

**IMPACT 100 SOUTH AUSTRALIA  
(Inc)**

**CONSTITUTION**

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## INDEX

<b>Contents</b>	<b>Page No</b>
1. Name of Association.....	1
2. Purposes of Association .....	1
3. Activities which Advance the Objects of the Association.....	1
4. Application of objects of the Association .....	2
5. Excluded Activities.....	2
6. Powers of Association .....	2
7. Property of Association.....	3
8. Membership.....	3
8.1. Qualifications for membership of Association .....	3
9. The Committee.....	4
10. Committee meetings.....	5
11. Committee business .....	6
12. Chairperson.....	6
13. Secretary.....	6
14. Treasurer.....	6
15. Annual General Meeting .....	7
16. Special general meeting .....	7
17. Notice of general meeting.....	7
18. General meeting procedure .....	8
19. Auditors .....	8
20. Common seal .....	8
21. Rules.....	8
22. Altering this Constitution .....	9
23. Winding up .....	9
24. Indemnity.....	9
25. No liability .....	9
26. Interpretation .....	9
27. Selection of Grant Recipients .....	9

**CONSTITUTION**  
**OF**  
**IMPACT 100 SOUTH AUSTRALIA (Inc)**

**1. Name of Association**

The Association is called **IMPACT 100 SOUTH AUSTRALIA (Inc)**.

**2. Purposes of Association**

The purposes of the Association are:

- 2.1. provide high-impact grants that reach under-served populations;
- 2.2. raise the profile of deserving but lesser known not-for-profit organisations;
- 2.3. highlight unmet needs in our region; and
- 2.4. increase involvement in philanthropy across Australia.
- 2.5. to do other things incidental to the above purposes as the Association or the Committee thinks fit.

The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any of the members, except as bone fide compensation for services rendered or expenses incurred on behalf of the Association.

The ancillary object of the Association is to gather at least one hundred people to donate \$1,000 each annually to pool their contribution to make large impact grants to South Australian based projects that are collectively chosen by the members annually. The intention is that all donations (excluding amounts donated expressly for administration expenses), will go directly into the grant pool to further the objects of the Association. Donations may be held for subsequent year grants, where the total does not easily enable a grant in denominations of \$100,000, or such other sum as to the Committee may decide.

**3. Activities which Advance the Objects of the Association**

Subject to rule 4, the Association may undertake any activities that further the objects of the Association, which must include, but are not limited to the following:

- 3.1. nominate a trustee of a Public Ancillary Fund to be affiliated with the Association (the "**Trustee**");
- 3.2. request the Trustee to maintain a sub-fund under the name "Impact 100 South Australia Inc" ("**Sub-Fund**");
- 3.3. request the Trustee to recognise the Association as the advisory committee for the Sub-Fund for the purpose of providing recommendations for distribution of donations by the Trustee from the Sub-Fund ("**Recommendations**");
- 3.4. direct all donations from members of the Association to the Trustee for credit to the Sub-Fund and request the Trustee to issue the appropriate gift receipt directly to the members; and

- 3.5. formulate rules pursuant to Clause 2.1 for how the Committee and the members will determine the Recommendations to be made to the Trustee by the Association from time to time for potential recipients of grants in accordance with the object of the Association.

#### **4. Application of objects of the Association**

The Association must operate solely for the purpose of promoting and advancing the objects of the Association. However, the Association is not required to promote any specific object of the Association or undertake any specific activity at any given time or in any particular order and may, in its absolute discretion, determine:

- 4.1. the level and amount of promotion, funding or any other support which should be applied to any specific object or activity of the Association at any given time; and
- 4.2. that the promotion, funding or any other support supplied by the Association should be applied to one or more specific objects of the Association or activities of the Association in favour of or in substitution for one or more other specific objects of the Association or activities of the Association for any period of time.

#### **5. Excluded Activities**

Notwithstanding any other rule in the rules of the Association, the Association shall not undertake or engage in any activity which is not permitted to be carried on by an Income Tax Exempt Entity.

#### **6. Powers of Association**

The powers of the Association are:

- 6.1. to seek or receive membership fees, donations, gifts and property of any kind;
- 6.2. to publish periodicals, reports or other documents;
- 6.3. to provide education and disseminate literature relating to the Association or its purposes;
- 6.4. to assist in setting up any body having similar or related purposes;
- 6.5. to join or co-operate with any other body in order to further any purpose of the Association;
- 6.6. to contribute to any body, or support any body, with purposes of a social, educational, benevolent, patriotic or charitable nature;
- 6.7. to set up endowments, scholarships, bursaries and educational grants;
- 6.8. to arrange and provide recreation and other activities for members;
- 6.9. to deal with property of all kinds and in any manner;
- 6.10. to enter into any arrangement;
- 6.11. to invest any property of the Association in any manner;

- 6.12. to borrow money on any terms, operate bank accounts and give any security;
- 6.13. to carry on any business or legal proceedings;
- 6.14. to pay any expense;
- 6.15. to engage and dismiss workers;
- 6.16. to administer any property held on trust;
- 6.17. to do all such other acts and things to further the purposes of the Association as the Association or the Committee thinks fit;
- 6.18. to do anything else that the Association or Committee decides.

## **7. Property of Association**

All income and property of the Association may only be applied for the purposes of the Association.

None of it may be paid or transferred directly or indirectly to the members or relatives of members.

However, this does not restrict the payment in good faith of:

- 7.1. reasonable remuneration to any officer or member of the Association for services actually rendered;
- 7.2. reasonable rental for property let or hired to the Association by a member; or
- 7.3. any payment incidental to the Association's activities provided it is consistent with the Association's purposes.

## **8. Membership**

### **8.1. Qualifications for membership of Association**

- (a) Membership of the Association is open to members of the community and representatives of any Private Ancillary Fund ("PAF") who wish to promote the objects of the association and assist the Committee with the day to day management of the Association.
- (b) A person or representative of a PAF who wishes to become a member must make or undertake to make a donation of not less than \$1,000 to the Trustee nominated by the Committee under rule 3.
- (c) Where a person (on behalf of a group of persons and/or and PAF) makes a donation of not less than \$1,000 to the Trustee nominated by the Committee under rule 3, then only one person is eligible for membership on behalf of that group or Fund.
- (d) Where a person makes a donation of more than \$1,000 to the Trustee, they will only be entitled to one vote. A member who makes a donation of \$2,000 or more may request that the additional funds in excess of \$1,000 be used in subsequent years.
- (e) A member may resign at any time by notice in writing to the Secretary.

- (f) No membership fees are refundable upon resignation.
- (g) The Committee may reprimand a member, suspend the membership of a member or cancel the membership of a member in the event of a non-payment by a member or a Private Ancillary Fund or of a donation of less than \$1000 to the Trustee nominated by the Committee in the preceding 12 months.

However, the Committee must give the member at least 10 days notice in writing of its intention to do so.

The Committee must also give the member a reasonable opportunity to make submissions to the Committee before it votes on such a motion.

- (h) Membership does not give any right or interest in any property of the Association.
- (i) No member is liable to contribute to any liabilities of the Association, or any costs of winding it up.

## **9. The Committee**

- 9.1. The Committee consists of the Chairperson, a Vice Chairperson, the Secretary, the Treasurer, and not less than two other Committee members.
- 9.2. Committee members are elected at the AGM.
- 9.3. Subject to this Constitution, elected Committee members hold office until the next AGM.
- 9.4. A Committee member may stand for re-election at the AGM.
- 9.5. Anybody may nominate for election to the Committee at any time prior to the relevant election.

A person may nominate for election to more than one position on the Committee.

However, except in the case of Secretary and Treasurer, a person cannot be elected to more than one position.

- 9.6. A nomination need not be in writing.

No seconder of a nomination is required.

- 9.7. If there is only one nominee for a position on the Committee, that person will be declared elected.

Otherwise, there will be a ballot for the position.

The person with the most votes is elected to the position.

However, if there is an equality of votes, successive ballots will be taken until the deadlock is broken.

- 9.8. The Committee may fill any casual vacancy on the Committee, including a vacancy remaining after an AGM.

- 9.9. The Committee may, by special resolution, remove any Committee member who has:
- (a) contravened this Constitution; or
  - (b) neglected to carry out his or her duties under this Constitution; or
  - (c) been absent for two consecutive Committee meetings without the consent of the Committee; or
  - (d) committed an act of bankruptcy as described in the Bankruptcy Act.
- 9.10. A removed Committee member may appeal to a general meeting of the Association.

He or she will be reinstated if the general meeting votes for reinstatement.

## **10. Committee meetings**

- 10.1. The Committee will meet as and when they deem it necessary.
- If two Committee members call a meeting, the Committee must meet as soon as practicable.
- 10.2. Notice of a Committee meeting may be given at a previous meeting, or by facsimile transmission or post, or by telephone or other personal notification.
- 24 hours notice is sufficient.
- Any notice by post is deemed given the day after posting.
- 10.3. A Committee meeting is convened for any period when a quorum of Committee members are actually in touch with each other by telephone or video conference facility.
- Likewise, a Committee member is deemed present at a Committee meeting if he or she takes part in the meeting via a telephone call or video conference facility.
- 10.4. A quorum of the Committee consists of four Committee members.
- 10.5. Each Committee member, including the Chair, has one vote on any motion or matter for decision.
- In the case of an equality of votes, the Chair does not have a casting vote, and the motion must be declared lost.
- 10.6. Any motion set out in a document signed by all Committee members is deemed to have been passed at a duly convened meeting.
- Such a document may be signed in counterparts (i.e. separate copies).
- 10.7. A Committee member must disclose any financial interest in any contract or proposed contract with the Association.
- 10.8. No Committee member may take part in any decision about any contract or proposed contract in which they have a financial interest.

**11. Committee business**

11.1. The Committee is responsible for the administration and management of the Association.

It must also carry out any decisions of a general meeting.

11.2. The Committee may delegate any of its functions to any particular Committee member or members.

11.3. It may also appoint sub-committees to carry out any of its functions.

Any person (including a non-member) may be a member of a sub-committee.

However, at least one Committee member must be a member of each sub-committee.

**12. Chairperson**

12.1. The Chairperson is the Chair of all meetings of the Association and the Committee.

12.2. In the absence of the Chairperson, those present may elect one of their number to be the Chair.

12.3. The Chair's ruling on any matter of meeting procedure is final and binding on the meeting.

**13. Secretary**

13.1. The Secretary must:

- (a) carry out all secretarial functions for the Association;
- (b) give all notices that may be required under this Constitution;
- (c) generally carry into effect the directions of the Committee.

13.2. The Secretary must keep accurate minutes of the meetings and decisions of the Association and the Committee.

**14. Treasurer**

14.1. The Treasurer must:

- (a) control all funds of the Association;
- (b) pay all funds received into an Association bank account as soon as practicable after receiving them;
- (c) pay the Association's debts as they become due.

14.2. The Treasurer must keep accurate records of all financial affairs, money matters and fund raising activities of the Association.

14.3. All Association cheques must be signed by the Treasurer and some other Committee member nominated for that purpose by the Committee.



- 14.4. The Treasurer must submit to the Committee regular statements of the financial position of the Association.
- 14.5. The Treasurer must present the Association's annual financial statements at the AGM.

## **15. Annual General Meeting**

- 15.1. The AGM will be held once each year at a time and place fixed by the Committee.
- 15.2. Each AGM must deal with the following matters (and no other matters):
  - (a) to receive apologies;
  - (b) to confirm the minutes of the previous AGM, and any intervening general meeting;
  - (c) to receive the Chairperson's report;
  - (d) to receive and, if decided, accept the Association's annual financial statements;
  - (e) to elect Committee members for the following year;
  - (f) to deal with any other matter notified in the notice of meeting.

## **16. Special general meeting**

- 16.1. A special general meeting of members must be called by the Secretary following:
  - (a) a resolution to that effect of the Committee or an AGM;
  - (b) receipt of a written request signed by at least 20% of the members (providing the request states the matters to be dealt with at the meeting).
- 16.2. Within 21 days of any of the above events, the Secretary must give notice of the special general meeting.
- 16.3. The notice must state the matters to be dealt with at the meeting.
- 16.4. No other matters may be dealt with at the meeting.

## **17. Notice of general meeting**

- 17.1. Notice of any general meeting may be given to members:
  - (a) in any Association newsletter;
  - (b) by individual written notice posted to each member;
  - (c) by notice put up at any premises used or occupied by the Association; or
  - (d) in any other manner fixed by the Committee.

- 17.2. At least 10 days notice of any general meeting must be given, and for this purpose notice by post is deemed given the day after posting.
- 17.3. The provisions of this clause need not be complied with if the Secretary signs a declaration that he or she believes that by the time for the meeting at least 90% of members are aware of the fact, date, time and place of the meeting.

**18. General meeting procedure**

- 18.1. Subject to the next sub-clause, the quorum for a general meeting is not less than 15 members, or one third of the members, whichever is less.
- 18.2. If a quorum is not present at any meeting within 30 minutes of the commencement time, the Chair must adjourn the meeting for not less than 7 days.

Those members present at the adjourned meeting time constitute a quorum.

- 18.3. Voting at general meetings will be by a show of hands.

However, if the Chair, or 5 or more members, require it, the vote will be by poll.

- 18.4. Each member, including the Chair, has one vote on any motion or matter for decision.

In the case of an equality of votes, the Chair does not have a casting vote, and the motion must be declared lost.

**19. Auditors**

- 19.1. The Committee may appoint (and remove) auditors to audit the Association's annual financial statements, or for any other purpose.

However, if required by law, auditors must be appointed.

- 19.2. The auditors have the power to call for any Association books or records at any time.

**20. Common seal**

- 20.1. The common seal of the Association may only be used with the authority of the Committee.
- 20.2. Every document to which the seal is affixed must be signed by two Committee members.

**21. Rules**

- 21.1. The Committee may make, alter or rescind rules relating to the Association and its members.
- 21.2. However, no such rule may be inconsistent with this Constitution.
- 21.3. A rule has the like force as if it was part of this Constitution.

**22. Altering this Constitution**

This Constitution may be altered or replaced at any time by a special resolution of a general meeting.

**23. Winding up**

23.1. The Association may be wound up at any time by a special resolution of a general meeting.

23.2. Upon winding up, any surplus assets after payment of liabilities must be transferred to such charity or institution as the general meeting decides by special resolution.

**24. Indemnity**

Each Committee member is indemnified by the Association against all loss, damages and expenses paid or incurred by him or her as a Committee member in the proper exercise of his or her duties.

**25. No liability**

No member or Committee member is liable for:

25.1. the errors or defaults of any other member or Committee member;

25.2. any defect of title to any property acquired by or on behalf of the Association;

25.3. any loss or damage arising from the insolvency or tortious act of any person controlling any property of the Association; or

25.4. any other loss or damage to the Association;

unless due to the default of the member or Committee member.

**26. Interpretation**

“Special resolution” means a motion supported by three quarters of those present at the meeting.

**27. Selection of Grant Recipients**

A documented process shall be conducted annually to determine the recipients of grants. This process includes but is not limited to:

27.1. Assessment of applications against eligibility criteria

27.2. A due diligence process researching each organisation’s suitability

27.3. A voting process by the members

27.4. An agreement within the management committee on the distribution of the available funds

An agreement by the recipient and subsequent validation by the organisation to spend the funds as indicated in the grant application if so agreed between both parties