rule 12.

## **11. NO SUBSCRIPTIONS**

There shall be no subscription fee for Membership or other membership fee payable by Members at any time.

## **12. RIGHTS OF MEMBERS**

12.1 Subject to these rules, each Member present in person or by proxy at a General Meeting shall be entitled to one vote.

12.2 A Member being a body corporate shall be entitled to appoint one person who need not be a Member to represent it at a particular General Meeting or at all General Meetings. 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 for all purposes until the authority to represent the corporate Member is revoked.

12.3 A Member shall be entitled to appoint in writing a natural person who is also a Member to be his or her proxy, and attend and vote at any General Meeting.

- 12.4 A right, privilege or obligation of a person by reason of his or her Membership:
  - 12.4.1 is not capable of being transferred or transmitted to another person;
  - 12.4.2 terminates upon the cessation of Membership whether by death, resignation as a Police Officer, or removal of Life Membership, or any other reasons provided under this constitution.

### **13. REMOVAL OF LIFE MEMBERSHIP**

- 13.1 Subject to giving a Life Member an opportunity to be heard or to make a written submission, the Board may resolve to remove Life Membership from a Life Member in any way the Board deems fit or necessary. Removal of a Life Membership may be warranted by actions consisting of, but not limited to, unacceptable, inappropriate or improper conduct, criminal actions (whether they are pending, anticipated or finalised) or any conduct which could be seen to be detrimental to the interests of SA Police Legacy SA or conduct that may, is likely to or has brought SA Police Legacy SA into disrepute.
- 13.2 Particulars of the charge shall be communicated to the Life Member at least one calendar month before the Board Meeting at which the matter will be determined.
- 13.3 The determination of the Board shall be communicated to the Life Member, and in the event of an adverse determination the Life Member shall, subject to rule 13.4, cease to be a Life Member 14 days after the Board has communicated its determination to the Life Member.
- 13.4 It shall be open to a Life Member to appeal to the Association against the removal of Life Membership in a General Meeting. The intention to appeal shall be communicated to the Manager within 14 days after the determination of the Board has been communicated to the Life Member.
- 13.5 In the event of an appeal under rule 13.4, the appellant's Life Membership shall not be removed unless the determination of the Board to remove Life Membership is upheld by the Members in a General Meeting after the appellant has been heard, and in such event, Life Membership will be removed at the date of the General Meeting at which the determination of the Board is upheld.

### **14. POWERS OF THE BOARD**

- 14.1 The affairs of the Association shall be managed and controlled exclusively by a Board 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 a General Meeting.
- 14.2 Without limiting the generality of rule 14.1, the Board shall have the power to:

- 14.2.1 receive, consider, grant or reject all applications for Aid by or on behalf of any Legatee or Young legatee and to determine, as it sees fit, the amount, terms and form of Aid in each case;
  - 14.2.2 lend or invest any monies of the Association not immediately required for its objects to such persons and in such a manner as may be determined by the Board from time to time, provided however that investments shall of preference be with the Police Credit Union or with a financial institution or other government approved institution;
  - 14.2.3 subject to any contract of employment or engagement between the Association and the Manager, determine the remuneration payable to the Manager by the Association;
  - 14.2.4 subject to any contract of employment or engagement between the Association and the Liaison Officer, determine the remuneration payable to the Liaison Officer by the Association;
  - 14.2.5 appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may in writing delegate any of its powers to such officers and employees;
  - 14.2.6 approve disbursements of all funds;
  - 14.2.7 give any guarantee for payment of money (with respect to savings account or otherwise) and/or performance of any obligation and undertaking howsoever arising;
  - 14.2.8 determine the appropriate persons entitled to enter into and sign legally binding documents on behalf of the Association.
- 14.3 The Board shall determine any dispute or difference which may arise as to:
- 14.3.1 the meaning or interpretation of these rules;
  - 14.3.2 the powers of the Board; and
  - 14.3.3 the powers of any committee it appoints under rule 19,
- and the Board's decision shall be final and binding upon all Members.
- 14.4 The Board may invite persons to hold the position of Patron or Vice Patron of the Association for a term of office as the Board may determine. The Patron and Vice-Patron shall act as figureheads of the Association and shall have no powers, obligations or responsibilities in relation to the affairs of the Association except as directed by the Board.

## **15. COMPOSITION OF THE BOARD**

- 15.1 The Board shall comprise:



- 15.1.1 a minimum of 5 and a maximum of 7 Board Members who are duly elected under rule 16;
  - 15.1.2 1 Board Member appointed by the Commissioner of Police;
  - 15.1.3 1 Board Member appointed by the Police Association of South Australia;
  - 15.1.4 1 Board Member appointed by the Police Credit Union;
  - 15.1.5 1 Board Member appointed at the discretion of the board. The appointment of the Board Member under this section is not contingent on the Board Member being a member of the association.
- 15.2 The Board Members appointed respectively by the Commissioner of Police, the Police Association of South Australia, the Police Credit Union and by the discretion of the board shall each hold office for such time as their appointor decides and in the event that such office becomes vacant, the appointor may appoint a Member to such office.
- 15.3 The office bearers of the Association shall be the President and the Vice-President who shall be elected by the Board in accordance with rule 18.7.

## **16. ELECTION OF BOARD MEMBERS**

- 16.1 At each Annual General Meeting, elected Board Members who have served 2 consecutive years shall retire to ensure that no elected Board Member serves more than 2 years without having stood for re-election.
- 16.2 The Board Members to retire in any year shall consist of those elected Board Members who have been longest in their office since last elected, but retiring Board Members elected on the same day shall, unless otherwise agreed among themselves, be determined by drawing lots.
- 16.3 A retiring Board Member shall be eligible to stand for re-election without nomination.
- 16.4 Subject to rule 16.3, a person seeking election as a Board Member must be nominated by 2 Members. The nomination in writing must be delivered to the Manager at least 30 days before the Annual General Meeting at which the election is to take place. The nomination must be signed by the proposers and by the nominee to signify a willingness to stand for election.
- 16.5 Notice of all persons seeking election to the Board shall be given to all Members no sooner than 14 days prior to the Annual General Meeting. This notice includes notice given by way of a proxy form.
- 16.6 If the nominations received are less than or equal to the number of vacancies in elected Board Member positions, the Manager shall report accordingly to the

Annual General Meeting, and the Chairperson shall declare such persons duly elected as Board Members.

- 16.7 If the number of nominations exceeds the number of vacancies to be filled, a ballot will be held.
- 16.8 All those elected (or re-elected) to the Board under this rule 15 must be financial Members.
- 16.9 The Board may appoint a natural person to fill a casual vacancy in Board positions for elected Board Members, and such a Board Member shall hold office until the next Annual General Meeting and shall be eligible for election to the Board at such Annual General Meeting.
- 16.10 Vacancies unfilled or arising from the office bearers may be filled by the Board by co-opting other Board Members for the unexpired remainder of term.

## **17. DISQUALIFICATION OF BOARD MEMBERS**

The office of Board Member shall become vacant if a Board Member:

- 17.1 in the case of a Board Member elected under rule 16, ceases to be a Member;
- 17.2 resigns from office by notice in writing;
- 17.3 is disqualified by the Act;
- 17.4 is permanently incapacitated by ill health;
- 17.5 is absent without apology from more than three consecutive Board Meetings, or more than three Board Meetings in a financial year.

## **18. PROCEEDINGS AT BOARD MEETINGS**

- 18.1 The Board shall meet together for the despatch of business at least 3 times per annum.
- 18.2 The President or 2 other Board Members shall have the power to convene a meeting of the Board.
- 18.3 A quorum for a Board Meeting shall be five (5) Board Members.
- 18.4 The President shall preside as Chairperson at a Board Meeting and if the President is absent, other Board Members present at the Board Meeting shall elect a Chairperson for that meeting from among themselves.
- 18.5 Questions arising at any Board 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 a deliberative vote.

- 18.6 A Board Member having a pecuniary interest in a contract with the Association must disclose that interest to the Board as required by the Act, and shall not vote with respect to that contract.
- 18.7 At each Board Meeting immediately following an Annual General Meeting at which Board Members are elected to the Board, the Board shall elect from those elected Board Members the required office bearers referred to in rule 15.
- 18.8
- 18.8.1 A Board Meeting may be held with 1 or more of the Board Members taking part by telephone or video link, and such Board Members shall be regarded as present at the meeting if the meeting is so conducted so that such Board Member or Board Members is or are able to hear the proceedings of the entire meeting and to be heard by all others attending the meeting.
- 18.8.2 Without limiting rule 18.8.1, a Board Meeting may be called or held using any technology consented to by all Board Members. The consent may be a standing one and can only be withdrawn by a Board Member on 7 days' notice.
- 18.8.3 A Board Meeting conducted in accordance with rules 18.8.1 or 18.8.2, shall be deemed to be held at such place as shall be agreed upon by the Board Members, provided that at least 1 of the Board Members present at the meeting was at such place for the duration of that meeting.
- 18.9 If all the Board Members have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a Board Meeting held on the day on which the document was signed and at the time at which the document was last signed by a Board Member or if the Board Members signed the document on different days then on the day on which and at the time at which the document was last signed by a Board Member.
- 18.10 For the purposes of rule 18.9, 2 or more separate documents containing statements in identical terms each of which is signed by one or more Board Members shall together be deemed to constitute one document containing a statement in those terms signed by those Board Members on the respective days on which they signed the separate documents.
- 18.11 A reference in rule 18.10 to all Board Members does not include a reference to a Board Member who at a Board Meeting would not be entitled to vote on the resolution.

## **19. COMMITTEES OF THE BOARD**

- 19.1 The Board may from time to time appoint from the Members or the Board Members, such committees as it may deem necessary and may depute or refer to them such of the powers and the duties of the Board as the Board may determine.

- 19.2 The Board may nominate a Board Member as a chairperson of a committee or committees appointed under rule 19.1 as it thinks fit.
- 19.3 Each committee shall report its proceedings to the Board and shall conduct its business in accordance with any rules and or directions of the Board which may act itself in any manner notwithstanding the existence of a committee formed for that purpose.

## **20. CONVENING OF GENERAL MEETINGS**

- 20.1 The Board may call a Special General Meeting at any time, and shall call an Annual General Meeting in accordance with the Act.
  - 20.1.1 The board will provide members notice of a Special General Meeting in accordance with paragraph 20.1.1 no later than 14 days prior to the meeting.
- 20.2 Upon a requisition in writing of not less than 20 Members, the Board shall within 1 month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- 20.3 Every requisition for a Special General Meeting shall be signed by the Members making the same, shall state the purpose of the meeting and be sent to the Manager.
- 20.4 If a Special General Meeting is not convened within 1 month as required by rule 20.1.1, the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a General Meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionists are supplied free of charge with particulars of the Members entitled to receive a notice of General Meetings. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- 20.5 Subject to rule 20.7, at least 14 days' notice of a 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.
- 20.6 In the case of an Annual General Meeting, the order of the business at the meeting shall be:
  - 20.6.1 to confirm the minutes of the last preceding Annual General Meeting and of any subsequent Special General Meeting;
  - 20.6.2 to consider the accounts and reports of the Board and the auditors on the last preceding financial year;
  - 20.6.3 the appointment of auditors and Board Members;
  - 20.6.4 the appointment of Members as Life Members; and

- 20.6.5 any other business requiring consideration by the Association in General Meeting.
- 20.7 Notice of a General Meeting at which a Special Resolution is to be proposed shall be given at least 45 days prior to the date of the meeting.
- 20.8 A notice may be given by the Association to any Member by:
  - 20.8.1 serving the Member with the notice personally;
  - 20.8.2 by sending it by post to the address appearing in the Register; or
  - 20.8.3 by putting a notice in the South Australia Police Gazette or;
  - 20.8.4 by any other way the Board deems fit.
- 20.9 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 the Member by ordinary prepaid mail.

## **21. PROCEEDINGS AT GENERAL MEETING**

- 21.1 6 Members present personally or by proxy shall constitute a quorum at a General Meeting.
- 21.2 If within 30 minutes after the time appointed for a General Meeting a quorum of Members is not present, a Special General 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 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- 21.3 The President or in his or her absence, then the Vice-President shall preside as Chairperson at every General Meeting.
- 21.4 If there is no such President or Vice-President present within five minutes after the time appointed for holding the General Meeting, the Members present may choose one of their number to be the Chairperson of the meeting.
- 21.5 The Chairperson may with the consent of any General 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 General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 21.6 When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting shall be given as if that meeting were an original General Meeting.
- 21.7 At any General Meeting, a resolution put to a vote shall be decided by simple majority on a show of hands, and a declaration by the Chairperson that a resolution has been carried or lost, shall unless a poll is demanded, be

conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

- 21.8 If a poll is demanded by the Chairperson or by 3 or more Members present personally or by proxy at any General Meeting, it shall be taken in such manner as the Chairperson directs. The result of such poll shall be the resolution of the General Meeting.
- 21.9 A poll demanded on the election of a Chairperson of a General Meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.
- 21.10 If a poll is demanded in relation to a resolution for the election of a Member or Members to the Board at any General Meeting then:
  - 21.10.1 the election shall take place by way of secret ballot;
  - 21.10.2 the Board shall appoint a returning officer for the election;
  - 21.10.3 the returning officer shall be responsible for the conduct of the ballot and shall declare the results of the ballot to Members present at the meeting; and
  - 21.10.4 the returning officer shall destroy all ballot papers after the announcement of the result of the ballot.
- 21.11 In the case of an equality of voting on a resolution, the Chairperson of the General Meeting shall have a casting vote.

## **22. MINUTES**

- 22.1 Proper minutes of all proceedings of General Meetings and of Board Meetings shall be entered promptly after the relevant meeting in minute books kept for the purpose.
- 22.2 The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- 22.3 Where minutes are entered and signed 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 appointments made at a meeting shall be deemed to be valid.

## **23. FINANCIAL YEAR**

The financial year of the Association begins on 1 July and ends on 30 June the following year.

## **24. ACCOUNTS**

The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

## **25. LIFE MEMBER REGISTER**

25.1 The Manager shall keep and maintain a Register of Life Members under rule 10 which shall contain:

25.1.1 the name and address of each such Life Member;

25.1.2 the date on which each such Life Member was admitted to Membership; and

25.1.3 if applicable, the date of, and reason(s) for, termination of such Life Membership.

25.2 The Register shall be available for inspection by Members during normal office hours at the office of the Association or such other locations determined by the Board from time to time.

## **26. RULES**

26.1 Subject to approval by a Special Resolution, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the relevant authority as required by the Act.

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

## **27. THE SEAL**

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

27.2 The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by 2 Board Members or 1 Board Member and the Manager.

27.3 The seal shall be kept in the custody of the Manager or such other person as the Board may from time to time decide.

## **28. WINDING UP**

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

## **29. APPLICATION OF SURPLUS ASSETS**

If after the winding up of the Association there remain “surplus assets” as defined in the Act, such surplus assets shall not be paid to or distributed among any Member but shall be given or transferred to one or more funds, authorities or institutions (as determined by the Board) that:

- 29.1 has objects similar to the objects of the Association;
- 29.2 is a fund, authority or institution to which tax deductible gifts may be made under Division 30 of the Income Tax Assessment Act 1997.

## **30. INDEMNITY**

30.1 Subject to the Act, every person who is or has been an Officer or auditor of the Association shall be indemnified out of the property of the Association against any liabilities, losses, costs, expenses and damages whatsoever sustained or incurred directly or indirectly in connection with that person’s position as an Officer or auditor of the Association and the discharge by the person of his or her duties as an Officer or auditor of the Association except:

- 30.1.1 a liability owed to the Association; or
- 30.1.2 a liability that did not arise out of conduct in good faith; or
- 30.1.3 legal costs in defending or resisting proceedings in which the person is found by a court to have a liability for which the person cannot be indemnified under any of the foregoing provisions of this rule; or
- 30.1.4 legal costs in defending or resisting criminal proceedings in which the person is found guilty.

30.2 For the purposes of this rule:

- 30.2.1 “Officer” means a Board Member, a member of a committee of the Association or someone who is otherwise an officer as defined under the Act;
- 30.2.2 “legal costs” means legal costs on a solicitor and client basis; and
- 30.2.3 the outcome of legal proceedings means the outcome of the proceedings and any appeal in relation to the proceedings.

30.3 The Association need not indemnify a person under this rule in respect of a liability to the extent that the person is entitled to an indemnity in respect of that liability under a contract of insurance.

30.4 Where a person seeks to rely on the indemnities contained in this rule, that person shall:

- 30.4.1 immediately notify the Association of any claim which gives rise to or could give rise to a liability of the Association to that person;



- 30.4.2 permit the Association to conduct any negotiations and legal proceedings in respect of the claim in the name of the person and to have the sole arrangement and the control of such negotiations or proceedings and to settle or compromise the claim or make any admission or payment in relation thereto;
- 30.4.3 not make any admission without the prior written consent of the Association;
- 30.4.4 promptly render all reasonable assurance and co-operation to the Association as requested by the Association.
- 30.5 The Association shall make available for inspection by any person who is or has been an Officer of the Association the books of the Association at all reasonable times for the purposes of any investigations or legal proceedings whether directly or indirectly in connection with that person's position as an officer or auditor of the Association:
  - 30.5.1 to which the person is a party; or
  - 30.5.2 that the person proposes in good faith to bring; or
  - 30.5.3 that the person has reason to believe will be brought against the person.

### **31. FUNDS**

- 31.1 The funds of the Association shall be derived from donations, grants and such other sources as the Board determines.
- 31.2 All monies coming to the Association shall be deposited at such financial institution as shall be determined by the Board from time to time.

### **32. MANAGER**

- 32.1 In addition to the functions stated elsewhere in this constitution, the Manager shall be responsible for:
  - 32.1.1 keeping minutes of all General Meetings and Board Meetings;
  - 32.1.2 except as otherwise provided in this constitution, keeping under his or her control all books, documents and securities of the Association.
- 32.2 The Manager shall also:
  - 32.2.1 collect and receive all monies due to the Association and make all payments authorised by the Association;
  - 32.2.2 keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association, such accounts and books to be available for inspection by Members during normal office hours at the

office of the Association or such other locations determined by the Board from time to time.

- 32.3 All moneys coming into the hands of the Manager shall be deposited at such financial institutions as shall be determined by the Board from time to time. All payments shall be made by crossed cheque, signed by the Manager and one other Board Member or by any other means (including use of credit/debit cards and any electronic means) approved by the Board from time to time subject however to any restrictions or limitations imposed by the Board in respect of such means of payment.

### **33. POLICIES**

- 33.1 All Board Members, Members and Employees are bound by all policies engaged or enacted by SA Police Legacy Inc.

33.2 The policies of SA Police Legacy Inc. are to be reviewed periodically at the discretion of the Board.



**RULES OF**  
**SA POLICE LEGACY**  
**INC**

**A 18938**

Lodged with CBS on 24<sup>th</sup> October 2022,  
amendment to Rule 15.3

