

This is Annexure marked 'A' referred to in the Registration of alteration of association rules application

Adelaide Survivors Abreast Inc.

Constitution

October 2021

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Version Control

CONSTITUTION

1. NAME OF CLUB

The name of the club is **Adelaide Survivors Abreast Inc (Club)**

2. DEFINITIONS AND INTERPRETATION

Definitions

In this Constitution, unless the contrary intention appears:

'Act' means the *Associations Incorporation Act 1985 (SA)*.

'Committee' means the Management Committee who is entrusted to manage the club's affairs as detailed in Section 7.

'Constitution' means this Constitution of the club.

'DBSA' means the State Sporting Organisation being Dragon Boat South Australia.

'Individual member' means an individual.

'Associate member' means an individual who wishes to have involvement with the club but not train and/or race. They are not registered with DBSA.

'Independent Person' means a person who is not on the committee of management.

'Life member' means an individual appointed as a life member of the club under **clause 5.2**

'Member' means a member of the club for the time being under **clause 5**.

'Financial year' means the time period in which the financial accounts are prepared. The Regulations detail the current financial year.

'Membership Fees' mean the membership fees paid to the "Club".

'Meetings': There are two meetings allowing Members to have the opportunity to express opinions and vote on various matters as listed under Clause 6:

(a) **'Annual General Meeting' (or AGM)** is held once per year in accordance with the Act to receive financial accounts and elect the Committee.

(b) **'Special General Meeting'** are special meetings that are convened by Members or the Committee to discuss extraordinary issues.

'NSO' means the National Sporting Organisation.

'Objectives' means the Objectives of the club in **clause 3**.

'Patron' means a person of high standing within the community as defined in the regulations and is appointed by the Committee.

‘Register’ of club records means a list of details that may be stored in an electronic form or in a manual handbook.

‘Registration Fees’ means the fees paid to the SSO.

‘Special Resolution’ means a special resolution defined in the Act.

‘SSO’ means the State Sporting Organisation – The Dragon Boat South Australia.

Interpretation

In this Constitution:

- A reference to a function includes a reference to a power, authority and duty.
- A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty.
- Words importing the singular include the plural and vice versa.
- Words importing any gender include the other genders.
- References to persons include corporations and bodies politic.
- References to a person include the legal personal representatives, successors and permitted assigns of that person.
- A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).
- A reference to ‘writing’ shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

Severance

If any provision of this constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this constitution.

The Act

Except where the contrary intention appears, in this constitution an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this constitution.

3. OBJECTIVES OF THE CLUB

The club is established solely for the Objectives. The Objectives of the club are established to:

- (a) Promote the sport of dragon boating within competitive and social settings locally, nationally and internationally when opportunities present themselves.
- (b) Promote breast cancer awareness and the early detection and living side of breast cancer by involvement in dragon boating activities.
- (c) Promote participation in training, regattas and other activities of the Club in a competitive spirit.
- (d) Promote the sport and the Club in an inclusive and friendly manner with a fun-loving and cohesive membership.
- (e) Affiliate and otherwise liaise with the regional and/or state organisations which align with these objectives.
- (f) Provide emotional support to those affected by breast cancer and their family/friends amidst the camaraderie of a team environment.
- (g) Provide support to all cancer survivors.
- (h) Coordinate activities that are in line with DBSA principals.
- (i) Act at all times, on behalf of and in the interest of the members.
- (j) Have regard to the public interest in its operations.
- (k) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objectives.
- (g) The Club shall be a not-for-profit organisation.

4. POWERS OF THE CLUB

Solely for furthering the Objectives, the club has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act.

5. MEMBERS

5.1 Members of the club shall consist of:

- a. Individual Members: A member who is a financial member of the club and registered with DBSA to train and/or race with the club, who subject to this Constitution, shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings.
- b. Associate Members: A member who is a financial member of the club and not registered with DBSA, who subject to this Constitution, shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings.
- c. Life Members: who subject to this Constitution, shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings.

- d. A Patron, if appointed, is not regarded as a financial member; who subject to this Constitution and clause 9.10, shall all have the right to receive notice of general meetings and to be present, debate but does not have a vote at general meetings.

5.2 Life Members

- (a) Any person of at least fifteen (15) years' membership, being an Individual Member who has rendered exceptional service to the club and meets the criteria as approved by the Committee may be nominated for Life Membership by four (4) Members of the Club. (One nominator must be a Member with greater than ten (10) years' membership).
- (b) The nomination to the Committee must include a 'Life Member Assessment Criteria' sheet showing a score of at least 30 points and nominee's details in accordance with the Life Member Policy.
- (c) The committee will have the authority to award Life Membership where a simple majority of the Committee deem it appropriate in accordance with the Life Membership Policy. Members so approved will be awarded at the Annual General Meeting.
- (d) A Life Member will pay no membership fees but are still considered financial members of the club.

5.3 Application for membership

An application for membership must be:

- (a) in writing on/in the form prescribed from time to time by the Committee (if any), from the applicant or its nominated representative and lodged with the club.
- (b) accompanied by the appropriate fee, if any.

5.4 Discretion to Accept or Reject Application

- (a) The club may accept or reject an application whether the applicant has complied with the requirements in **clause 5.3** or not. The club shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) The name of each applicant, with the exception of minors, shall be emailed to the Committee for the consideration of the membership.
- (c) If no objections are received by or at the general meeting of the following month, the applicant automatically becomes a member from that general meeting.
- (d) Where the club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the club.

5.5 Renewal

Individual Members must renew their membership annually in accordance with the procedures set down by the club in regulations from time to time.

5.6 Deemed Membership

- (a) All persons who are, prior to the approval of this Constitution under the Act, members of the club shall be deemed members from the time of approval of this Constitution under the Act.
- (b) Any members of the club, prior to approval of this Constitution under the Act, who are not deemed members under **clause 5.6(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

5.7 Club to Keep Membership Register

The club shall keep and maintain a membership register in which shall be entered (as a minimum):

- (a) the name, address and date of entry of each member.
- (b) where applicable, the date of termination of membership of any member.

Members shall provide notice of any change and required details to the club within one month of such change.

5.8 Inspection of Membership Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any member, shall be available for inspection (but not copying) by members, upon reasonable request.

5.9 Use of Membership Register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the objectives, in such manner, as the Committee considers appropriate.

5.10 Effect of Membership

Members acknowledge and agree that:

- (a) This Constitution forms a contract between each of them and the club and that they are bound by this Constitution and the regulations.
- (b) They shall comply with and observe this Constitution and the regulations and any determination, resolution or policy, which may be made or passed by the Committee or other entity with delegated authority.
- (c) By submitting to this Constitution and regulations, they are subject to the jurisdiction of the club.
- (d) The Constitution and regulations are necessary and reasonable for promoting the Objectives.
- (e) They are entitled to all benefits, advantages, privileges and services of club membership.

5.11 Notice of Resignation or Death

- (a) A member who has paid all arrears of fees payable to the club may resign or withdraw from membership of the club by giving one month's notice in writing to the club.
- (b) Once the club receives a notice of resignation of membership given under **clause 5.11(a)**, or death, it must make an entry in the register that records the date on which the member ceased to be a member.

5.12 Discontinuance for Breach

- (a) Membership of the club may be discontinued by the Committee upon breach of any clause of this Constitution or the regulations, including, but not limited to, the failure to pay any monies owed to the club, failure to comply with the regulations or any resolutions or determinations made or passed by the Committee or any duly authorised Committee.
- (b) Membership shall not be discontinued by the Committee under **clause 5.12(a)** without the Committee first giving the accused member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a member fails, in the Committee's view, to adequately explain the breach, that member's membership shall be discontinued under **clause 5.12(a)** by the club, by giving written notice of the discontinuance to the member. The register shall be amended to reflect any discontinuance of membership under this **clause 5.12** as soon as practicable.

5.13 Member to Re-Apply

A member whose membership has been discontinued under **clauses 5.12 or 5.13**:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution
- (b) may be re-admitted at the discretion of the Committee.

5.14 Forfeiture of Rights

A member who ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the club and its property and shall not use any property of the club including intellectual property. Any club documents, records or other property in the possession, custody or control of that member shall be returned to the club immediately.

5.15 Membership May be Reinstated

Membership, which has been discontinued under this **clause 5**, may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

5.16 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued member may be refunded on a pro-rata basis to the member upon discontinuance in accordance with the appropriate policy.

5.17 Discipline

The Committee may commence or cause to be commenced disciplinary proceedings against a member who has allegedly:

- (a) Breached, failed, refused or neglected to comply with a provision of this Constitution, the regulations or any resolution or determination of the Committee or any duly authorised Committee
- (b) Acted in a manner unbecoming of a member, or prejudicial to the purposes and interests of the club
- (c) Brought the club, any other member into disrepute.

That member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the club set out in the regulations.

The Committee may appoint a judiciary Committee to deal with any disciplinary matter referred to it. Such judiciary Committee shall operate in accordance with the procedures expressed in the regulations but is subject always to the Act.

5.18 Grievance Procedure

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a member and:
 - (i) another member
 - (ii) the club
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- (c) The Committee may prescribe additional grievance procedures in regulations consistent with this **clause 5.18**.

5.19 Fees

The annual membership fee (if any) and any fees or other levies payable by members to the club and the time for and manner of payment shall be as determined by the Committee.

6. MEETINGS OF MEMBERS

- 6.1** The meetings that can be convened where Members have the opportunity to express opinions and vote on various matters are:
 - (a) General Meetings of the Club may be held on a regular basis.
 - (b) Annual General Meeting of the club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.
 - (c) Special General Meetings of the Club are special meetings that are convened by members to discuss extraordinary issues.

6.2 Attendance at Meetings

Unless this Constitution expressly provides otherwise, members, the auditor (if appointed) and the Committee Members are entitled to attend Annual & Special Meetings but only Members are entitled to vote.

6.3 Notice of Meetings

- (a) Notice of every meeting shall be given to every member entitled to receive notice. Notices shall be sent to the addresses appearing in the club's register. The auditor, if appointed, shall also be entitled to receive notice of every Annual General Meeting. This will be sent to the auditor's last known address. No other person shall be entitled, as of right, to receive notices of general meetings.
- (b) A notice of a meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting must be given to those Members entitled to receive notice.
- (d) At least twenty-one (21) days' notice of a Special or Annual General Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote.
- (e) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee, the election of Committee Members under this Constitution and the appointment of the auditors, if applicable.
- (f) All business that is transacted at a Special Meeting or an Annual General Meeting, other than those matters referred to in clause 6.3(d) is special business. No business other than that stated on the notice for a Meeting may be transacted at that meeting.
- (g) Special or other business can be tabled without notice at a General Meeting.

6.4 Proceedings at Meetings

- (a) No business may be transacted at the Special or Annual General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for Annual General or Special General Meetings of the club shall be fifteen (15) members present and eligible to vote.
- (b) No business may be transacted at a General Meeting (Committee Meeting) unless a quorum is present at the time when the meeting proceeds to business. A quorum for general meetings of the club shall be ten (6) members present and eligible to vote.

6.5 Chairperson to Preside at Meetings

- (a) The chairperson of the Committee will, subject to this Constitution, preside as chairperson at every Meeting except:
 - (i) In relation to any election for which the chairperson of the Committee is a nominee; or
 - (ii) where the chairperson of the Committee has a conflict of interest.

- (b) If the chairperson of the Committee is not present or is unwilling or unable to preside, the Members present must appoint another Committee member to preside as chair for that meeting only.

6.6 Adjournment of Annual General & Special General Meeting at Meetings

- (a) If within half an hour from the time appointed for the Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place, or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (i) if the meeting was convened on the requisition of Members under clause 6.10, the meeting will lapse; and
 - (ii) in any other case, those Members present will constitute a quorum.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in clause 6.6(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

6.7 Voting Procedure at Meetings

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of Members present at the meeting and eligible to vote for general and annual general meetings.

Proxy voting shall not be permitted at any meetings.

6.8 Recording of Determination at Meetings

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 and an entry to that effect in the book containing the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

6.9 Voting at Meetings

- (a) Each Member as permitted in clause 5.1 (a), (b), (c) is entitled to one (1) vote at Meetings.
- (b) The chair of a Meeting does not have a casting vote.

6.10 Special General Meetings

- (a) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) Requisition of Special General Meetings
 - (i) On the requisition in writing of not less than thirty per cent (30%) of the total number of Members, the Committee must, within one month after the receipt of the requisition, and give notice as per Clause 9.5, convene a Special General Meeting for the purpose specified in the requisition.
 - (ii) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
 - (iii) If the Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
 - (iv) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.
- (c) Voting at a Special General Meeting requires seventy five percent (75%) of members present at the meeting and eligible to vote, to vote in the affirmative for a motion to be passed.

7. MANAGEMENT

The members of the administrative or governing body (by whatever name called) of the club in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next annual general meeting following such adoption of this Constitution, and thereafter the positions of Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

7.1 Powers of the Committee

Subject to the Act and this Constitution, the business of the club shall be managed and the powers of the club shall be exercised by the Committee. In particular, the Committee shall act in accordance with the Objectives and shall operate for the benefit of the members and the community.

7.2 Composition of the Committee

The Committee shall comprise of:

- (a) the President;
- (b) the Secretary;
- (c) the Treasurer; and

- (d) Up to six (6) other Committee Members
All of whom shall be elected under **clause 7.6**.
- (e) Up to two (2) appointed Committee Members who need not be members and who may be appointed by the Committee and are entitled to vote at the Committee.
- (f) Any other office holders or member may attend any Committee upon an invitation meeting but do not have a vote.

7.3 Election and Appointment of Committee Members[®]

The elected Committee Members shall be elected under **clause 7.6**.

The appointed Committee Members may be appointed under **clause 7.8**.

7.4 Nomination for Committee

Nominations for elected Committee member positions shall be called for forty-eight (48) days prior to the AGM. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. The Committee shall determine qualifications and job descriptions from time to time.

7.5 Form of Nomination

Nominations must be:

- (a) in writing
- (b) on the prescribed form (if any) provided for that purpose
- (c) signed by a member who must either be an Individual, Associate or Life Member
- (d) certified by the nominee who must be either an Individual, Associate or Life Member expressing their willingness to accept the position for which they are nominated
- (e) delivered to the club by the date fixed for the AGM.

7.6 Elections

- (a) If the number of nominations received is equal to the number of vacancies to be filled, or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected only if approved by the majority of members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of members under **clause 7.6**, the positions will be deemed casual vacancies under **clause 7.9**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Committee.
- (d) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.

7.7 Term of Appointment for Elected Committee Members

- (a) Committee Members under clause 7.2(a-d) and elected under **clause 7.6** shall be elected for a term of one (1) year. Subject to provisions in this Constitution relating to early retirement or removal of Committee. Elected Committee members shall remain in office from the conclusion of the Annual General Meeting at which their relevant election occurred until the conclusion of the next Annual General Meeting following.
- (b) It is preferred that at least half of the Elected Executive Committee members shall retire in each odd year and the balance of the Elected Executive Committee members shall retire in each even year until, after two (2) years the original elected Executive Committee members have all retired.
- (c) The sequence of retirements under **clause 7.7(b)**, which is designed to ensure rotational and staggered terms, shall be determined by the Executive Committee.
- (d) Following the adoption of this Constitution, no person who has served as an Elected Executive Committee members or Appointed Executive Committee members for a period of six (6) years shall be eligible for election as an Elected Executive Committee member until the next Annual General Meeting following the date of conclusion of their last term as an Elected Executive Committee member. (Exemption to maximum period of 6 years, if committee at time of a member exceeding the 6 years on the committee agrees, said member can extend their time on committee for maximum of one extra year).
- (e) If the law requires the Elected Committee members to have a particular qualification or clearance (for example, police clearance), the Elected Committee members term will not begin until the qualification or clearance has been established.

7.8 Appointment of Committee Members

The elected Committee Members may appoint up to two (2) additional appointed Committee Members.

(a) Qualifications for Appointed Committee Members[®]

The appointed Committee Members may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Committee composition. They do not need to be individual members.

(b) Term of Appointment

Appointed Committee Members may be appointed by the elected Committee under this Constitution for a term of one (1) year, which shall commence from the first Committee meeting after the AGM until after the conclusion of the next annual general meeting that follows.

7.9 Casual Vacancies

Any casual vacancy occurring in the position of committee member may be filled by the remaining Committee Members from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Committee member's term under this constitution.

7.10 Grounds for Termination of Committee Member

In addition to the circumstances in which the office of a Committee member becomes vacant by virtue of the Act, the office of a Committee member becomes vacant if the Committee member:

- (a) dies,
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally,
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health,
- (d) resigns their office in writing to the club,
- (e) is absent without the consent of the Committee from meetings held during a period of six (6) months,
- (f) holds any office of employment with the club without the approval of the Committee,
- (g) is directly or indirectly interested in any contract or proposed contract with the club and fails to declare the nature of that interest,
- (h) in the opinion of the Committee (but subject always to this Constitution:
 - (a) has acted in a manner unbecoming or prejudicial to the Objectives and interests of the club,
 - (b) has brought the club into disrepute,
 - (c) is removed by special resolution
- (i) would otherwise be prohibited from being a Committee member of a corporation under the *Corporations Act 2001 (Cth.)*.

7.11 Committee May Act

In the event of a casual vacancy or vacancies in the office of a Committee Members, the remaining Committee Members may act. However, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum.

7.12 Committee to Meet

The Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A Committee member may at any time convene a meeting of the Committee within reasonable time.

7.13 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution. Each Committee member has one (1) vote on any question. The chair does not have a casting vote.

7.14 Circulatory Resolutions

- (a) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Committee Members.
- (b) A resolution may not be passed under clause 7.14(a) if, before it is circulated for voting under clause 7.14(a) the Committee resolves that it can only be put at a meeting of the Committee.
- (c) A resolution passed under this clause must be recorded in the minutes.
- (d) Refer to Regulations for detail of the process

7.15 Resolutions Not in Meeting

Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one or more of the Committee Members is not physically present at the meeting, provided that all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication

- (a) Notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this constitution. The notice will specify that Committee Members are not required to be present in person.
- (b) If a failure in communications prevents clause 7.15(a)(i) from being satisfied by the number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until clause 7.15(a)(i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
- (c) Any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Committee member is there present. If no Committee member is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

7.16 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is fifty percent (50%) of the elected Committee plus one (1).

The chairperson has a deliberative vote only and no casting vote.

7.17 Notice of Committee Meetings

Unless all Committee Members agree to hold a meeting at a shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than four (4) days' written notice of the meeting of the Committee shall be given to each Committee member. The agenda shall be forwarded to each Committee member no less than four days prior to the meeting.

7.18 Chairperson

The chairperson shall be the elected President of the club and will act as chair of any Committee meeting or general meeting at which they are present. If the chairperson is not present, or is unwilling or unable to preside at a Committee meeting, the remaining Committee Members shall appoint another Committee member to preside as chair for that meeting only.

7.19 Conflict of Interest

A Committee member shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. They shall, unless otherwise determined by the Committee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter shall be adjourned or deferred.

7.20 Disclosure of Interests

- (a) The nature of the interest of a Committee member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting of the Committee. If a Committee member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee member becomes interested.
- (b) All disclosed interests must also be disclosed to each AGM in accordance with the Act.

7.21 General Disclosure

A general notice stating that an Committee member is a member of any specified firm or company and that he is 'interested' in all transactions with that firm or company is sufficient declaration under **clause 7.20**. After the distribution of the general notice, it is not necessary for the Committee member to give a special notice regarding any particular transaction with that firm or company.

7.22 Recording Disclosures[®]

Any declaration made, any disclosure or any general notice given by an Committee member in accordance with **clauses 7.20, 7.20** and/or **7.21** must be recorded in the minutes of the relevant meeting.

7.23 Committee May Delegate Functions

- (a) The Committee may, by instrument in writing, create, establish or appoint special Committees, individual officers and consultants to carry out specific duties and functions.
- (b) It will determine what powers these Committees are given. In exercising its power under this clause, the Committee must take into account broad stakeholder involvement.

7.24 Delegation by Instrument

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Committee or the executive officer by the Act, any other law, this constitution, or by resolution of the club in a general meeting.

7.25 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

7.26 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee. The entity exercising delegated powers shall make decisions in accordance with the Objectives, and it shall promptly provide the Committee with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Committee.

7.27 Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

7.28 Revocation of Delegation

At any time, the Committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

7.29 Common Seal

The club shall have a seal upon which its club name shall appear in legible characters.

The seal shall not be used without the express authorisation of the Committee. Every use of the seal shall be recorded in the club's minutes. Two Committee Members must witness every use of the seal.

8. RECORDS AND ACCOUNTS

8.1 Records

The club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Committee). It shall produce these as appropriate at each Committee or annual general meeting.

8.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The club shall retain such records for seven years after the completion of the transactions or operations to which they relate.

8.3 Committee to Submit Accounts

The Committee shall submit the club's statements of account to the members at the AGM in accordance with this constitution and the Act.

- (a) The Club shall open and keep at least one transaction account as the Committee may from time to time determine, and all monies belonging to the Club shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of the account(s) of the Club".
- (b) No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Club unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Committee for such purposes. All extraordinary and capital expenditure must be ratified by the Committee.

8.4 Accounts Conclusive

The statements of account, when approved or adopted by an AGM, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

8.5 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Committee Members or in such other manner as the Committee determines.

8.6 Auditor

- ~~(a)~~ The club must appoint an auditor in accordance with the Act. If appointed, an auditor shall be appointed by the club in a general meeting. The auditor's duties shall be regulated in accordance with the Act. The club in a general meeting may remove the auditor.
- (b) Subject to clause 8.6(a) and where this does not apply the Committee must appoint an independent person to review the transactions between the bank account(s) and financial reports and provide a statement to the Committee that all transactions appearing in the bank statements are represented in the financial reports.

- (c) The Committee must validate and approve a financial controls checklist, that evaluates the internal controls of the club before the annual general meeting.
- (d) The accounts, together with the financial controls checklist and the statement by the independent reviewer shall be laid before members at the Annual General Meeting.

8.7 Application of Income

The income and property of the club shall be applied solely towards the promotion of the Objectives.

- (a) Except as prescribed in this constitution or the Act:
 - (i) no portion of the income or property of the club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any member
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the club to any member who holds any office of the club.
- (b) Payment in good faith of or to any member can be made for:
 - (i) any services actually rendered to the club whether as an employee, Committee member or otherwise
 - (ii) goods supplied to the club in the ordinary and usual course of operation
 - (iii) interest on money borrowed from any member
 - (iv) rent for premises demised or let by any member to the club
 - (v) any out-of-pocket expenses incurred by a member on behalf of the club.
 - (vi) Nothing in clauses 8.7(a) or (b) preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

9. ADMINISTRATION

9.1 Winding Up

- (a) Subject to this Constitution the club may be wound up in accordance with the Act.
- (b) The liability of the members of the club is limited.
- (c) Every member undertakes to contribute to the assets of the club in the event of it being wound up while a member, or within one year after ceasing to be a member, for payment of the debts and liabilities of the club contracted before the time at which they ceased to be a member and towards the costs, charges and expenses of winding up the club, such an amount not exceeding one dollar (\$1.00).

9.2 Distribution of Property on Winding Up

If upon winding up or dissolution of the club there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objectives similar to those of the club. The organisation(s) must prohibit the distribution of its income and property

among its members to an extent at least as great as that imposed on the club by this constitution. The organisation(s) is to be determined by the members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

9.3 Alteration of Constitution

- (a) This Constitution shall not be altered except by special resolution at either an Annual General Meeting or Special General Meeting.
- (b) Seventy five percent (75%) of members present at the meeting and eligible to vote are required for this special resolution.

9.4 Regulations

- (a) The Committee may formulate, issue, adopt, interpret and amend regulations for the proper advancement, management and administration of the club, the advancement of the purposes of the club and [Sport] in the local area. Such regulations must be consistent with the constitution and any policy directives of the Committee.
- (b) All regulations are binding on the club and all members.
- (c) All clauses, rules, by-laws and regulations of the club in force at the date of the approval of this constitution (as long as such clauses, rules/by-laws and regulations are not inconsistent with or have been replaced by, this constitution) shall be deemed to be regulations and shall continue to apply.
- (d) Amendments, alterations, interpretations or other changes to regulations shall be advised to members by means of bulletins approved by the Committee and prepared and issued by the club. The club shall take reasonable steps to distribute information in the bulletins to members. The matters in the bulletins are binding on all members.

9.5 Notice

- (a) Notices may be given by the club to any person entitled under this constitution to receive any notice. The notice can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the member's registered address or facsimile number or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been affected six (6) days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be affected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be affected by the second business day after it was sent.

9.6 Indemnity

- (a) Every Committee member and employee of the club will be indemnified out of the property and assets of the club against any liability incurred by them in their capacity as Committee member or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The club shall indemnify its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee member or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - (i) in the case of a Committee member, performed or made while acting on behalf of and with the authority, express or implied, of the club
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the club.

9.7 Transitional Provisions

(a) Continuing Membership

Each Member that is a member of the club on the day on which this Constitution is adopted will automatically be admitted to membership as a Member.

(b) Committee

For the purpose of determining when the term ends for each Committee Member in office on the day on which this Constitution is adopted, time served in the Committee Member's current term will be counted as if this Constitution had been in place at the commencement of that term.

(c) Regulations deemed applicable

All rules, by-laws, policies and Regulations of the Club in force at the date of the adoption of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.

9.8 Colours of the Club

The colours of the Club shall be Pink, Black and Blue.

9.9 Authority to Trade

The club is authorised to trade in accordance with the Act.

9.10 Patron

- (a) The Committee may appoint a patron of the Club to hold office as per clause 9.10(b) and may remove any such patron following consultation.
- (b) The Patron will be appointed for a term up to three (3) years and be eligible for renewal subject to clause 9.10(a).
- (c) The Patron shall not be a member of the Committee.

- (d) The Patron can have individual membership of the club in addition to being a Patron.
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Constitution Version Control

Date	Clauses amended	Description of change	Special Meeting Date
30/6/2021	Entire Constitution		10/10/2021