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## Episode 19 Your Founding Document - Constitution Essential Elements Checklist

Under most state Associations Incorporation Acts, your Constitution must address a set of essential elements. Use this checklist when reviewing an existing Constitution or drafting a new one, ticking off each element as you confirm it's covered. If you're not in South Australia, check for any variations required by your own state's Act.

### Key principle: include only what you must.

Every additional detail you put in the Constitution is something that requires a special resolution to change later. Where possible, operational detail belongs in a Companion Document — not the Constitution.

| #  | ELEMENT                                                 | WHAT IT MEANS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | DONE                     |
|----|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|
| 1  | <b>Name of the Association</b>                          | The legal name as registered. Any change requires a formal amendment and re-registration with the relevant state authority.                                                                                                                                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> |
| 2  | <b>Objects (aims) of the Association</b>                | The overarching purposes of the association. These should be broad enough to encompass current and future activities without requiring constant amendment.<br><i>Tip: Include a catch-all: 'to do all such other lawful things that would support the attainment of these objects.'</i>                                                                                                                                                                                                                                                                    | <input type="checkbox"/> |
| 3  | <b>Powers of the Association</b>                        | Incorporated associations have broad legal powers — to own property, enter contracts, borrow money and operate bank accounts — but these powers may only be exercised for the purpose of carrying out the association's Objects.<br><i>Tip: In South Australia, you can simply refer to the powers in section 25 of the Associations Incorporation Act. Or you can copy and paste the full version from the Act into your Constitution. If your members would benefit from a simpler explanation, you can instead set out the powers in plain English.</i> | <input type="checkbox"/> |
| 4  | <b>Membership of the Association</b>                    | Who the association is for, eligibility criteria, and classes of membership. Keep classes to a minimum and eligibility as simple as possible.<br><i>Tip: Include a catch-all: 'and such other classes of membership as the Committee may determine from time to time.'</i>                                                                                                                                                                                                                                                                                 | <input type="checkbox"/> |
| 5  | <b>Dispute resolution</b>                               | Some jurisdictions require a Constitution to include a dispute resolution process. South Australia does not, but we recommend including one so members and the Committee have a clear process to follow if a dispute arises. Check the Act that applies in your jurisdiction for any specific requirements.                                                                                                                                                                                                                                                | <input type="checkbox"/> |
| 6  | <b>Committee composition and election</b>               | Minimum and maximum numbers, term lengths, election process, and whether positions are elected or skills-based appointments.                                                                                                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> |
| 7  | <b>Powers and duties of the Committee</b>               | What the Committee can and cannot do, and what obligations they have to the association and its members.                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> |
| 8  | <b>Office Bearer positions</b>                          | The positions that must be filled — usually President, Vice-President, Treasurer and Secretary at a minimum — and how they are elected or appointed.                                                                                                                                                                                                                                                                                                                                                                                                       | <input type="checkbox"/> |
| 9  | <b>How general meetings are called</b>                  | Notice periods, who can call a meeting, what information must accompany the notice, and quorum requirements.                                                                                                                                                                                                                                                                                                                                                                                                                                               | <input type="checkbox"/> |
| 10 | <b>How decisions are made at general meetings</b>       | Voting procedures, what constitutes a simple majority versus a special resolution (75% in SA), and whether the Chair has a casting vote, a deliberative vote, or both.                                                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> |
| 11 | <b>Appointment of a Public Officer</b>                  | All incorporated associations must have a Public Officer. The Public Officer need not be a Committee member. The Constitution should address how this role is filled and what happens if it becomes vacant.                                                                                                                                                                                                                                                                                                                                                | <input type="checkbox"/> |
| 12 | <b>Financial management and control</b>                 | How finances are managed, signing authority and audit or review requirements.<br><i>Tip: Requirements vary between states and territories. In SA, audits are required only for prescribed associations (those with gross receipts above \$500,000), but we recommend a regular independent financial review for smaller associations to increase accountability.</i>                                                                                                                                                                                       | <input type="checkbox"/> |
| 13 | <b>The financial year</b>                               | Start and end dates. If you have a significant annual event or membership renewal cycle, aligning your financial year to it makes budgeting and reporting considerably simpler.                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> |
| 14 | <b>Prohibition against securing profits for members</b> | It must be made absolutely clear that any profits made by the association will not be distributed to members.                                                                                                                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> |
| 15 | <b>Winding up</b>                                       | A legal requirement: on winding up, assets must transfer to another not-for-profit with similar objects. They may not be distributed to members.                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> |