Rules of Vitalis Foundation Incorporated



1. Name

The name of the incorporated association is *Vitalis Foundation Incorporated* (hereinafter referred to as "the Association").

2. Definitions

In these Rules, unless the contrary intention appears:

- **"Act"** means the *Associations Incorporation Act 1985* (SA).
- **"Regulations"** means the *Associations Incorporation Regulations 2023* (SA).
- **"Committee"** means the committee of management of the Association.
- **"Committee member"** means a person elected or appointed to the Committee in accordance with these Rules.
- **"General meeting"** means a meeting of members of the Association convened in accordance with these Rules.
- **"Member"** means a person recorded in the register of members of the Association.
- **"Month"** means a calendar month.
- **"Ordinary resolution"** means a resolution passed by a simple majority of members present and voting at a general meeting, or by the Committee as otherwise permitted under these Rules.
- **"Special resolution"** has the meaning given in section 3 of the Act.
- **"Public Officer"** means the person appointed under these Rules to be the public officer of the Association in accordance with the Act.
- **"Financial year"** means the year ending on the date determined by the Committee.

3. Objects or purposes of the Association

The Association's purposes are to:

(a) Advance social and public welfare by providing direct relief, settlement assistance, and advocacy for recent immigrants, refugees, and other vulnerable or disadvantaged groups, particularly those affected by conflict, persecution, hardship, or chronic illness; and

(b) Advance health by conducting and supporting medical research, education, and programs aimed at preventing, managing, or alleviating chronic illnesses and improving the health and well-being of vulnerable populations.

The Association may also undertake activities incidental or conducive to the furtherance of these purposes.



4. Powers of the Association

4.1 The Association has all the powers conferred by section 25 of the *Associations Incorporation Act 1985* to further its purposes.

4.2 Without limiting subrule 4.1, the Association may:

(a) open and operate accounts with financial institutions;

(b) raise and borrow money on any terms and in any manner it thinks fit;

(c) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

(d) enter into any other contract or arrangement it considers necessary or desirable.

4.3 The Association must exercise its powers and apply its income and assets (including any surplus) solely to further its purposes and must not distribute any income or assets directly or indirectly to members, except as provided in these Rules.

5. Not-for-Profit Status

5.1 The income and property of the Association must be applied solely towards the purposes of the Association.

5.2 No portion of the income or property of the Association may be paid or transferred, directly or indirectly, to any member of the Association, except:

(a) as bona fide remuneration for services rendered to the Association;

(b) as reimbursement for expenses properly incurred on behalf of the Association; or

(c) as payment for goods supplied in the ordinary course of business,

provided that any such payment is made in good faith and on terms no more favourable than if the recipient were not a member.



6. Membership

6.1 Type of Membership

The Association shall have one class of membership.

6.2 Eligibility

Membership is open to any natural person aged 18 years or over who supports the purposes of the Association.

6.3 Application for Membership

(a) An application must be made in writing to the Secretary or a Committee member stating that the applicant—

(i) wishes to become a member of the Association;

(ii) supports the purposes of the Association; and

(iii) agrees to comply with these Rules.

(b) The application must—

(i) be signed by the applicant; and

(ii) be accompanied by any joining fee set by the Association.

6.4 Approval of Membership

(a) The Committee must consider each application at the next Committee meeting after receipt.

(b) The Committee may approve or reject the application.

(c) The Secretary must notify the applicant in writing of the decision within 14 days.

(d) The Committee is not required to provide reasons for rejection.

6.5 Rights of Members

(a) Members are entitled to receive notice of and attend general meetings, vote at general meetings, and inspect the Association's records as permitted under the Act.

(b) Members may inspect the minutes of general meetings and the financial records of the Association.

(c) Members may inspect the books of the Association in accordance with section 51 of the Act.



6.6 Annual Subscription

The annual subscription fee shall be determined by the members at the Annual General Meeting and is payable on the date determined by the Committee.

6.7 Resignation of Membership

A member may resign by giving written notice to the Secretary or Public Officer. The resignation takes effect—

(a) on the date the notice is received; or

(b) on a later date specified in the notice.

6.8 Register of Members

(a) The Association must maintain a register of members containing— The register of members may only be inspected for a proper purpose related to the affairs of the Association, with approval of the Committee, subject to the Act.

(i) the name, postal address, and email address of each member;

(ii) the date of admission to membership;

(iii) the date and reason for cessation of membership; and

(iv) any other details required under the Act.

(b) The register must be kept confidential and may only be inspected for a proper purpose related to the affairs of the Association in accordance with the Act and with the approval of the Committee.

6.9 Termination of Membership

(a) The Committee may terminate the membership of a member who—

(i) fails to pay the annual subscription within three months of the due date; or

(ii) acts in a manner prejudicial to the Association.

(b) Before a decision is made, the member must be given—

(i) at least 14 days written notice of the proposed termination; and

(ii) the opportunity to be heard.



6.10 Right of Appeal

(a) A member whose membership is terminated may appeal by giving written notice to the Secretary within 14 days of receiving notice of the decision.

(b) The appeal must be considered at the next general meeting held within three months.

(c) The decision of the members present at that meeting is final.

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7. The Committee

7.1 Composition and Election

(a) The Committee must consist of no fewer than **three** and no more than **seven** members.

(b) Committee members are elected at the Annual General Meeting (AGM) and hold office until the next AGM, at which time they are eligible for re-election.

(c) Nominations for election must be submitted in writing to the Secretary at least **seven (7)** days before the AGM.

(d) Casual vacancies may be filled by resolution of the Committee.

(e) The Association must maintain a register of current Committee members including their full name, residential or postal address, email address, and at least one other contact method (e.g., mobile number). The residential address of the Public Officer must also be recorded. This register must be kept up-to-date and be available for inspection as required by the Act.

7.2 Notice of Proposed Appointments/Elections

(a) The Secretary must include in the notice of the Annual General Meeting the details of all valid nominations for election to the Committee received at least seven (7) days before the meeting.

(b) If insufficient nominations are received to fill all vacant positions, further nominations may be taken from the floor at the meeting, provided they comply with the eligibility requirements under these Rules and the Act.

(c) The notice to members must specify the number of vacancies, the names of candidates, and the positions for which they are nominated.

7.3 Casual Vacancies

(a) A casual vacancy occurs if a committee member—

(i) resigns in writing;

(ii) dies;

(iii) becomes bankrupt or insolvent;

(iv) is removed by resolution of members;

(v) is absent without leave from three consecutive committee meetings; or

(vi) becomes prohibited from being a committee member under the Act.



(b) If the office of Secretary becomes vacant, the Committee must appoint a new Secretary within 14 days.

(c) A member appointed to fill a casual vacancy holds office until the next AGM and is eligible for re-election.

(d) The Committee may act despite any vacancy in its membership, provided a quorum is maintained.

7.4 Powers and Duties

(a) The Committee has the powers conferred by the Act and these Rules to manage the affairs of the Association.

(b) The Committee is responsible for ensuring the Association acts in accordance with its purposes, the Act, and these Rules.

7.5 Public Officer

(a) The Committee must appoint a Public Officer.

(b) Notice of the appointment, or of any change in name or address, must be lodged with **Consumer and Business Services (CBS)** within one month.

7.6 Initial Committee

The first committee members are:

- Chairperson: Sanda Rosko
- Secretary: Anna Drago
- Treasurer: Tibor Voros

7.7 Duties of Office-Bearers

(a) **Chairperson** — Presides over meetings, ensures orderly conduct of business, and represents the Association publicly.

(b) **Secretary** — Keeps minutes of meetings, maintains records, and handles correspondence.

(c) **Treasurer** — Manages the Association's finances, keeps proper accounts, and prepares financial statements.



7.8 Proceedings of the Committee

(a) The Committee must meet as often as required, but at least quarterly. If the committee changes the Association's financial year, members must be notified in writing within 28 days, and notification must be lodged with Consumer and Business Services.

(b) A quorum is a **majority** of the committee members holding office.

(c) Meetings may be held in person or by technology that allows all participants to hear and be heard.

7.9 Decision-Making in Committee

(a) Decisions are determined by a majority of votes of the members present.

(b) In the event of a tied vote, the Chairperson has a casting vote in addition to a deliberative vote.

7.10 Disqualification

Committee members are disqualified from office as per the Act.

7.11 Conflict of Interest

(a) A committee member with a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of the interest to the Committee.

(b) That member must not be present during deliberations or vote on the matter, unless permitted under section 31(2) of the Act.

(c) The disclosure must be recorded in the minutes.

7.12 Sub-Committees

(a) The Committee may establish one or more sub-committees to assist in carrying out its functions.
(b) Sub-committees must operate in accordance with any terms of reference set by the Committee.
(c) Membership of a sub-committee may include non-members of the Association, but at least one Committee member must be on each sub-committee.

(d) Sub-committees must report regularly to the Committee and have no power to bind the Association.



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7.13 Proceedings of Committee

(a) The Committee must meet as often as is necessary to conduct the business of the Association, but at least quarterly.

(b) A meeting of the Committee may be called by the Chairperson or by any two (2) Committee members.

(c) Notice of each meeting must be given to each Committee member in writing, by email, or verbally at least forty-eight (48) hours before the meeting, unless all Committee members agree otherwise.

(d) The quorum for a Committee meeting is one-half of the Committee members.

(e) Decisions of the Committee are to be made by a majority of votes of the Committee members present. In the event of a tied vote, the Chairperson has a casting vote in addition to a deliberative vote.

(f) Minutes of all Committee meetings must be recorded, confirmed, and signed by the Chairperson of the meeting at which they are confirmed.

8. Financial Management

8.1 Financial Year

The financial year of the Association is 1 July to 30 June, unless otherwise determined by the Committee. If the committee changes the Association's financial year, members must be notified in writing within 28 days, and notification must be lodged with Consumer and Business Services.

8.2 Accounts to be kept

(a) The Association must keep and retain accounting records that—

(i) correctly record and explain its transactions and financial position; and

(ii) enable true and fair financial statements to be prepared and audited.

(b) Records must be kept in accordance with the Act and retained for at least **seven (7) years**.



8.3 Financial Reporting and Audit

(a) The Association must prepare annual financial statements in accordance with the Act, giving a true and fair view of its financial position and performance.

(b) The Treasurer must present an income and expenditure statement and a balance sheet at each Annual General Meeting.

(c) If the Association is a prescribed association under the Act, the financial statements must be audited or reviewed as required by law.

(d) The financial statements and any required auditor's report must be made available to members at least 14 days before the AGM.

(e) Members may inspect the Association's financial records on request, subject to reasonable restrictions set by the Committee.

8.4 Periodic Returns

(a) The Committee must ensure that all periodic returns, annual statements, and other reports required by the Act or any other relevant legislation are prepared and lodged with the appropriate authority within the prescribed timeframes.

(b) The Treasurer, or another Committee member appointed by the Committee, is responsible for preparing and lodging these returns.

(c) Copies of all lodged returns must be kept with the Association's records and be available for inspection by members upon request.

8.5 Appointment of Auditor

(a) If the Association is a prescribed association under the Act, the Annual General Meeting must appoint an auditor to audit the financial statements in accordance with the Act.

(b) The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

(c) The Committee may fill any casual vacancy in the office of the auditor until the next Annual General Meeting.

8.6 Bank Accounts and Signatories

(a) The Association must hold its funds in an account with a financial institution approved by the Committee.

(b) All payments above **$1,000**, as determined by the Committee, must be authorised by **two signatories** approved by the Committee, one of whom must be a Committee member.

(c) Electronic payments must comply with the same dual authorisation requirements where practicable.



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8.7 Use of Funds

The funds of the Association may only be used for—

(i) the purposes of the Association; and

(ii) in accordance with these Rules and the Act.

8.8 Asset Protection

The Committee must ensure that the assets of the Association are safeguarded and that adequate controls exist to prevent misuse, loss, or damage.

8.9 No Distribution to Members

The Association must not distribute income or property to members except as permitted under the **Not-for-Profit Status** clause.

8.10 Electronic Records

(a) The Association may keep financial and other records in electronic form, provided that adequate measures are in place to safeguard against loss, unauthorised access, or alteration.
(b) Electronic records must be backed up regularly and remain accessible for inspection in accordance with the Act.

8.11 Management and Control of Funds and Property

(a) The management and control of the funds and other property of the Association are vested in the Committee.

(b) The Committee must ensure that the funds and property of the Association are used solely for the purposes of the Association and in accordance with these Rules.

(c) The Treasurer is responsible for the day-to-day financial management, including maintaining accurate financial records, preparing financial reports, and ensuring compliance with relevant laws, subject to oversight by the Committee.



9. Common Seal and Execution of Documents

9.1 Common Seal

(a) The Association may have a common seal on which its corporate name appears in legible characters.

(b) If a common seal is adopted, it must be kept in the custody of the Secretary or another person authorised by the Committee.

(c) The common seal must not be used without the authority of the Committee, and its use must be recorded in the minute book.

(d) The affixing of the common seal must be witnessed by—

(i) the Chairperson; and

(ii) the Secretary or another Committee member authorised by the Committee.

9.2 Execution of Documents Without a Common Seal

(a) The Association may execute a document without using the common seal if the document is signed by—

(i) two Committee members; or

(ii) one Committee member and the Public Officer; or

(iii) another person authorised by the Committee for that purpose.



10. Meetings

10.1 Annual General Meeting (AGM)

(a) The Association must hold an Annual General Meeting within five months after the end of its financial year, in accordance with the Act. If the committee changes the Association's financial year, members must be notified in writing within 28 days, and notification must be lodged with Consumer and Business Services.

(b) The ordinary business of the AGM is to:

(i) confirm the minutes of the previous AGM;

(ii) receive and consider the annual report and financial statements;

(iii) elect Committee members;

(iv) appoint an auditor or reviewer (if required); and

(v) transact any other business of which notice has been given.

10.2 Special General Meetings (SGMs)

(a) The Secretary must convene an SGM within 28 days of receiving a written request signed by at least 10% of members.

(b) The request must state the business to be considered.

(c) The Committee may also call an SGM at any time.

(d) No business other than that specified in the notice may be conducted at an SGM.

10.3 Notice of Meetings

(a) At least 14 days' notice must be given for a general meeting (21 days for a special resolution).

(b) The notice must state the date, time, place, and the business to be considered.

(c) Notices may be given personally, by post, or by email to the address recorded in the register.

10.4 Quorum

(a) A quorum for a general meeting is 25% of members or 3 members, whichever is greater.

(b) If a quorum is not present within 30 minutes of the scheduled start, the meeting:

(i) if convened at the request of members — is dissolved; or

(ii) in any other case — is adjourned to the same time and place in 7 days (or another time/place determined by the Committee).

(c) If a quorum is still not present at the adjourned meeting, the members present are deemed to constitute a quorum.



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10.5 Voting at General Meetings

(a) Each member has one vote.

(b) Resolutions are passed by a simple majority of members present and voting, unless the Act requires otherwise. Resolutions are passed as ordinary resolutions unless specified otherwise in the Act or these Rules (see Rule 10.11).

(c) In the case of an equality of votes, the Chairperson has a casting vote in addition to a deliberative vote.

(d) Voting must be by show of hands unless a poll is demanded in accordance with the Act.

(e) Proxies are not permitted.

10.6 Use of Technology

Committee and general meetings may be held using technology that enables all participants to hear and be heard. A person so participating is taken to be present at the meeting.

10.7 Quorum for Committee Meetings

(a) A quorum for a Committee meeting is a majority of the Committee members holding office.

(b) No business may be transacted unless a quorum is present. If a quorum is lost during the meeting, the meeting must be adjourned to a date determined by the Committee.

10.8 Proceedings at General Meetings

(a) The Chairperson will preside at all general meetings. If the Chairperson is absent, the members present must elect another Committee member to preside.

(b) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote is present. The quorum for a general meeting is **3 members or 25% of members, whichever is greater**, present in person or by electronic means permitted under the Act.

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(c) If within 30 minutes of the appointed start time a quorum is not present, the meeting:

(i) if convened upon the requisition of members—must be dissolved; or

(ii) in any other case—will stand adjourned to the same day and time in the following week at the same place (unless otherwise specified by the Chairperson).

(d) Decisions at a general meeting will be made by a majority of votes of members present and entitled to vote.

(e) In the event of a tied vote, the Chairperson shall have a casting vote in addition to a deliberative vote.

(f) Minutes of all general meetings must be recorded, confirmed, and signed by the Chairperson of the meeting at which they are confirmed.

10.9 Voting at General Meetings

(a) Each member present at a general meeting, either in person or by electronic means permitted under the Act, has one (1) vote.

(b) Voting shall be by show of hands, by electronic poll, or by written ballot if requested by the Chairperson or by at least three (3) members present.

(c) A member is not entitled to vote at a general meeting unless all money payable by the member to the Association has been paid.

(d) In the event of an equality of votes on a resolution, the Chairperson shall have a casting vote in addition to a deliberative vote.

10.10 Poll at General Meetings

(a) At any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded.

(b) A poll may be demanded by:

(i) the Chairperson; or

(ii) at least three (3) members present and entitled to vote.

(c) The poll must be taken in the manner and at the time the Chairperson directs, and the result of the poll shall be the resolution of the meeting.

(d) A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.

(e) A demand for a poll may be withdrawn.



10.11 Ordinary and Special Resolutions

(a) An **ordinary resolution** is passed if it is approved by a simple majority of members present and entitled to vote at a general meeting.

(b) A **special resolution** is passed if:

(i) at least twenty-one (21) days' written notice has been given to all members specifying the proposed resolution and its intention to be proposed as a special resolution; and

(ii) it is approved by at least three-quarters (75%) of the members present and entitled to vote at the meeting.

(c) Special resolutions are required for matters specified in the Act, including but not limited to:

(i) amending these rules;

(ii) changing the name of the Association;

(iii) amalgamating with another incorporated association;

(iv) winding up the Association.

11. Dispute Resolution

11.1 If a dispute arises between members, or between a member and the Association, the parties must first attempt to resolve the dispute through direct negotiation in good faith.

11.2 If the dispute is not resolved within 14 days of the matter arising, the parties must agree to refer the dispute to mediation before a mediator agreed by the parties or, failing agreement, appointed by an independent authority recognised under the Act.

11.3 The costs of mediation are to be shared equally between the parties unless otherwise agreed.

11.4 Each party must comply with reasonable requests made by the mediator to facilitate resolution of the dispute.

11.5 Nothing in this section prevents a party from seeking urgent interlocutory relief from a court.

11.6 If mediation does not resolve the dispute within 60 days, the matter may be referred to a court or tribunal of competent jurisdiction, or to another agreed form of resolution.



12. Alteration of Rules

12.1 These Rules may only be altered, rescinded or added to by special resolution of the members at a general meeting.

12.2 Notice of the proposed alteration must be given to all members in accordance with the notice provisions of these Rules.

12.3 Any alteration must comply with the Act and, if applicable, be lodged with Consumer and Business Services (CBS) within the prescribed time.

13. Minutes

13.1 The Association must keep accurate minutes of—

(a) proceedings and resolutions of general meetings;

(b) proceedings and resolutions of Committee meetings; and

(c) resolutions passed by members without a meeting.

13.2 Minutes must be confirmed as accurate by the next meeting of the relevant body (general meeting or Committee).

13.3 The minutes must be signed by the Chairperson of the meeting at which they are confirmed.

13.4 Minutes of meetings must be kept securely and made available for inspection by members in accordance with the Act.

14. General Notices

14.1 A notice required to be given to a member under these Rules may be given—

(a) personally;

(b) by sending it by post to the address recorded in the register of members; or The register of members may only be inspected for a proper purpose related to the affairs of the Association, with approval of the Committee, subject to the Act.

(c) by sending it by email to the email address recorded in the register of members. The register of members may only be inspected for a proper purpose related to the affairs of the Association, with approval of the Committee, subject to the Act.

14.2 A notice is deemed to be given—

(a) if personally delivered—at the time of delivery;

(b) if sent by post—two business days after posting;

(c) if sent by email—at the time of transmission, unless the sender is notified that the email was undeliverable.



15. Indemnity

15.1 To the extent permitted by law, the Association indemnifies each officer of the Association against any liability incurred in good faith in the course of performing their duties.

15.2 The Association may pay a premium for a contract insuring an officer against liability incurred as such an officer, except for—

(a) conduct involving a wilful breach of duty; or

(b) a contravention of the Act.

15.3 In this section, 'officer' has the meaning given in the Act and includes Committee members and the Public Officer.

15.4 The Association indemnifies its office bearers and committee members against any liability incurred in good faith in the course of performing their duties, to the extent permitted by law.

16. Winding Up

16.1 The Association may be wound up voluntarily by a special resolution of the members in accordance with the Act.

16.2 If the Association is wound up, or its incorporation is cancelled, the surplus assets of the Association must not be distributed to any member or former member of the Association.

16.3 Subject to the Act, any surplus assets must be given to one or more organisations that:

(a) have purposes similar to the purposes of the Association;

(b) are not carried on for the profit or gain of their individual members; and

(c) are eligible for endorsement as a deductible gift recipient (DGR) under the Income Tax Assessment Act 1997 (Cth) or are registered charities under the Australian Charities and Not-for-profits Commission Act 2012 (Cth).

16.4 The recipient organisation(s) must be determined by special resolution of the members at or before the time of winding up.