



ASSOCIATIONS INCORPORATION ACT 1985 (SA)
CONSTITUTION
of
WALKERVILLE NETBALL CLUB INCORPORATED

LAST UPDATED: 20 JANUARY 2022

TABLE OF CONTENTS

1. NAME OF CLUB	1
2. DEFINITIONS AND INTERPRETATION	1
3. OBJECTS OF CLUB	3
4. POWERS OF CLUB	5
5. MEMBERSHIP	4
6. DISCIPLINE AND DISPUTE RESOLUTION ®.....	7
7. MEETINGS	8
8. MANAGEMENT	10
9. RECORDS AND ACCOUNTS	14
10. ADMINISTRATION.....	15

1. NAME OF CLUB

The name of the club is Walkerville Netball Club Incorporated.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless the contrary intention appears:

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

Adult Member means a person who meets the following requirements:

- (a) is 18 years of age or older;
- (b) has paid the prescribed fee or subscription, or entered into an arrangement with the Club to pay the prescribed fee or subscription (if required); and
- (c) plays for the Club, or is a member of the Board, or is a member of a special committee, or coaches for the Club, or meets any other criteria set by the Board.

ADI means authorised deposit-taking institution.

Annual General Meeting means a meeting held once a year and of the kind described in **clause 7**.

Appointed Director means a Director appointed under **clause 8**.

Board means the body consisting of the Directors, who are effectively the management committee and who are entrusted to manage the affairs of the Club.

Chairperson means the chairperson of the Board and includes a person acting as chairperson. The chairperson shall also be known as the president.

Constitution means this constitution of the Club.

Club means the Walkerville Netball Club Incorporated.

Deputy chairperson means the deputy chairperson of the Board and includes a person acting as deputy chairperson. The deputy chairperson shall also be known as the vice-president.

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 8**.

Financial year means a period of 12 months commencing on 1 October and ending on 30 September each year.

General Meeting means any general meeting of Members other than the Annual General Meeting or 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 Club or any activity of or conducted, promoted or administered by the Club in the region.

Junior Member means a person who meets the following requirements:

- (a) is 17 years of age or younger;
- (b) has paid the prescribed fee or subscription, or entered into an arrangement with the Club to pay the prescribed fee or subscription (if required); and
- (c) plays for the Club, or is a member of the Board, , or is a member of a special committee, or coaches for the Club, or meets any other criteria set by the Board.

Local Area means the geographical area for which the Club is responsible and as recognised by the Club.

Life Member means a member appointed as a life member of the Club under **clause 5.2**.

Meeting means either an Annual General Meeting, Special General Meeting or General Meeting.

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

Member Representative means a parent or legal guardian of the Junior Member acting as the representative of the Junior Member for the purpose of a meeting.

NSO means Netball Australia Limited.

Objects means the objects of the Club in **clause 3**.

Regulations means any regulations made by the Board under **clause 10.4**.

RSO means Adelaide Metropolitan Netball Division and City Night Division of the SSO.

Special Committee means a committee established pursuant to **clause 8.17**.

Special General Meeting means a meeting (other than a General Meeting or Annual General Meeting) to discuss extraordinary issues.

Special Resolution means a special resolution defined in the Act.

Sport means the sport of Netball.

SSO means the South Australian Netball Association.

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 other genders;
- (e) references to 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 any legislative authority having jurisdiction);

- (h) 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; and
- (i) any doubt arising as to the application or meaning of any clause or wording therein shall be decided by a vote at a General Meeting, which decision shall be final and conclusive.

2.3 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.

2.4 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. OBJECTS OF THE CLUB

The objects of the Club are, within the Local Area and South Australia generally (where applicable), to:

- (a) conduct, encourage, promote, advance and administer the Sport;
- (b) advance the operations and activities of the Club;
- (c) act on behalf of and in the interest of the Members and the Sport;
- (d) maintain and enhance the reputation of the Club and the Sport and the standards of play and behaviour of participants in the Sport;
- (e) promote the economic and community service success, strength and stability of the Club, the Members and the Sport;
- (f) use and protect the Intellectual Property appropriately;
- (g) pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of the Club;
- (h) have regard to the public interest in the operations of the Club;
- (i) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects;
- (j) to encourage Members to participate in the Club's social events;
- (k) partner with charitable organisations aligned with the values of the Club; and
- (l) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve.

4. POWERS OF THE CLUB

Solely for furthering the Objects, the Club has the rights, powers and privileges conferred on it under section 25 of the Act.

5. MEMBERSHIP

5.1 Categories of Members

The Members of the Club shall consist of:

- (a) **Adult Members**, who subject to this Constitution, shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings;
- (b) **Junior Members**, who subject to this Constitution, shall have the right to receive notice of Meetings and to be present at Meetings. The vote of a Junior Member may be exercised:
 - (i) if the Junior Member is 16 years of age or older, by the Junior member herself or himself; or
 - (ii) if the Junior Member is under 16 years of age, by a Member Representative in lieu of the Junior Member.

No Junior Member may have more than one Member Representative at a Meeting. No person may act as the Member Representative of more than one Junior Member at a Meeting.

- (c) **Life Members**, who subject to this constitution, shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings.
- (d) such new categories of Members as may be created by the Board. Any new category of Member created by the Board cannot be granted voting rights without the approval of the Members.

5.2 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Club or to the Sport in South Australia.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Board.
- (c) A person may be appointed a Life Member by resolution of the Board.

5.3 Application for Membership

- (a) Subject to this **clause 5**, an applicant candidate for membership must apply to the Board in writing.
- (b) The application must:
 - (i) be in a form approved by the Board;
 - (ii) contain full particulars of the name and address and contact details of the applicant;
 - (iii) identify the category of membership for which the applicant is applying; and
 - (iv) contain any other information prescribed by Regulation for an application for membership in that category.

5.4 Discretion to Accept or Reject Application

- (a) The Club may accept or reject an application for membership whether or not the applicant has complied with the requirements in this **clause 5**. The Club shall not be required or compelled to provide a reason for accepting or rejecting the application.
- (b) Where the Club accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Club. The Secretary shall amend the register accordingly as soon as practicable.

5.4 Renewal

Members must renew their membership annually in accordance with the procedures set down by the Club or in any Regulations from time to time.

5.5 Deemed Membership

- (a) All Members which or who are, prior to the operation of this Constitution, Members of the Club, shall be deemed Members from the time of the operation of this Constitution.
- (b) Members shall provide the Club with such details as are reasonably required by the Club under this Constitution within one month of the operation of this Constitution.
- (c) Any Members of the Club, prior to the operation of this Constitution, who are not deemed Members under **clause 5.5(a)** shall be entitled to carry on such functions equivalent to their previous functions as are provided for under this Constitution.

5.6 Obligations of Members

Each Member must:

- (a) treat all staff, contractors and representatives of the Club, the RSO, the SSO, the NSO and all those involved with the Sport with respect, decency and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of the Club;
- (c) not act in a manner:
 - (i) unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club; or
 - (ii) that is likely to bring the Club into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the Club, and its maintenance and development; and
- (d) recognise the Club as the authority for the Sport in the Local Area and the RSO as the authority for the Sport in the region and the SSO as the authority for the Sport in South Australia and the NSO as the authority for the Sport nationally;
- (e) make themselves familiar with and comply with such policies as may be developed by the Club; and
- (f) have regard to the Objects in any way pertaining to the Sport.

5.9 Club to Keep Register

Subject to the Act, confidentiality considerations and privacy laws:

- (a) the Club must keep and maintain a register of Members, which shall contain, at least:
 - (i) the full name, address, category of membership and date of entry to membership of each Member; and
 - (ii) where applicable, the date of termination of membership of each previous Member.
- (b) the Register may contain such other information as the Board considers appropriate;
- (c) Members must provide the Club with the details required by the Club to keep the register complete and up to date; and
- (d) Members shall provide notice of any change and required details to the Club within one month of such change.

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 and policies of the Club (as well as the constitutions, regulations and policies of the RSO, the SSO and the NSO, where applicable);
- (b) they shall comply with and observe this Constitution and the Regulations and policies of the Club and also any determination, resolution or decision, which may be made or passed by the Board or other entity with delegated authority on behalf of the Club;
- (c) by submitting to this Constitution and the Regulations and policies of the Club, they are subject to the jurisdiction of the Club, the RSO, the SSO and the NSO (where applicable); and
- (d) the Constitution and the Regulations and policies of the Club are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the Sport in the Region and South Australia.

5.11 Resignation of Membership

- (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, subject to the clauses below.
- (b) Once the Club receives notice of resignation of membership given under this **clause 5.11 (a)**, it must make an entry in the register that records the date on which the Member who or which gave notice ceased to be a Member.

5.12 Discontinuance of Membership for Breach

Membership of the Club may be discontinued by the Board upon, in the reasonable opinion of the Board, the Member (or the Member's parent or legal guardian) breaching this Constitution or the Regulations or the policies of the Club. This includes, but is not limited to, the failure to pay any monies owed to the Club, disciplinary matters, the repeated failure to attend trainings and/or games, and the failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee.

5.13 Forfeiture of Rights

- (a) A Member who or which 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.
- (b) Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

5.14 Membership May be Reinstated

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

5.15 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member shall not be refunded to the Member upon discontinuance unless otherwise determined by the Board.

5.16 Subscriptions and Fees

- (a) The Board may:
 - (i) fix annual membership subscriptions;
 - (ii) fix such other fees, levies or fundraising activities as the Board considers prudent for the effective and sustainable management of the affairs of the Club; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.
- (b) The Board 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 Board 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 Board agrees to accept payment in instalments.
- (e) The Board 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.

6. DISPUTE RESOLUTION

6.1 Process

The Board may make Regulations and/or policies governing the dispute resolution process between Members and the Club.

7. MEETINGS

7.1 Types

The Meetings that can be convened where Members have the opportunity to express opinions and vote on various matters are:

- (a) **General Meetings** - which may be held on a regular basis;
- (b) **Annual General Meeting** - which must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board; and
- (c) **Special General Meeting** – which are special meetings that are convened to discuss extraordinary issues.

7.2 Attendance

- (a) Unless this Constitution expressly provides otherwise, Members, Member Representatives, and the auditor (if applicable) are entitled to attend Meetings but only Members and Member Representatives are entitled to vote at Meetings.
- (b) Meetings may be held at two or more separate locations using any technology that gives Members and Member Representatives a reasonable opportunity to participate, including to hear, be heard, and place a vote by the show of hands or on a poll. A Member or Member Representative attending at a separate location using technology, is taken to be present at the Meeting.

7.3 Notice

- (a) Notice of Meetings must be given to Members by the means authorised in **clause 10.5**.
- (b) A notice of a Meeting must specify the place (which may include two or more locations), day and hour of the Meeting and state the nature and order of the business to be transacted at the Meeting. Where the Meeting is to be held in two or more locations, the technology that will be used to facilitate the holding of the Meeting in that manner shall also be stated.
- (c) Unless otherwise required under the Act, at least fourteen (14) days' notice of a Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the Meeting; and
 - (ii) any notice of motion received from Members entitled to vote.

7.4 Business

- (a) The ordinary business to be discussed at the Annual General Meeting includes, but is not limited to, the consideration of financial and other accounts and the reports of the Board, the election of Directors and any amendments to this Constitution.
- (b) All business that is discussed at a Special General Meeting or an Annual General Meeting, other than those matters referred to in **clause 7.4(a)**, is special business.
- (c) Special or other business can be tabled without notice at a General Meeting.

7.5 Notices of Motion

Members may submit notices of motion for inclusion as special business at a Meeting. All notices of motion must be submitted in writing to the Secretary not less than fourteen (14) days prior to the Meeting.

7.6 Quorum

No business may be discussed or transacted at a Meeting unless a quorum is present at the time when the Meeting proceeds to business. Subject to **clause 7.8(b)(ii)**, a quorum for Meetings is 20 Members.

7.7 Chairperson to Preside

- (a) The chairperson of the Board will, subject to this Constitution, preside as chairperson at every Meeting except:
 - (i) in relation to any election for which the chairperson of the Board is a nominee; or
 - (ii) where the chairperson of the Board has a conflict of interest.
- (b) If the chairperson of the Board is not present or is unwilling or unable to preside, the deputy chairperson shall preside.

7.8 Adjournment

- (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 (which may include two or more locations) or to such other day, time and place (which may include two or more locations) as the chairperson determines.
- (b) 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 7.12**, the Meeting will lapse and will not be adjourned or reconvened; and
 - (ii) in any other case, those Members present will constitute a quorum.
- (c) 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 (which may include two or more locations) 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.
- (d) 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.
- (e) Except as provided in **clause 7.8(c)**, it is not necessary to give any notice of an adjournment or the business to be discussed or transacted at any adjourned Meeting.

7.9 Voting Procedure

- (a) 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 the show of hands) demanded by:
 - (i) the chairperson; or
 - (ii) a simple majority of Members and Member Representatives present at the Meeting.
- (b) Each Member or Member Representative is entitled to one (1) vote at Meetings.
- (c) The chairperson may exercise a casting vote at Meetings.

- (d) Members shall not be entitled to appoint a proxy to attend and vote at any Meeting of the Club.

7.10 Recording of Determinations

A declaration by the chairperson that a resolution has, on a show of hands or poll, been carried (either unanimously or by a particular majority) or lost and an entry to that effect in the minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

7.11 Special General Meetings

The Board may, whenever it thinks fit, convene a Special General Meeting of the Club.

7.12 Requisition of Special General Meetings by Members

- (a) On the requisition in writing of 80 Members, the Board must, within one month after the receipt of the requisition (and provided notice is given in accordance with **clauses 7.3 and 10.5**), convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Board 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.
- (d) A Special General Meeting convened by the 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 Board and for this purpose the Board 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.

8. MANAGEMENT

8.1 General powers of Board

- (a) The Board constitutes the Committee for the purposes of the Act.
- (b) Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Board, which may exercise the powers of the Club for that purpose.
- (c) The Board must perform its functions in the pursuit of the Objects and in the interests of the Club and Members as a whole.

8.2 Composition of the Board

The Board will comprise of:

- (a) four (4) Elected Directors who shall be elected by the Members pursuant to clause 8.4; and
- (b) two (2) Appointed Directors who shall be appointed by the Directors pursuant to clause 8.5.

8.3 Officers of the Board

The officers of the Board shall be:

- (a) the **chairperson**, who shall be an Elected Director, and who shall be elected at the Annual General Meeting of the Club held in 2023, and every two years thereafter;
- (b) the **deputy chairperson**, who shall be an Elected Director, and who shall be elected at the Annual General Meeting of the Club held in 2022, and every two years thereafter;
- (c) the **secretary** who shall be an Elected Director, and who shall be elected at the Annual General Meeting of the Club held in 2022, and every two years thereafter;
- (d) the **treasurer** who shall be an Elected Director, and who shall be elected at the Annual General Meeting of the Club held in 2023, and every two years thereafter;
- (e) the **junior coordinator**, who shall be an Appointed Director, and who shall be appointed as soon as practical following the Annual General Meeting of the Club held in 2022, and every two years thereafter; and
- (f) a **general member**, who shall be an Appointed Director, and who shall be appointed as soon as practical following the Annual General Meeting of the Club held in 2023, and every two years thereafter.

8.4 Election of Elected Directors

- (a) The Board will call for nominations for Elected Directors prior to the Annual General Meeting.
- (b) Nominations must:
 - (i) be in writing;
 - (ii) be in the prescribed form (if any) provided for that purpose; and
 - (iii) be delivered to the Club in a manner set by the Board.
- (c) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote at the Annual General Meeting.
- (d) If the number of nominations exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting.
- (e) Voting shall be conducted in such a manner and by such a method as determined by the Board from time to time.
- (f) If at the close of the Annual General Meeting, vacancies on the Board remain unfilled, the vacant position(s) will be deemed casual vacancies under **clause 8.7**.
- (g) If a person nominated at the Annual General Meeting is not approved by the majority of Members under **clause 8.4(c)**, he or she will not be entitled to take office until approved by the Members at an Annual General Meeting.

8.5 Appointment of Appointed Directors

The Elected Directors may appoint two (2) Appointed Directors, at their sole discretion.

8.6 Term of Appointment

- (a) Subject to **clause 10.9** and provisions in this Constitution relating to early retirement or removal of Directors, Directors shall
 - (i) be elected or appointed for a term of two (2) years; and
 - (ii) remain in office from the conclusion of the Annual General Meeting at which their relevant election or appointment occurred until the conclusion of the second Annual General Meeting following.
- (b) Directors shall be eligible for re-appointment or re-election as the case may be.
- (c) If the law requires the Director to have a particular qualification or clearance (for example, police clearance), the Director's term will not begin until the qualification or clearance has been established.

8.7 Casual Vacancies

Subject to **clause 8.6** any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

8.8 Duties of Directors

In accordance with Division 3A of the Act, Directors must:

- (a) not, in the exercise of their powers or the discharge of their duties, commit an act with intent to deceive or defraud the Club, Members or creditors of the Club;
- (b) not make improper use of information acquired by virtue of their position in the Club so as to gain, directly or indirectly, any pecuniary benefit or material advantage themselves or any other person, or so as to cause a detriment to the Club;
- (c) not make improper use of their position as such an officer or employee so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or any other person, or so as to cause a detriment to the Club; and
- (d) at all times act with reasonable care and diligence in the exercise of their powers and the discharge of the duties of their office.

8.9 Grounds for Termination of Director

- (a) The office of a Director becomes vacant if the Director:
 - (i) dies;
 - (ii) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - (iii) suffers from mental or physical incapacity;
 - (iv) cannot obtain or retain office under section 30 of the Act;
 - (v) resigns his or her office by notice in writing to the Club;
 - (vi) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;

- (vii) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest (and which amounts to a conflict of interest);
 - (viii) in the case of an Appointed Director, is removed from office by the Elected Directors;
 - (ix) is removed by the Members in General Meeting; or
 - (x) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.
- (b) If a Director is removed by resolution of the Members, the Director cannot be reappointed to the Board as an Appointed Director without a further resolution of Members authorising the appointment.

8.10 Board May Act

Subject to **clause 8.15**, the Board may act notwithstanding any vacancy on the Board or defect in the appointment or election of any Director.

8.11 Board to Meet

- (a) The Board 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) and in accordance with principles of good governance. Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Director may at any time convene a meeting of the Board on reasonable notice to the other Directors.

8.12 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board may be decided by resolution of the Directors. Each Director has one (1) vote on any question. The chairperson has a casting vote.

8.13 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 Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors 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 Directors.
- (b) A resolution may not be passed under **clause 8.13(a)** if, before it is circulated for voting under **clause 8.13(a)** the Board resolves that it can only be put at a meeting of the Board.
- (c) A resolution passed under this clause must be recorded in the minute book.

8.14 Resolutions not in Meeting

Without limiting the power of the Board to regulate its meetings as it thinks fit, and subject to **clause 8.15**, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that:

- (a) 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;

- (b) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution. The notice will specify that Directors are not required to be present in person;
- (c) if a failure in communications prevents **clause 8.14(a)** from being satisfied by the number of Directors which constitutes a quorum (**clause 8.15**), and none of such Directors 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 8.14(a)** 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; and
- (d) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Director is there in person. If no Director is there in person, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

8.15 Quorum

- (a) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is:
 - (i) if the number of Directors then in office is an even number, half of the number of Directors plus one; or
 - (ii) 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.
- (a) The chairperson of the Club will act as chairperson of any Board meeting or Meeting at which he or she is present and unless the Board decides otherwise, is the nominal head of the Club. If the chairperson is not present or is unwilling or unable to preside at a Board meeting, the deputy chairperson shall preside as chairperson for that Board meeting only.

8.16 Conflict of Interest

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.

8.17 Board May Delegate Functions

The Board may create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions. The Board will also determine what powers these entities are given.

8.18 Appointment of Secretary

- (a) The secretary holds office on the terms and conditions and with the powers, duties and authorities, delegated to them by the Directors.
- (b) The secretary shall also be the Public Officer of the Club and will administer and manage the Club in accordance with the Act and the Constitution.

9. RECORDS AND ACCOUNTS

9.1 Accounts to be Kept

The Club must keep such accounting records as correctly record and explain the transactions and financial position of the Club.

9.2 Transaction Accounts

The Club shall open and keep at least one transaction account as the Board 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 those account(s) of the Club.

9.3 Application of Income

- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (b) 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; and
 - (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.
- (c) Nothing in **clauses 9.3(a) or 9.3(b)** shall prevent payment to any Member for:
 - (i) any services actually rendered to the Club whether as an employee, Director 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; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Club.

provided that any such payments shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction and there is no conflict of interest in making the payment.

10. ADMINISTRATION

10.1 Winding Up

The Association may be wound up in a manner provided for in the Act.

10.2 Distribution of Assets and Property on Winding Up

- (a) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed to its Members, but instead, those assets or property must be given or transferred to another organisation(s) that has objects similar to the Objects of the Club.
- (b) Those organisation(s) must prohibit the distribution of income and property among its members to an extent at least as great as that imposed on the Club by this Constitution.
- (c) The organisation(s) is to be determined by the Members in a Meeting at or before the time of dissolution. If this does not occur, the decision will be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

10.3 Amendment of Constitution

This Constitution shall not be amended except by Special Resolution of the Members.

10.4 Regulations

(a) Board to Formulate Regulations

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Club and the advancement of the purposes of the Club and the Sport in South Australia as it thinks necessary or desirable. Such regulations must be consistent with the Constitution and any policy directives of the Board.

(b) Regulations Binding

All Regulations are binding on the Club and all Members.

(c) Regulations Deemed Applicable

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.

10.5 Notice

(a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice.

(b) Notices will be sent by post, email or social media to the Member's postal address, email address or social media account. Notices to Delegates will be sent to the last notified address or account.

(c) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected six (6) days after posting.

(d) Where a notice is sent by email or on social media, service of the notice shall be deemed to be effected the next business day after it was sent or posted.

(e) Notices given to the Club are subject to **clauses 10.5(a), (b), (c) and (d)**.

10.6 Indemnity

(a) The Directors of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Director in defending any proceedings, whether civil or criminal.

(b) The Club shall indemnify its Directors against all damages and losses (including legal costs) for which any such Director may be or become liable to any third party in consequence of any act or omission except wilful misconduct performed or made while acting on behalf of and with the authority, express or implied, of the Club.

10.7 Authority to Trade

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

10.8 Colours of The Club

The colours of the Club are navy blue and white.

10.9 Transitional Provisions

(a) Incoming Board

Upon the adoption of this Constitution, the Members will appoint:

- (i) a chairperson who will hold office until the 2023 Annual General Meeting of the Club, and thereafter the Members will appoint a chairperson pursuant to **clause 8.3(a)**
- (ii) a treasurer who will hold office until the 2023 Annual General Meeting of the Club, and thereafter the Members will appoint a treasurer pursuant to **clause 8.3(d)**

(b) 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.

(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.

Constitution Version Control

20 Jan 2022 Entire Constitution Adoption of new Constitution 20 Jan 2022