

MicroGroms Surf Club SA Inc – Club Constitution

ASSOCIATION INCORPORATION ACT 1985 (SA)
CONSTITUTION of

MicroGroms Surf Club SA Inc

Junior Board Riders



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ASSOCIATIONS INCORPORATION ACT 1985 (SA) CONSTITUTION
of
MicroGroms Surf Club SA Inc

1. NAME OF ASSOCIATION

The name of the incorporated association is MicroGroms Surf Club SA Inc ("Association").

2. DEFINITIONS AND INTERPRETATION

2.1. Definitions

In this Constitution unless the contrary intention appears:

"Act" means the Associations Incorporation Act 1985 (SA).

"Annual General Meeting" means a meeting of the kind described in clause 17(a).

"Appointed Director" means a director appointed under clause 12.

"Committee" means the body consisting of the Directors and constituting the Board for the purpose of the Act.

"Constitution" means this constitution of the Association.

"Director" means a member of the Board and includes Elected Directors and Appointed Directors and any person acting in that capacity from time to time appointed in accordance with this Constitution.

"Elected Director" means a director appointed under clause 11.

"Financial year" means the year ending on the next 31 December following incorporation and thereafter a period of 12 months commencing on 1 January and ending on 31 December each year.

"General Meeting" means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

"Intellectual Property" means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in South Australia.

"Life Member" means an individual appointed as a life member of the Association.

“Member” means a member for the time being of the Association.

“Objects” means the objects of the Association in clause 3.

“Ordinary Member” means a person admitted as a member of the Association under clause 5.5

“Ordinary Resolution” means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (b) at a meeting of the Committee or a sub-committee of the Committee, a resolution passed by a majority of those present, entitled to vote and voting.

“Participant” means a person who participates in the Sport whether as player, coach, judge or other official.

“Regulation” means a rule, regulation, by-law or policy made by the Board under this Constitution.

“Special General Meeting” means a general meeting of Members convened in accordance with clause 18.

“Special Resolution” means a resolution passed at General Meeting of the Members if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

“Sport” means the sport of surfing.

“State Sport Dispute Centre” means the impartial mediation and dispute resolution service provided by Sport SA (or such other body as may replace Sport SA) for the South Australian sporting community.

2.2. Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) 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;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;

- (g) 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 another legislative authority having jurisdiction); and
- (h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.3. Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Committee or a sub-committee of the Committee, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.4. The Act

- (a) Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The Objects of the Association are to:

- (a) fostering surfboard riding for the enjoyment and advancement of Club members
- (b) arrange, conduct and regulate MicroGroms competitions
- (c) encourage young South Australian board riders to develop the skills to be competitive at the State, National and International level
- (d) create a supportive environment where young board riders can enjoy surfing in competition and meet other people who love surfing.
- (c) affiliate with State Sporting Organisation (SSO) and act as its affiliated member
- (d) maintain and enhance the reputation of the Sport and the standards of play and behaviour of Participants; and
- (e) strive for governmental, commercial and public recognition of the Club
- (f) draft and promulgate such rules as may be necessary for the management, control, and achievement of the Objects of the Association.

4. POWERS OF THE ASSOCIATION

For furthering the Objects, the Association has the specific rights, powers and privileges conferred on it by section 25 of the Act.

5. MEMBERS

5.1. Categories of Members

The Members of the Association consist of:

- (a) Life Members
- (b) Ordinary Members
- (c) Junior Members.

5.2. Admission of Members

- (a) Subject to clause 5.5, a candidate for Ordinary Membership must apply to the Committee in writing.
- (b) The application must:
 - (i) be in a form approved by the Committee;
 - (ii) contain full particulars of the name and address and contact details of the applicant;
 - (iii) contain any other information prescribed by Regulation for an application for membership in that category.

5.3. Discretion to accept or reject application

- (a) The Directors may accept or reject an application whether the applicant has complied with the requirements in clause 5.2 or not. The Directors are not required, nor can they be compelled to provide any reason for rejection.
- (b) Membership begins on the later to occur of:
 - (i) acceptance of the application by the Directors; or
 - (ii) payment of any fees or subscriptions payable by the new Member.

5.4. Life Members

- a) Life Membership is an honour that can be bestowed by the Association for longstanding and valued service to Micrograms and the Sport in South Australia.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Committee. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
- (c) A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Committee.

- (d) A Life Member has the right to receive notice of General Meetings and to be present and to debate but not to vote at General Meetings.
- (e) A Life Member is not required to pay fees or subscriptions (other than fees that are required to be paid by a Participant in his or her capacity as a Participant) unless the Life Member is also an Ordinary Member.
- (f) A Life Member is also eligible to be an Ordinary Member.

5.5. Ordinary Members

- (a) An individual who is a parent or guardian of a junior member or who has an interest in the Sport may apply to be an Ordinary Member.
- (b) Subject to compliance with his or her obligations under clause 5.7, an Ordinary Member has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.

5.6 Junior Member

- a) An individual who is under the age of 18.
- b) Subject to compliance with his or her obligations under clause 5.7, a Junior Member 14 years or older, has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.

5.7. Obligations of Members

Each Member must:

- (a) pay all fees and subscriptions prescribed by the Committee under clause 8.
- (b) treat all volunteers, contractors and representatives of the Association with respect and courtesy at all times.
- (c) maintain and enhance the standards, quality and reputation of both the Association and the Sport;
- (d) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association or the Sport.

5.8. Register of Members

- (a) The Association must keep and maintain a register of Members in accordance with the Act.
- (b) In addition to the information required by the Act, the Register may contain such other information as the Committee considers appropriate.

- (c) Members must provide the Association with the details required by the Association to keep the register complete and up to date.

5.9. Effect of Membership

This Constitution constitutes a contract between each of the Members and the Association and each Member is bound by this Constitution and the Regulations.

6. CESSATION OF MEMBERSHIP

6.1. General

A Member ceases to be a Member of the Association if:

- (a) the Member dies;
- (b) the Member becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (c) the Member resigns from membership in accordance with clause 6.2; or
- (d) the Member is expelled from the Association under clause 6.3.

6.2. Notice of Resignation

A Member may resign from membership of the Association on one month's notice in writing to the Association. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Association.

6.3. Expulsion for breach

- (a) Subject to clause 6.3(c) but despite anything contained in any Regulation made under clause 7(a), the Committee may expel a Member from membership of the Association if, in the opinion of the Committee, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- (c) The Committee may, in its discretion, convene a judiciary committee under clause 7(c) to hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution or the Regulations and to make recommendations to the Committee about the appropriate consequences of its findings. The Committee may rely on the findings and recommendations of the judiciary committee.
- (d) A member may not be expelled under clause 6.3(a) unless the Member has been afforded natural justice.

6.4. Return of Property

A Member who ceases to be a Member must not thereafter use any property of the Association (including, without limitation, its Intellectual Property) and must immediately return to the Association all of the Association's documents, records or other property in the possession, custody or control of the former Member.

6.5. Membership may be Reinstated

- (a) Nothing in this clause 6 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.

- (c) Membership which has ceased under this clause 6 may be reinstated at the discretion of the Committee without an application having been made under clause 6.5(a), with such conditions as it deems appropriate.

6.6. Refund of Membership Fees

Membership fees or subscriptions paid by the former Member may, at the Committee's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

7. DISCIPLINE

- (a) The Committee may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Regulations against Members or Participants.

- (c) A Regulation made under clause 7(a) may:
 - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 7(a);
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties;
 - (iv) and otherwise prescribe the procedures for dealing with cases falling under clause 7(a)

- (d) Despite any Regulation made under clause 7(a), the Board may itself deal with and disciplinary matter referred to it or appoint a judiciary committee to do so

- (d) All proceedings relating to cases falling under clause 7(a) must be conducted according to the rules of natural justice.

8. SUBSCRIPTIONS AND FEES

- (a) The Committee will:
 - (i) fix annual membership subscriptions;
 - (ii) fix such other fees or levies as the Board considers prudent for the effective and sustainable management of the affairs of the Association; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Association.

- (b) The Committee may fix subscriptions, fees or levies at different rates for different categories of Membership and may determine that no subscriptions are payable by one or more of the categories for any year.
- (c) The Committee may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.
- (d) On admission to membership a new Member must pay the current full year's subscription unless the Committee agrees to accept payment in instalments or unless the Committee agrees to accept a pro rata payment.
- (e) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Board is satisfied that there are special reasons to do so.

9. POWERS OF THE COMMITTEE

9.1. General powers of Committee

- (a) Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Committee which may exercise the powers of the Association for that purpose.
- (b) Appoint a public officer or agent of the management committee to have custody of the clubs records, documents, securities and seal.
- (c) The Committee must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole.

10. COMPOSITION OF THE COMMITTEE

10.1. Composition of the Committee

The Committee will comprise:

- (a) up to nine(9) Elected Directors who are Ordinary Members of the Association elected under clause 11; and
- (d) up to two (2) Appointed Directors appointed under clause 12.
- (e) up to one (1) Appointed Junior Director appointed under clause 12.

10.2. Office-holders

- (a) At its first meeting following each Annual General Meeting the Committee will appoint the following office-holders from among its Elected Directors or Appointed Directors:

- (i) President;
 - (ii) Vice President;
 - (iii) Secretary;
 - (iv) Treasurer.
- (b) Office-holders remain in office until they resign or are replaced in accordance with clause 10.2(a).
- (c) A casual vacancy may be filled by the Committee at any time.

10.3. Portfolios

The Committee may allocate portfolios to Directors which shall be in addition to the responsibilities of the office-holders.

11. ELECTED DIRECTORS

11.1. Nominations

- (a) The Committee must call for nominations for Elected Directors at least twenty one (21) days prior to the Annual General Meeting.
- (b) The Committee may, when it calls for nominations, indicate which portfolios on the Committee it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

11.2. Form of Nomination

Nominations must:

- (a) be in writing;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by the nominee;
- (d) be delivered to the Association not less than seven (7) days before the date fixed for the Annual General Meeting.

11.3. Elections

- (a) If the number of nominations received for the Committee does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.

- (b) If there are insufficient nominations received to fill all vacancies on the Committee, nominations for the remaining Elected Director positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (c) If at any stage the number of nominations for the Committee exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (d) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Committee from time to time or if the Committee has not made a determination, by the method determined by the chairperson of the Annual General Meeting.
- (e) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies under clause 13.1.

11.4. Term of Appointment for Elected Directors

- (a) Subject to clause 11.4(b), the term of office of each Elected Director begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) If the law requires the Elected Director to have a particular qualification or clearance (for example, police clearance), the Elected Director's term will not begin until the qualification or clearance has been established.
- (c) The term of office of each Elected Director ends at the conclusion of the first Annual General Meeting following their election, but the Elected Director is eligible for re-election.
- (e) Following the adoption of this Constitution, no person who has served as an Elected Director and/or as an officer of the Association under the previous Constitution for a period of four (4) consecutive full terms is eligible for election as an Elected Director until the next Annual General Meeting following the date of conclusion of their last term as an Elected Director.

12. APPOINTED DIRECTORS

12.1. Appointment of Appointed Directors

The Elected Directors may appoint up to two (2) Appointed Directors and one (1) Junior Appointed Director.

12.2. Qualifications for Appointed Directors

In appointing Appointed Directors, the Elected Directors should have regard to which personal skills and experience the Committee thinks will complement the Committee composition. May include immediate past Elected Directors.

12.3. Term of Appointment

- (a) The term of office of each Appointed Director must be fixed by the Elected Directors at the time of the Appointed Director's appointment but it cannot exceed two (2) years.
- (b) An Appointed Director whose term of office ends is eligible for re-appointment, but is not able to hold consecutive two (2) year terms.

13. VACANCIES ON THE BOARD

13.1. Casual Vacancies

Any casual vacancy occurring in the position of Elected Director may be filled by the remaining Elected Directors. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting irrespective of the term of office of the person whom he or she replaces.

13.2. Grounds for Termination of Director

The office of a Director becomes vacant if the Director:

- a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (c) suffers from mental or physical incapacity;
- (d) is disqualified from office under section 30 of the Act;
- (e) resigns his or her office by notice in writing to the Association;
- (f) is absent without the consent of the Committee from meetings of the Committee held during a period of six (6) months;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- (f) in the case of an Appointed Director, is removed from office by the Elected Directors;
- (g) is removed by the Members in General Meeting; or
- (h) would otherwise be prohibited from being a director of a corporation under the Corporations Act 2001 (Cth).

If a Director is removed by resolution of the Members, the Director cannot be reappointed to the Committee as an Appointed Director without a further resolution of Members authorising the appointment.

13.3. Committee May Act

If there are any vacancies on the Committee, the remaining Directors may act but, if the number of remaining Directors 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 Directors to a number sufficient to constitute a quorum.

14. MEETINGS OF THE COMMITTEE

14.1. Committee to Meet

- (a) The Committee must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Director may at any time convene a meeting of the Committee on reasonable notice to the other Directors.

14.2. Attendance by Telephone

A Director may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

14.3. Decisions of Committee

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

14.4. Resolutions not in Meeting

- (a) Subject to clause 14.4(d), the Committee may pass a resolution without a Committee meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Director signs.
- (b) For the purposes of clause 14.4(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) A resolution may not be passed under clause 14.4(a) if, before it is circulated for voting under clause 14.4(a), the Committee resolves that it can only be put at a meeting of the Committee.
- (e) A resolution passed under this clause must be recorded in the minute book.

14.5. Quorum

At meetings of the Committee the number of Directors whose presence is required to constitute a quorum is:

- (a) if the number of Directors then in office is an even number, half of the number of Directors plus one; or
- (b) if the number of Directors then in office is an odd number, half of the number of Directors rounded up to the next whole number.

14.6. Chairperson

The President will act as chair of any Committee meeting or General Meeting at which he or she is present and is the nominal head of the Association. If the President is not present, or is unwilling or unable to preside at a General Meeting or a Committee meeting the remaining Directors must appoint another Director to preside as chair for that meeting only.

14.7. Directors' Interests

The Directors must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Director has an interest.

15. EXECUTIVE

The Committee may, from time to time, employ a chief executive and other personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Committee determines.

16. DELEGATIONS

The Committee may, in writing, establish subcommittees and delegate to each of them the exercise of the functions of the Committee that are specified in the instrument of delegation, other than:

- (a) this power of delegation; and
- (b) a function that is a function imposed on the Board by the Act, by any other law, or by resolution of the Association in General Meeting.

17. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association 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.
- (b) All General Meetings other than the Annual General Meeting will be Special General Meetings.

18. SPECIAL GENERAL MEETINGS

18.1. Special General Meetings may be held

- (a) Special General Meetings may be called by the Management Committee or at the request of the President and Secretary or on the written request of members of the Club.
- (b) The Secretary shall give at least seven (7) days notice, in writing, of the date of the special General Meeting to the members. Notice of Special General Meetings shall set out clearly the business for which the meeting has been called.
- (c) No other business shall be dealt with at that Special General Meeting.
- (d) The quorum at the Special General Meeting shall be a minimum of 10 members.

18.2. Requisition of Special General Meetings –

- (a) On the requisition in writing of not less than five per cent (5%) of the total number of Ordinary Members, the Committee must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (b) The Secretary shall give at least seven (7) days notice, in writing, of the date of the Special General Meeting to the members. Notice of Special General Meetings shall set out clearly the business for which the meeting has been called.
- (c) 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.
- (d) 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.
- (e) 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 Association.

19. ATTENDANCE AT GENERAL MEETINGS AND APPOINTMENT OF DELEGATES

- (a) Unless this Constitution expressly provides otherwise, Members, the auditor and the Directors are entitled to attend General Meetings but only Ordinary Members and applicable Junior Members are entitled to vote.

20. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting must be given to every Member, the auditor and the Directors by the means authorised in clause 32.

- (b) A notice of a General 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, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote.

21. BUSINESS

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Directors under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 21(a), is special business.
- (c) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

22. PROCEEDINGS AT GENERAL MEETINGS

22.1. Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 22.3(a)(ii), a quorum for General Meetings is 20 Ordinary Members.

22.2. Chairperson to preside

The President will, subject to this Constitution, preside as chairperson at every General Meeting except:

- (a) in relation to any election for which the President is a nominee; or
- (b) where the President has a conflict of interest.

If the President is not present or is unwilling or unable to preside, the Ordinary Members present must appoint another Director to preside as chair for that meeting only.

22.3. Adjournment of meeting

- (a) If within half an hour from the time appointed for the General 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 Ordinary Members under clause 18.2, the meeting will lapse; and
 - (ii) in any other case, those Ordinary 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 22.3(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

22.4. Voting Procedure

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 Ordinary Members present at the meeting.

Proxy voting is not permitted

22.5. Recording of Determinations

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.

23. VOTING AT GENERAL MEETINGS

23.1. Members entitled to vote –

Each Ordinary Member and applicable Junior Member is entitled to one (1) vote at General Meetings.

23.2. Chairperson may not exercise casting vote

The chair of a General Meeting does not have a casting vote.

24. DISPUTE RESOLUTION PROCEDURE

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:

- (i) another Member; or
 - (ii) the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
 - (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to the State Sport Dispute Centre (SSDC) for resolution.
 - (d) The Committee may prescribe additional grievance procedures in Regulations consistent with this Rule 24.
 - (e) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

25. RECORDS AND ACCOUNTS

The Association must comply with its obligations under the Act in respect of accounts, records and minutes.

26. AUDITOR

- (a) A qualified auditor may be appointed at each Annual General Meeting as the Association's auditor (Auditor) for the then current Financial Year.
- (b) Any vacancy occurring during the year in the office of Auditor must be filled by the Board.
- (c) The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

27. APPLICATION OF INCOME

- 27.1. The income and property of the Association must be applied solely towards the promotion of the Objects.
- 27.2. Except as prescribed in this Constitution or the Act, no portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- 27.3. Subject to clause 27.4, nothing in clauses 27.1 or 27.2 prevents a payment in good faith to
 - (a) in accordance with clauses 3 and 27.1 where that Member is a not-for-profit entity with a similar purpose to the Association;
 - (b) for any services actually rendered to the Association whether as an employee, Director or otherwise;

- (c) for goods supplied to the Association in the ordinary and usual course of operation;
- (d) for interest on money borrowed from any Member;
- (e) for rent for premises demised or let by any Member to the Association;
- (f) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Association.

27.4. No payment made under clause 27.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

28. WINDING UP

Subject to this Constitution, the Association may be wound up or deregistered in accordance with the Act.

29. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- (b) The organisation or organisations to whom the distribution is to be made under clause 29(a) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

30. CONSTITUTION

30.1. Alteration of Constitution

- (a) Subject to clause 30.1(b), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.
- (b) If, in the opinion of the Committee, it is necessary to amend this Constitution:
 - (i) to achieve or maintain affiliation of the Association to relevant state sporting organisation (SSO)
 - (ii) to comply with the relevant state sporting organisation (SSO) constitution and regulations; or
 - (iii) to achieve or maintain a particular tax status, the Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

31. REGULATIONS

31.1. Committee to formulate Regulations

The Committee may make and amend rules, regulations, by-laws or policies (Regulations) for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and the Sport in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

- (a) the conduct of competitions (including but not limited to the rules of competition and codes of conduct);
- (b) the conduct of meetings;
- (c) the resolution of disputes;
- (d) discipline of Members and Participants for breaches of this Constitution or the Regulations; and
- (e) any other matter in respect of which this Constitution authorises the Committee to make Regulations or which the Committee considers is necessary or appropriate for the good governance of the Association and its affairs.

The Regulations must be consistent with the Constitution, the State Sport Organisation (SSO) constitution and any regulations made by the SSO.

31.2. Regulations Binding

All Regulations are binding on the Association and all Members.

31.3. Publication of Regulations

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to the Members.

32. NOTICE –

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by facsimile, email or other electronic means or by its insertion in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to its members. Documents to be considered at a General Meeting other than the notice required by clause 20 may be posted on the Association's website, provided that the notice includes a web address for the relevant documents.
- (b) Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at its registered office or

by sending it through the post in a prepaid envelope addressed to the Association at the registered office

- (c) A notice served by post will be taken to have been received by the recipient on the second working day after it was posted.
- (d) A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two hours after it was sent.

33. INDEMNITY

- (a) Every Director and employee of the Association is entitled to be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- (b) The Association must indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission:
 - (i) in the case of a Director, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Association.

34. TRANSITIONAL PROVISIONS

34.1. Continuing Membership

Each person who is a member of the Association on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Committee, is the category most appropriate for that Member.

34.2. Directors

- (a) Notwithstanding any other provision of this Constitution, those officers of the Association whose term of office under the previous Constitution was not due to expire until the Annual General Meeting in 2021, shall be deemed to have assumed office as Elected Directors upon the adoption of this Constitution.
- (b) Notwithstanding clauses 11.1 and 11.2, upon adoption of this Constitution, nominations for vacant Elected Director positions, may be made verbally at the General Meeting at which this Constitution is adopted and the provisions of clause 11.3 shall apply to the relevant election.
- (c) For the purpose of determining when the term ends for each Director in office on the day on which this Constitution is adopted, time served as an officer of the Association under the previous Constitution will be counted as if this Constitution had been in place at the commencement of that term.

34.3. Regulations deemed applicable

All rules, by-laws, policies and regulations of the Association in force at the date of the approval 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.