

Jamalaide Constitution

Special General Meeting

April 26, 2014

1 Name

The name of the unincorporated association is Jamalaide, 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

‘AGM’ means an Annual General Meeting in accordance with these rules

‘Member’ means a member of the Association

‘Special Resolution’ means a resolution which may only be passed at a General Meeting

‘University’ means the University of Adelaide

‘CA’ means the Clubs Association Incorporated

‘Game Jam’ means a gathering for the purpose of creating games within a limited time span

3 Aims or purposes of the Association

The aims of the Association are

- i) To increase interest and activity in game design and development by running Game Jams and other social events.
- ii) To foster Adelaide’s indie games development community.

4 Affiliation

The Association must be affiliated with the CA

5 Membership

5.1 Application

- a. Any person who supports the aims of the Association and agrees to be bound by its rules may apply for membership of the Association.
- b. The application for membership shall be made by filling in the appropriate form.
- c. Upon the acceptance of the application by the Committee, the applicant shall be a Member

5.2 Resignations

A Member may resign from membership of the association by giving written notice to the Committee.

5.3 Expulsion of a Member

- a. Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may recommend the expulsion a Member upon a charge of misconduct detrimental to the interests of the Association, the CA or the University.
- b. The recommendation shall be submitted to and determined by the Grievances Committee of the CA in accordance with its rules.

5.4 Register of Members

A register of Members must be kept.

6 The Committee

6.1 Committee Members

The Executive shall be comprised of:

- i) the President
- ii) the Secretary
- iii) the Treasurer

The Committee shall be comprised of the Executive in addition to up to 10 general committee members.

6.2 Powers and duties

- a. The affairs of the Association shall be managed and controlled by the Committee.
- b. The Executive has the management and control of the funds and other property of the association. Any individual executive member may approve expenditures up to \$50.
- c. 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.

- d. The President shall be responsible for ensuring the duties of the other Committee members are upheld, and can act in their stead to ensure this.
- e. The Treasurer shall be responsible for keeping track of club funds and seeking sponsorship
- f. The Secretary shall be responsible for minuting and organising all meetings, managing social media presence and maintaining communication with Members.
- g. Any power or duty described here may be delegated to a Committee member by majority vote of the Committee.

6.3 Appointment

- a. No two Executive roles may be held by the same person.
- b. A Committee member must be a natural person.
- c. The first Committee of the Association shall be appointed from the promoters of the Association. The first Committee shall hold office until the first AGM.
- d. All Committee positions shall be subject to re-election at each AGM.
- e. A retiring Committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless another member of the Association has nominated that person before the closure of nominations at the AGM.
- f. The Committee may appoint a person to fill a vacancy, and such a Committee member shall hold office until the next General Meeting (to be called at first convenience) and shall be eligible for election to the Committee without nomination.

6.4 Proceedings of Meetings

- a. A quorum for a meeting of the Committee shall be at least 3 Committee members, including at least 2 Executive members.
- b. 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 President shall have a casting vote in addition to a deliberative vote.

6.5 Disqualification of Committee members

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

- i) is expelled as a Member under these rules
- ii) voluntarily resigns from their position
- iii) is suspended from duties by a majority vote of the Committee, until the next General Meeting (to be called at first convenience)

7 General meetings

7.1 Annual General Meetings

- a. The Committee shall call an AGM in accordance with these rules.
- b. The CA shall be notified of the calling of an AGM at least two weeks in advance.
- c. The order of the business at the meeting shall be:
 - i) the confirmation of the minutes of the previous AGM and of any General Meeting held since that meeting.
 - ii) the consideration of the accounts and reports of the President and Treasurer.
 - iii) the election of Committee members by approval voting in the presence of a returning officer, elected by majority vote of the Committee. The returning officer must not be a member of the existing Committee, nor be elected to a Committee position.
 - iv) any other business requiring consideration by the Association in General Meeting.
- d. An attendance list, summary of the Presidents report, summary of the Treasurers report and the returning officers report shall be returned to CA Administration within two weeks.

7.2 Special General Meeting

- a. The Committee may call a Special General Meeting of the Association at any time.
- b. A group of no less than 5 Members may request a Special General Meeting, which must be called by the Committee within two weeks of receipt of the request.
- c. Every request for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.

7.3 Notice of General Meetings

- a. At least seven 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.
- b. A notice may be given by the association to any Member by serving the Member with written notice personally, or by sending it by post or email to the address appearing in the register of Members.

7.4 Proceedings at General Meetings

- a. 5 Members, including at least 2 Committee members, must be present personally shall constitute a quorum for the transaction of business at any general meeting.
- b. 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 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.
- c. If present, the President shall preside as chair at a General Meeting. Otherwise the chair must be chosen by majority vote of those present.

7.5 Voting at General Meetings

- a. Subject to these rules, every Member has only one vote at a meeting of the Association.
- b. Subject to these rules, a question for decision at a General Meeting must be determined by a majority of Members who vote in person at that meeting.
- c. 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 Minutes

- a. Proper minutes of all proceedings of General Meetings of the association and of meetings of the Committee, shall be published on the club website within at least one month.
- b. The minutes kept pursuant to this rule must be confirmed by the Members or the members of the Committee (as relevant) at a subsequent meeting.
- c. Where minutes are published 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.

9 Dispute resolution

Any and all disputes that may arise that cannot be resolved by informal means shall be submitted to the Grievance Committee of the CA for determination.

10 Financial reporting

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.

11 Prohibition against securing profits for Members

The income and capital of the association shall be applied exclusively to the promotion of its aims 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.

12 Dissolution

- a. The association may be dissolved upon the special resolution of the association.
- b. The association may be disaffiliated, by special resolution, from the CA in accordance with its rules.
- c. Upon dissolution of the club, net assets (residual amount after all outstanding expenses are paid) are to be transferred to the Clubs Association.

13 Rules

- a. These rules may be altered (including an alteration to the associations name) by Special Resolution of the Members of the Association. This includes rescission or replacement by substitute rules.
- b. The alteration shall be registered with CA as required by its rules.
- c. The registered rules shall bind the Association and every Member to the same extent as if they agreed to be bound by all of the provisions thereof.
- d. 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.