

**THE AUSTRALIAN AA
SERVICE MANUAL**

SECTION THIRTEEN

**SERVICE
DOCUMENTS**

GENERAL SERVICE BOARD



**Memorandum of Association
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**THE AUSTRALIAN AA
SERVICE MANUAL**

**SECTION THIRTEEN
SERVICE DOCUMENTS**

**MEMORANDUM OF
ASSOCIATION**

of the
GENERAL SERVICE BOARD

of the COMPANY
**ALCOHOLICS ANONYMOUS AUSTRALIA
(LIMITED)**



COMPANIES ACT 1961
A Company Limited by Guarantee

**MEMORANDUM OF ASSOCIATION OF THE
GENERAL SERVICE BOARD OF ALCOHOLICS
ANONYMOUS AUSTRALIA**

(COPY)

1. The name of the Company is "GENERAL SERVICE BOARD OF ALCOHOLICS ANONYMOUS AUSTRALIA" hereinafter called "the Company".
2. The objects of the Third Schedule of the Companies Act, 1961 are hereby excluded.
3. The objects of the Company are:-
 - (a) To serve the Fellowship of Alcoholics Anonymous in its work of helping alcoholics to achieve and maintain sobriety and to implement the decisions of and to assist the Australian Service Conference to maintain the various services necessary for those who may seek, through Alcoholics Anonymous, the means of arresting the disease of alcoholism.
 - (b) To act as the chief service arm of the Australian Service Conference and to be guided in its deliberations and decisions by the Australian Service Conference.
 - (c) To accept and implement the plan of the Australian Service Conference which said plan is a method by which the Alcoholics Anonymous collective Group Conscience can speak forcefully and put its desires for Australia-wide service into effect, ensuring that full voice of Alcoholics Anonymous will be heard, whether such voice represents the majority or minority, and to act as a guarantee that the Australia-wide service of Alcoholics Anonymous would continue to function under all conditions.
 - (d) To provide appropriate premises for the Company and in connection therewith to rent or take on license appropriate premises.
 - (e) To be guided in its deliberations and decisions by the Twelve Steps, Twelve Concepts for World Service and the Twelve Traditions of Alcoholics Anonymous and to ensure that such Traditions are maintained.
 - (f) To undertake at the request of the Australian Service Conference any Agency Trust or other activity of the said Australian Service Conference.
 - (g) To incorporate new corporate bodies to service the purposes of Alcoholics Anonymous provided that any such corporate bodies shall not be formed without the approval of the Australian Service Conference.
 - (h) To publish and circulate all literature approved by the Australian Service Conference and to delegate the publication and circulation of such literature to such corporate bodies established under object (g) hereof.
4. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this memorandum of association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, howsoever by way of profit, to the members of the Company

(such members shall hereinafter be referred to as "Trustees").

Provided that nothing herein shall prevent the payment, in good faith, of out of pocket expenses and interest at a rate not exceeding the rate for the time being charged by bankers in Sydney on overdrawn accounts or money lent, or reasonable and proper rent for premises demised or let to the Company by the Trustees.

5. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association for the time being in force, unless the same shall have been previously submitted to and approved by the Minister of the Crown for the time being, administering the Companies Act, 1961 (Hereinafter called "the Minister").
6. The fourth and fifth clauses of this Memorandum contain conditions on which a licence is granted by the Minister to the Company in pursuance of Section 24 of the Companies Act, 1961.
7. The liability of the Trustees is limited.
8. Every Trustee undertakes to contribute to the assets of the Company, in the event of the same being wound up while he is a Trustee, for payment of the debts and liabilities of the Company contracted before he ceased to be a trustee, and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding fifty dollars (\$50).
9. If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Trustees of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income an property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof, such institutions or institution to be determined by the Trustees of the Company at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provisions, then some charitable object.
10. True accounts shall be kept of the sums of money received and expenses by the Company, and the matter in respect of which such receipt and expenditure takes place; and of the property credits and liabilities of the Company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Company for the time being in force, shall be open to the inspection of the Trustees. Once at least in every year, the accounts of the Company shall be examined and the correctness of the balance-sheet ascertained by one or more properly qualified Auditor or Auditors.
11. The names, addresses and occupations of the subscribers are as follow:-

Names, Addresses and Occupations of Subscribers

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**ARTICLES OF
ASSOCIATION**

of the
GENERAL SERVICE BOARD

of the COMPANY
ALCOHOLICS ANONYMOUS AUSTRALIA (LIMITED)



ARTICLES OF ASSOCIATION OF THE GENERAL SERVICE BOARD OF ALCOHOLICS ANONYMOUS AUSTRALIA

(COPY)

ARTICLE 1

In these regulations –

“The Act” means the Companies Act, 1961;

“The Company” means the General Service Board of Alcoholics Anonymous Australia;

“The Trustees” means members of the Company;

“The Seal” means the common seal of the Company’;

“Secretary” means any person appointed to perform the duties of a Secretary of the Company and includes an honorary secretary;

“Regions” shall mean:

“North Eastern Region” which shall be the State of Queensland;

“Eastern Region” which shall be the State of New South Wales and the Australian Capital Territory;

“Southern Region” which shall be the States of Victoria and Tasmania;

“Central Region” which shall be the State of South Australia;

“Northern Region’ which shall be the Northern Territory and that portion of the State of Western Australia North of latitude 20 degrees South;

“Western Region” which shall be the State of Western Australia excepting that portion North of latitude 20 degrees South;

“The Conference” means the Australian General Service Conference of Alcoholics Anonymous properly constituted by the Charter of that body;

“Registered Members of Conference” refers to those defined from time to time by the Australian General Service Conference Charter as being entitled to vote at the annual Australian General Service Conference and who register and attend;

“2/3 disapproval” means a minimum vote of 2/3 of the relevant electorate to reject a decision or candidate selection made by another body such as the General Service Board or the combined Areas of a Region;

‘Third Legacy Procedure’ refers to a special type of voting procedure carried out according to a process approved from time to time by the Australian General Service Conference and recorded in the General Service Manual of Alcoholics Anonymous Australia;

expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, electronic communications, lithography, photography and other modes of representing or reproducing words in a visible form;

words of expression contained in these regulations shall be interpreted in accordance with the provisions of the Interpretation Act of 1897, and of the Act as in force at the date of which these regulations become binding on the company.

ARTICLE 2

The Company is established for the purpose set out in the Memorandum of Association.

ARTICLE 3

Membership: Board Composition

The number of Trustees is twelve. Eight of the Trustees shall be alcoholics, also known as 'Class B Trustees' and four shall be non-alcoholic, also known as 'Class A Trustees'. The Conference shall nominate six alcoholic Regional Trustees referred to in Articles 4, 5 and 17. The Board shall appoint two General Service Trustees referred to in Articles 4, 18 and 19 and four non-alcoholic Trustees referred to in Articles 4 and 5.

Conference shall have a right of refusal requiring two thirds of all Registered Conference Members to disapprove selections made by the Board of candidates for non-alcoholic, General Service Trustee and interim positions referred to in Articles 4 and 5, and the ultimate right to change appointments to the Board as described in Article 16.

ARTICLE 4

Trustee Terms of Service

Alcoholic Trustees shall have had, as at the date of their election to the Board, five years of continuous sobriety; provided however this period shall be ten years wherever possible. All alcoholic Trustees serve for a period of four years from the date of their election, whether regular or interim.

In addition to providing services at the same time as Regional Trustees, General Service Trustees are expected to provide continued service to the Company during all times of the year, and attend to the duties laid out in Articles 18 and 19.

The non-alcoholic Trustees shall serve for a period of five years from the date of their appointment, whether regular or interim. The General Service Board may extend this term for a maximum of three years if it is considered advantageous. Extension of term is decided on an annual basis, with an explanation provided to the General Service Conference of the reason for extension of term.

Any Trustee having retired shall not be eligible for reappointment.

ARTICLE 5

Election of Trustees

- a Each of the six Regions of the Commonwealth shall provide one alcoholic Regional Trustee, nominated by the Australian General Service Conference as described in Article 17.
- b In addition to these Trustees, two further alcoholic Trustees who reside within commuting distance of the Australian General Service Office of Alcoholics Anonymous, and they shall be known as General Service Trustees. General Service Trustees shall be elected by the Company using the process described in Article 5c below.
- c Election by the Board to non-alcoholic Trustee positions shall, in consultation with the Conference Committee on Trustees, be by a 2/3 vote of those Trustees present at the Board meeting, save where there is more than one candidate, in which case a Third Legacy Procedure shall be used, and such selection shall be subject to 2/3 disapproval of all registered Conference Members at the following Conference.

- d Subject to Article 17, if deemed essential, the Board at its discretion may fill a casual vacancy for any Trustee position, following consultation with the Conference Committee on Trustees, by a two thirds vote of all Trustees present, save where there is more than one candidate, in which case a Third Legacy Procedure as described in the current Australian General Service Manual shall be used, and such appointment shall be subject to 2/3 disapproval of all registered Members of the following Conference.

ARTICLE 6

A Trustee membership shall become vacant if he or she:

- a ceases to maintain the qualifications required of a Trustee;
- b ceases to be a Trustee by virtue of the Act or is prohibited from being a Trustee by an order made under the Act;
- c becomes bankrupt;
- d if he or she becomes physically or mentally incapable of performing his or her duties;
- e if he or she is absent from three consecutive meetings without the leave of the Company;
- f if he or she resigns by notice in writing to the Company;
- g if he or she fails to declare the nature of his or her interests in a contract or an office or property with the Company as provided by the Companies legislation;
- h If notice in writing is received from the Australian General Service Conference that he or she is to be removed from the list of Trustees.

ARTICLE 7

The Trustees being the members of the Company will meet annually to conduct the Annual General Meeting of the Company.

ARTICLE 8

All Trustees are also Directors of the Company.

Proceedings of Trustees Meeting as Directors of the Company

ARTICLE 9

Subject to these Articles the Trustees may meet as Directors of the Company for the despatch of business and adjourn their meetings as they think fit, and may appoint committees the members of which need not be Trustees (provided that a Trustee shall normally be the Chairperson of such committee), and such Trustees may impose conditions and limitations on such committee. The provisions of these articles entitled "proceedings of Trustees" shall apply *mutatis mutandis*^ψ to the proceedings of such committee.

ARTICLE 10

Four Trustees may and the Secretary shall upon the request of four Trustees convene a meeting of Trustees.

ARTICLE 11

The quorum for a Trustees meeting shall be five.

ARTICLE 12

In the event of the number of Trustees becoming less than the minimum fixed for these Articles the continuing Trustees may act solely for the purpose of increasing their number or for calling a general meeting of the Company.

ARTICLE 13

The Chairperson shall serve for a period of one year. The first Chairperson of the Company shall be elected at the first meeting of the Company after incorporation and shall serve for a period expiring at the first annual general meeting of the Company. At this meeting and at all annual general meetings, the presiding Chairperson may present him- or herself, for re-election or two Trustees may nominate another Trustee as Chairperson and upon election such Chairperson shall serve for period of one year PROVIDED HOWEVER no Chairperson shall serve for a longer period than four consecutive years. At any time a Chairperson may be removed by a two thirds vote of all the Members of the Conference.

ARTICLE 14

All acts done by any meeting or by any committee of Trustees or by any person acting as a Trustee shall notwithstanding the subsequent discovery of some defect in the appointment of any such person or of the fact that any such person was disqualified at the time, be as valid as if no such defect or disqualification existed.

^ψ*Mutatis mutandis* = with due alteration of details (comparing cases): Concise Oxford Dictionary.

Ultimate Traditional Authority of Conference

ARTICLE 15

- a The Australian General Service Conference may by a two-third vote of all Registered Members bind the Trustees to call a general meeting or an extraordinary general meeting to implement the decisions of such Conference vote and the Trustees shall be bound to pass resolutions complying with such Conference vote.
- b In exercising the power conferred upon them by statute to amend the Articles or the Memorandum of Association, the Board, in accordance with the traditions of Alcoholics Anonymous, will pay due regard to the wishes of the Fellowship expressed by resolutions disapproving proposed changes passed by a minimum vote of 2/3 of all registered Members of Conference.

ARTICLE 16

The Australian General Service Conference may by a three quarters vote of all the registered Members of Conference require the resignation of a Trustee or Trustees or nominate a new Trustee or Trustees.

ARTICLE 17

The process of appointment of alcoholic Regional Trustees shall be as follows:

- i. One nomination for Regional Trustee will be accepted from each Area within a given Region. Within a Region, all Areas may by joint agreement at their discretion, combine to select a single regional nominee.
- ii. If there is more than one candidate, selection of one candidate from Area nominees takes place at the annual General Service Conference of Alcoholics Anonymous Australia in November, by means of a nominating session as described in the Australian General Service Manual.
- iii. Conference is then given an opportunity to refuse to endorse the nomination of the selected candidate or regional nominee This requires a 2/3 disapproval vote of all registered Members of Conference.
- iv. The Board then elects Conference's nominated candidate to the position of Regional Trustee and simultaneously, Member of the Company. This election requires a simple majority of Board Members present and by tradition the Board shall accept the nominee of Conference.
- v. Interim vacancies for Regional Trustee positions may be filled by the Board by selecting from potential candidates provided by the Areas of the relevant Region by the voting processes specified in Article 5d.

Duties of General Service Trustees

ARTICLE 18

Subject to these Articles the management of the Company's business is vested in the two General Service Trustees who shall exercise all duties of the Company PROVIDED HOWEVER at general or extraordinary meetings of the Trustees the duties of the General Service Trustees may be expanded or restricted. Subject to the restriction or expansion of such duties of the General Service Trustees shall include, *inter alia*:

- a the nomination of persons to sign and/or accept cheques and other negotiable instruments;
- b the keeping of a Register of all charges in accordance with the requirements of the Act;
- c the keeping of minutes of meetings of Trustees;
- d the performance of administrative duties required for the proper functions and running of the Company, including purchase of stationery, payment of salaries, wages and Company running accounts (but such duties shall not be interpreted as conferring on such General Service Trustees the right to purchase equipment or property in the Company's name in excess of such amount as shall be fixed by the Board from time to time).
- e at extraordinary or general meetings of Trustees the Company may restrict or expand the duties of the General Service Trustees.

ARTICLE 19

At any annual general meeting or extraordinary general meeting the Company may direct the General Service Trustees to appoint a committee or committees and such committee members need not be Trustees of the Company provided however one of the General Service Trustees must act as Chairperson of such committees PROVIDED FURTHER HOWEVER the Company shall at the time it directs the General Service Trustees to form such committee it shall also set out the terms of reference to such committee or committees and its duties.

Meetings of Trustees

ARTICLE 20

The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Company and at such place as the Trustees may determine.

ARTICLE 21

An annual general meeting of the Company shall be held in accordance with the provisions of the Act. Other meetings can be called at the discretion of the Trustees.

ARTICLE 22

Any four Trustees may whenever they think fit convene an extraordinary general meeting, an extraordinary general meeting shall be convened on such requisition or in default may be convened by such requisitionists as provided by the Act.

ARTICLE 23

Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-eight days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.

ARTICLE 24

All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Trustees, auditors and the appointment and fixing of the remuneration of the auditors.

Proceedings at General Meetings of the Trustees Meeting as Members of the Company.

ARTICLE 25

No business shall be transacted at any general meeting unless a quorum of Trustees is present at the time when the meeting proceeds to business. Five Trustees present in person shall be a quorum.

ARTICLE 26

If within half an hour from the time appointed for the meeting a quorum is not present the Trustees who were present must request the Company to appoint and give notice of the time and place of the next meeting.

ARTICLE 27

The Chairperson shall preside as chair at every general meeting of the Company and if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting, then the Trustees present shall elect one of their number to be Chairperson of the meeting.

ARTICLE 28

The Chairperson or his or her deputy may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

ARTICLE 29

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a secret ballot is (before or on the declaration of the result of the show of hands) demanded:

- a by the Chairperson or
- b by at least three Trustees present in person.

Unless a secret ballot is so demanded a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, an entry to that effect recorded in the minutes of the proceedings of the company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

The demand for a secret ballot may be withdrawn.

If a secret ballot is duly demanded it shall be taken.

ARTICLE 30

At the first general meeting of the Company, at any subsequent annual general meeting or extraordinary general meeting the Company may appoint any persons or person who need not be a Trustee of the Company to act as secretary, treasurer, auditor, public relations officers to act in any capacity in the performance of the Company's undertaking as the Company deems fit and in similar fashion the Company at any of the above meetings may appoint committees or persons (who need not be Trustees of the Company), may define the powers or terms of reference of such committees, disband existing committees, expand or decrease their number and accept or reject the findings of such committees notwithstanding anything hereinbefore contained any decision or appointment made by the Company may be rescinded or amended by a meeting of the Australian General Service Conference.

Mail polls

ARTICLE 31

- a Whenever in the judgment of one-third of the Trustees present at a meeting a decision to take any action involves a matter of principle or basic policy and in the judgment of at least one-third of the Trustees a delay in arriving at a decision will not adversely affect the Fellowship of Alcoholics Anonymous, the matter will be submitted to a mail vote of all Conference Members as defined by the Conference Charter and if 2/3 of the Conference Members do not support the taking of such action, then the Board of Trustees will be expected to refrain from deciding to take such action.
- b Whenever a mail vote is taken of Conference members, at least four weeks' notice shall be given and the vote shall be determined in keeping with an analysis of such votes by the Chairperson and National Office Manager or, in their absence, by a deputy or deputies appointed by the Chairperson, at the end of such four-week period. An announcement of the result of such vote shall thereupon be mailed by the National Office Manager or appointed deputy, to all registered Members of Conference.
- c The Trustees may at their discretion conduct a mail poll of the Board, in which case at least two weeks notice shall be given and the vote shall be determined by the Chairperson or his or her appointed deputy. The results shall thereupon be mailed to all Trustees by the National Office Manager or his or her appointed deputy.

Company Seal

ARTICLE 32

The Company shall provide a seal, which shall only be used by the authority of the company or of a sub-committee of the Company authorised by the Company in that behalf, and every instrument to which the seal is affixed shall be signed by a Trustee of the Company and shall be countersigned by a second Trustee of the Company or by some other person appointed by the Company for the purpose.

Accounts

ARTICLE 33

The Company shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act provided, however, that the Company shall cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to date not more than one month before the date of the meeting.

ARTICLE 34

The books and records of the Company shall be at all times open to the inspection of the Australian General Service Conference.

ARTICLE 35

A properly qualified Auditor or Auditors shall be appointed and his or their remuneration fixed and duties regulated in accordance with law.

Notices

ARTICLE 36

A notice may be given by the Company to any Trustee either personally or by sending it by post, to him or her at his or her address, supplied by him or her to the Company for the giving of notices to him or her. Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting a letter containing the notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

ARTICLE 37

Notice of every general meeting or extraordinary general meeting shall be given in any manner hereinbefore authorised to:

- a every Trustee; and
- b the Auditor or Auditors for the time being of the Company.

Winding Up

ARTICLE 38

The provisions of Clause 9 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these regulations.

Indemnity

ARTICLE 39

Every Trustee of the Company, auditor, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application under the Act in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust.