

# **CONSTITUTION OF SOUTH AUSTRALIAN ASSOCIATION for MEDIA EDUCATION (S.A.A.M.E.)**

**DRAFT**  
**11 Jan 2025**

## **1. NAME**

The name of the Association is the SOUTH AUSTRALIAN ASSOCIATION FOR MEDIA EDUCATION INC. The registered address for correspondence shall be PO Box 300, Ingle Farm, South Australia 5098.

## **2. DEFINITIONS**

In this Constitution and all Rules and by-laws made hereunder unless inconsistent with the context or subject matter:-

“The Association” means The South Australian Association for Media Education, also known as S.A.A.M.E.

“Executive” means the duly elected Committee of Management for the time being of the Association.

“General Meeting” means a General Meeting of the Association whether Annual or Extraordinary.

“Meeting” means either a meeting in person or live by electronic means.

“Rules” means the Rules made under the rule making power conferred by this Constitution.

## **3. AIMS**

The aims of the Association shall be:-

- (a) To provide communication and a forum for the free exchange of ideas between teachers of Media Studies.
- (b) To initiate, organize and administrate training programs, workshops, seminars and social functions for members, students and other interested groups.
- (c) To promote communication between primary, secondary, tertiary, industrial, professional and community bodies involved in the Media.
- (d) To actively seek publicity by the promotion of films, exhibitions, study projects and curricula.
- (e) To research and report on curricula and equipment for use by members.
- (f) To regularly distribute relevant information to its members.
- (g) To encourage students who have media skills and assist in the development of these skills.

- (h) To assist members to obtain grants and financial assistance for self-initiated programs.
- (i) To publish, the Association's periodical in line with the aims of the Association.
- (j) To liaise with other Associations having similar aims.
- (k) To take any other action designed to further the aims of the Association.

#### **4. POLICY**

The income and property of the Association shall be applied solely to the promotion of its aims and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profits to the members provided that remuneration may be paid in good faith to officers and servants of the Association or other persons in return for services actually rendered, to members for goods, articles or services supplied to the Association in the ordinary way of business, or payment of out of pocket expenses where either general or specific approval has been given by the Executive.

#### **5. POWERS**

The Association shall have the following powers:-

- (a) To solicit and receive any real or personal property by way of gift, contribution, devise, or bequest from any Government, Government agency, person, organisation, firm or corporation for the purpose of carrying out the aims of the Association.
- (b) To purchase, take on lease, or in exchange, hire or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto on such terms and conditions as it thinks fit.
- (c) To sell, exchange, lease, licence, mortgage, lend with or without interest, hire, dispose of, turn to account, or otherwise deal with all or any part of the real and personal property of the Association.
- (d) To associate or co-operate with any person, firm, corporation or body for the purpose of furthering or promoting the aims of the Association and to enfranchise or licence the use of the Association periodical or the property of the Association including the use of its name, goodwill and facilities.
- (e) To invest and deal with the moneys of the Association not immediately required for purposes of the Association in such manner as may from time to time be determined.
- (f) To appoint, employ and pay officers and servants and to dismiss or suspend any officer or servant.
- (g) To become affiliated with or subscribe to any other association or body whose aims are similar to the aims of the Association and if thought fit to withdraw or retire from any such association or body.

## **6. MEMBERSHIP**

- (a) Membership of the Association shall consist of the classes of Honorary Life Members, Individual Members, Concessional Members, Corporate Members, and such further or other classes as may be prescribed in the Rules which shall define the rights and obligations attaching to each class.
- (b) Each member shall pay such joining fee and membership fee as shall from time to time be determined by the Executive. The Executive shall have power to remit any joining fee or membership fee or any part thereof.

A member shall cease to be a member of the Association:-

- i. On death
- ii. On resignation in writing.
- iii. By non-payment of membership fees within two months of
- iv. The due date for payment thereof;
- v. By expulsion by a three-quarter majority vote of the Executive.

Each member of the Association shall at all times observe and comply with the Constitution Rules and by-laws of the Association.

## **7. GENERAL MEETINGS**

- (a) The Annual General Meeting of the Association shall be held in February each year at such time and place as shall be determined by the Executive for the purpose of receiving the Annual Report and audited financial statements, conducting elections for the Executive and other honorary positions confirming any deletions alteration or additions to the Rules and transacting any business which the President of the Meeting considers proper or which is required by this Constitution to be transacted.
- (b) An Extraordinary General Meeting may be called by the Executive any time and shall be called by the Executive on the written requisition of at least twenty financial members or ten percent of all members (which is the lesser) and such meeting shall be held at such time and place as shall be determined by the Executive.
- (c) The notice for any General Meeting shall specify the place, date and hour of the meeting, the nature of any Special Business, the position names and details of positions for election to the Committee, and the closing dates for nominations for those positions. Such notice shall be posted out to members not less than 2 weeks before the date of the meeting.
- (d) Accidental omission to send or delay in sending or giving any notice or non-receipt of any notice will not invalidate any meeting, nomination, resolution or election.
- (e) At any General Meeting of the Association twelve members, or ten percent of members, eligible to vote (whichever is the lesser) shall constitute a quorum.

- (f) If within half an hour from the time appointed for a General Meeting a quorum of members is not present, the meeting if convened upon the requisition of members shall be dissolved but in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum of members be not present, the members present shall be a quorum and may transact the the business for which the meeting was called.
- (g) The President of the Association, or in his/her absence, one of the Vice Presidents, or in their absence, the Secretary shall preside at every General Meeting of the Association.
- (h) Each Honorary Life, Individual, Concessional and Corporate Member of the Association shall be entitled to be present and to exercise one vote in person, or in the case of Corporate Members two votes by proxy, at all General Meetings of the Association. Such members shall only be entitled to exercise their voting rights on presentation of evidence of their current membership. Except for Corporate Members, there shall be not voting by proxy. Voting shall be by majority of voting members present by a poll. In the event of a motion being tied, the chairperson of the meeting shall have a casting vote, as a second vote.

## **8. EXECUTIVE**

- (a) The Executive of the Association shall consist of five officers being a President, 2 Vice Presidents, Secretary, Treasurer and up to seven elected Executive Members. All elected and co-opted positions of the Executive shall be honorary. Each Executive member, including elected and co-opted members, shall have full speaking and voting rights.
- (b) There shall be an election of all Executive officers and members (other than the co-opted members) at the Annual General Meeting, which election shall be conducted where necessary by preferential ballot and shall be supervised by a returning officer appointed by the meeting.
- (c) The Annual General Meeting may also recommend the following honorary officer: Patron.
- (d) At the first or any subsequent Executive meeting after the Annual General Meeting the Executive may appoint persons up to a maximum of four to be appointed as co-opted members of the Executive with full voting and speaking rights.
- (e) All officers and elected and appointed members of the Executive shall hold office for twelve months and shall be eligible for re-election or re-appointment.

## **9. MANAGEMENT**

- (a) The Association shall be managed and controlled by the Executive which shall be the sole authority for the interpretation of the Constitution and Rules of the Association.
- (b) The Executive shall superintend and conduct the business and affairs of the Association either directly or through its executive staff or duly appointed agents or

committees and, unless required by this Constitution and Rules to be exercised or done by the Association in General Meeting, may exercise or do all such powers acts and things as the Association itself exercise or do.

- (c) The Executive shall meet at times deemed necessary for the transaction of ordinary business and four officers and members of the Executive shall form a quorum. The President, or in his/her absence, a Vice President or in their absence, the Secretary shall be the chairperson at Executive meetings, unless another member of the Executive is so delegated by the Chairperson. All questions arising at any Executive meetings shall be determined by a majority of the votes of the officers and members of the Executive present. Voting shall be by show of hands; except where motion is put and passed by secret ballot. In the event of a motion being tied the motion shall be declared lost.
- (d) The Executive may co-opt any member to fill any vacancy on the Executive.
- (e) Any officer or member of the Executive who is absent without apology from two consecutive meetings of the Executive shall vacate his/her office unless the disqualification be dispensed with by a resolution of the Executive or unless with the leave of the Executive he/she has appointed an alternate.
- (f) The Executive may, by three-quarter majority vote, declare that an officer or member of the Executive vacate his or her position on the grounds that he or she has, in the opinion of the Executive, behaved in such a manner as to endanger or bring into disrepute the good name or aims of the Association. Upon such declaration being made, the officer or member so declared shall vacate the position forthwith.

## **10. TRUSTEES**

- (a) The Committee shall appoint up to three persons who need not be members to be Trustees of the Association.
- (b) All deeds, instruments and other documents in writing required to be executed by the Association shall be executed pursuant to a resolution of the Committee by any two of the Trustees in the presence of the Secretary.
- (c) Each Trustee shall hold office until death, resignation, or cancellation of such appointment by the Association in general meeting.
- (d) Each Trustee shall be indemnified against all costs and expenses incurred by him acting on behalf of the associate out of the property of the Association.

## **11. FINANCIAL YEAR**

The Financial Year of the Association shall be from 1<sup>st</sup> January until 31<sup>st</sup> December in the each year. As soon as possible after the end of each financial year the Hon. Auditor shall audit the Association's books and financial statements prepared by the Treasurer and shall report thereon to the Treasurer for presentation to the Annual General Meeting.

## **12. ALTERATION OF CONSTITUTION**

This Constitution or any part thereof, may be revoked altered or added to only by a two-thirds majority of members present and voting at a properly convened General Meeting called for such purpose or at an Annual General Meeting.

## **13. RULES**

The Rules of the Association shall be as hereinafter specified and no revocation alteration or addition thereto may be made unless consistent with this Constitution and either unless approved by a majority of members present and voting in General Meeting or unless such revocation alteration or addition is proposed and seconded at one meeting of the Executive and confirmed at the next Executive meeting after due notice of it is given to each officer and member of the Executive prior to such meeting and is approved by a majority of members present and voting at the next ensuing General Meeting unless the same be confirmed thereat

## **14. DISSOLUTION**

The Association may be dissolved by the votes of at least three-quarters of the members of the Association present and voting at a properly convened Extraordinary General Meeting called for such purpose. In the event of the Association ceasing to operate the Trustees shall take control of the assets and property of the Association until such time as the Association recommences operations. If either the Association dissolved or does not recommence operations within five years from the date of its last Annual General Meeting the Trustees shall transfer the assets of the Association (if any) to some other Association constituted for similar purposes in Australia as the majority of the Trustees shall decide.

## **RULES**

### **1. CLASSES OF MEMBERSHIP**

#### **(a) Existing Members**

All persons who were members of the Association until 9<sup>th</sup> December, 1982 shall ipso facto be members of the Association in the class of membership in which he or she qualifies.

#### **(b) Honorary Life Members**

The Executive may resolve to propose a person qualified as set out below in this paragraph to be an Honorary Life Member of the Association without membership fee. — If in the opinion of a three-quarters majority of the members present and at a General Meeting the member so proposed has merited Honorary Life Membership by making an outstanding contribution to the furtherance of the aims of the Association

or to the cause of the advancement of Media Studies in Australia, or who is of international repute in Media Studies education and who is willing to endorse the aims of the Association, such person shall forthwith become an Honorary Life Member without membership fee. An Honorary Life Member shall be entitled to all the rights and privileges of an Individual Member.

### **(c) Individual Members**

Any person may apply to become an Individual Member of the Association. An Individual Member shall, upon acceptance of a membership fee be entitled to vote at General Meetings of the Association, be elected as an officer of the Executive and receive all publications of the Association.

### **(d) Concessional Members**

Any person who:

- i. is in receipt of a Government pension as a principal means of support, or
- ii. is undertaking a full-time course at a secondary or tertiary institution

may apply to become a Concessional Member and shall, upon payment of a membership fee, be entitled to all the rights and privileges of an Individual Member, but at a reduced membership.

### **(e) Corporate Members**

Any institution or body corporate or incorporate may apply to become a Corporate Member of the Association. A Corporate Member shall, upon acceptance of a membership fee, be entitled to all privileges of an Individual Member and in addition be entitled to nominate two representatives, who will be able to attend General Meetings by proxy and each vote thereat. Such representatives shall not be eligible to be elected as an officer of the Executive.

## **2. NOMINATION FOR MEMBERSHIP**

- (a) Any person desiring to become a member of the Association shall apply to the Executive in the form or forms prescribed by it and shall, upon acceptance of the application by the Executive or its authorised agents and upon payment of the membership, become a member of the Association.
- (b) Each person shall upon joining the Association be issued with a membership card in the pattern and design approved by the Executive which card shall at all times remain the property of the Association.
- (c) Any member may pay his or her membership fee for up to 3 subsequent years in advance and should any fee for a subsequent year be later raised to an amount greater than that year or years for which the member has prepaid, the member shall not be liable to pay the difference.

### **3. NOMINATIONS FOR ELECTIONS**

- (a) Nominations for election as an honorary officer of the Association shall have a proposer and a seconder.
- (b) Nominations for election as an officer or member of the Executive shall have a proposer and a seconder who shall each be members of the Association.
- (c) Nominations may be submitted in writing to the Secretary or his/her nominee or nominations may be received at the Annual General Meeting.

### **4. POWERS OF EXECUTIVE**

Without prejudice to or limiting the powers conferred on the Association either under the Constitution or at law or in equity the Executive shall have power to do or permit any one or more of the following:

- (a) Except as otherwise specifically provided herein, to fix and determine membership fees and any other charges relating to membership, fees for the use of the property and facilities of the Association, the form and conditions of application for membership and all rights conditions obligations and privileges relating to membership of the Association and of the use of its property and facilities.
- (b) To publish a periodical and other materials for circulation to members, at such times and upon such other terms and conditions as the Executive may think fit.
- (c) To appoint an Editor and determine the rights, duties and conditions of Editorship.
- (d) To employ, appoint and, if necessary, dismiss an officer or officers and to employ all such staff, as may in the opinion of the Executive be necessary and to pay such salary wages gratuities and expenses to such persons as the Executive may think fit.
- (e) To make Rules and by-laws not inconsistent with the Constitution or with each other for the regulation and management of the Association, and to revoke, alter or add to as occasion may require in accordance with the Constitution. The Rules and by-laws shall be kept in such place as the Executive shall appoint for that purpose.
- (f) To appoint and remove such ad hoc sub-committees as it shall deem necessary for the efficient management of the Association and to determine their powers, duties, rights, privileges and procedures and to delegate to such committee such powers of the Executive as the Executive shall determine.
- (g) To appoint Convenors, who may or may not be members to oversee one or more areas of activities or operations of the Association such person or persons to be responsible for the smooth and proper performance of such areas of activities or operations and to report to and keep the Executive informed thereon.
- (h) To promote the growth of S.A.A.M.E. by establishing and assisting Regional Sub Committees of the Association which may make representations to the Executive of the Association. The Executive may delegate all or any of its powers to such Regional Sub-Committees which sub-committees must abide by the Constitution of the Association.



- (i) To open and operate accounts at any Bank or Credit Union.
- (j) To draw, make, accept, endorse and issue cheques negotiable securities or instruments of whatsoever kind or nature and to determine by which persons such cheques negotiable securities or instruments shall be signed.
- (k) To borrow, raise or secure the payment of money or to sell and dispose of the assets of the Association.
- (l) To invest surplus moneys in such investments as the Executive shall think fit.
- (m) To raise and expend money for such purposes as the Executive in its discretion considers necessary for the benefit, convenience and accommodation of the Members.
- (n) To take and defend all legal proceedings by or on behalf of the Association, and to appoint all necessary Attorneys for any such purpose.
- (o) To do and perform any other acts matters or things in connection with or relative to the management and affairs of the Association as shall not by this Constitution be required to be done by the Association in General Meeting.

## **5. DUTIES OF OFFICERS**

### **(a) President**

The President shall be the official head of the Association and chairperson of the Executive and, except where otherwise specifically indicated in these Rules, shall be entitled to chair or preside over all meetings and functions of the Association.

The Chairperson shall:-

- i. convene and chair Executive Meetings as required to carry out the business of the Association;
- ii. ensure the prompt and efficient implementation of all Executive policy decisions and to arbitrate upon and resolve any conflicts of priorities which may arise in such implementation, if necessary, between meetings of the Executive.

### **(b) Vice Presidents**

The Vice Presidents shall assist the President in all ways as shall be decided by the Executive and shall be responsible for assisting sub-committees as they arise.

### **(c) Secretary**

- i. The Secretary shall carry out all directions of the Executive and of the Association, and shall keep all necessary minutes and records;
- ii. The Secretary shall also be responsible for recording the location and form of safe-keeping of all relevant books and properties of the Association.

#### **(d) Treasurer**

The Treasurer shall:-

- i. either in person or by nominee present to each quarterly meeting of the Executive a summary of the finances of the Association;
- ii. ensure the proper and prompt receipt and banking of all moneys received by the Association;
- iii. be responsible for the keeping of correct accounts and books showing the financial affairs of the Association and particulars usually shown in books or accounts of like nature;
- iv. make up the annual statement of accounts and the balance sheet for each Financial Year of the Association;
- v. have such annual financial statements audited if required, printed and circulated amongst members at the Annual General Meeting.

### **6. COMMITTEES**

- (a) Each sub-committee shall be subordinate to, and shall report and be responsible to the Executive and all duties and powers of such sub-committee shall always be subject to the control of the Executive and may be added to, varied or cancelled by the Executive from time to time.
- (b) The Convenor of each sub-committee shall be appointed by the Executive (who may revoke such appointment) and shall be entitled to chair each meeting of the sub-committee.
- (c) The Convenor of each sub-committee may appoint such persons as he/she shall think fit (who need to be members of the Association) to be members of such a sub-committee.
- (d) At least one half of the members of each sub-committee shall form a quorum and all questions arising at any sub-committee meeting shall be determined by a majority of the votes of the members present. In the event of a tie, the Convenor shall have a second and casting vote.