



ASSOCIATIONS INCORPORATION ACT 1985 (SA)



Government of South Australia
Office for Recreation and Sport

Club Constitution

November 2024

Page 1 of 25

TABLE OF CONTENTS

1. NAME OF ASSOCIATION	3
2. DEFINITIONS AND INTERPRETATION	3
3. OBJECTS OF THE CLUB	5
4. REGISTERED OFFICE	5
5. POWERS OF THE CLUB	5
6. MEMBERSHIP	6
7. CESSATION OF MEMBERSHIP	9
8. DISCIPLINE	10
9. RIGHT OF APPEAL OF DISCIPLINED MEMBER	11
10. SUBSCRIPTION AND FEES	12
11. POWERS OF THE BOARD	12
12. COMPOSITION OF THE BOARD	12
13. ELECTED BOARD MEMBERS	12
14. COMMITTEES	<u>1615</u>
15. VACANCIES ON THE BOARD	<u>1615</u>
16. MEETINGS OF THE BOARD	<u>1746</u>
17. EXECUTIVE	<u>1947</u>
18. ANNUAL GENERAL MEETING	<u>1947</u>
19. SPECIAL GENERAL MEETINGS	<u>1948</u>
20. ATTENDANCE AND VOTING AT GENERAL MEETINGS	<u>1948</u>
21. NOTICE OF GENERAL MEETING	<u>2048</u>
22. BUSINESS	<u>2049</u>
23. PROCEEDINGS AT GENERAL MEETINGS	<u>2049</u>
24. DISPUTE RESOLUTION PROCEDURE	<u>2120</u>
25. RECORD AND ACCOUNTS	<u>2224</u>
26. AUDITOR	<u>2224</u>
27. APPLICATION OF INCOME	<u>2224</u>
28. WINDING UP	<u>2322</u>
29. DISTRIBUTION OF ASSETS ON WINDING UP	<u>2322</u>
30. CONSTITUTION	<u>2322</u>
31. REGULATIONS	<u>2322</u>
32. NOTICE	<u>2423</u>
33. PATRONS AND VICE PATRONS	<u>2423</u>
34. INDEMNITY	<u>2423</u>
35. TRANSITIONAL PROVISIONS	<u>2524</u>

ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

Matrics Netball Club Inc

1. NAME OF ASSOCIATION

The name of the incorporated association is Matrics Netball Club ("Club").

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 [1848](#).

"Association" means the South Australian Netball Association Inc.

"Board" means the body consisting of the Board Members and constituting the Board for the purposes of the Act.

"Board Member" means a member of the Board.

"Constitution" means this constitution of the Club.

"Financial Year" means the year ending on the next 30 September following incorporation and thereafter a period of 12 months commencing on 1 October and ending on 30 September each year.

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

"Guardian Member" means a person admitted to Non-Playing Membership under clause 6.

"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 South Australia.

"Life Member" means an individual appointed as a life member of the Club under clause 6.

"Member" means a member for the time being of the Club and **"Membership"** has the related meaning.

"Non-Playing Member" means a person admitted as a non-playing member of the Club under clause 6.

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

"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 Board or a committee of the Board, a resolution passed by a majority of those present, entitled to vote and voting.

“**Player**” means a person who participates in the Sport as a player.

“**Playing Member**” means a person admitted as a Playing Member of the Club under clause 6.

“**Public Officer**” means an officer as described in the Act.

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

“**Special General Meeting**” means the meeting as described in clause ~~1919~~.

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

- a) at least twenty one (21) calendar 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 netball.

“**Volunteers**” means persons who contribute to the life and well-being of the Club for no financial reward and includes (but is not limited to) Board Members, match officials such as umpires, time-keepers and scorers, team managers and bar and catering volunteers.

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 Board or a sub-Board of the Board, 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

Words and phrases which are defined in the Act and which are not specifically defined in clause 2.12-1 above have the same meanings in this Constitution as they do in the Act.

Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE CLUB

The Objects of the Club are to:

- a) encourage, promote and advance the Sport throughout South Australia;
- b) enter teams of Members in competitions in the Sport;
- c) affiliate with the Association;
- d) maintain and enhance the reputation of the Sport and the standards of play and behaviour of Members; and
- e) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. REGISTERED OFFICE

The registered office of the Club is the address from time to time nominated by the Board and published on the Club's website or, if there is none, the address of the Public Officer.

5. POWERS OF THE CLUB

For furthering the Objects, the Club has the following specific rights and powers:

- a) act, alone or with individuals or other bodies, in the interests of the Sport;
- b) establish and maintain cordial relations with other sporting bodies;
- c) make laws and rules on matters authorised by or in furtherance of the Objects of this Constitution provided that such laws and rules are not inconsistent with this Constitution nor the Constitution of the Association;
- d) institute and maintain records covering all phases of the Club performance;
- e) hear and adjudicate on appeals from decisions of officials of the Club;
- f) suspend, disqualify, fine or otherwise deal with any Member or officer who has committed any breach of these constitutional laws or rules or has practiced, counselled or sanctioned any conduct whether or not arising out of or in connection with the Sport, which conduct is, in the opinion of the Board, unfair, unbecoming or contrary to the interests of the Sport;
- g) obtain by purchase, lease, hire or otherwise grounds, buildings and equipment for the holding of any meeting or events or for training purposes or otherwise for the use of, or for the promotion, of the Sport;

- h) maintain such administrative offices as may be necessary for the proper functioning of the Club and to equip such offices in a suitable manner;
- i) appoint and / or employ coaches, trainers, caretakers, clerks, administrative officers and such persons as may be required for the carrying out of this Constitution and for the furtherance of the Club;
- j) take legal proceedings of any nature on behalf of the Club;
- k) impose and collect levies, subscriptions, fees and other charges from bodies, clubs, institutions, associations and individuals or to borrow or raise money with or without security for the carrying out of the Constitution or for matters connected therewith;
- l) invest any money of the Club not immediately required for its Objects in such a manner as may from time to time be determined by the Board;
- m) apply the income and property of the Club to the promotion of the Objects of the Club;
- n) make loans, grants or subsidies to constituent bodies or persons for the furtherance of the Objects;
- o) make arrangements for any player or team or any person or persons to represent the Club or carry out any other function;
- p) delegate, so far as not expressly or impliedly prohibited by the Constitution, any of its powers to its Board or officers;
- q) employ any person deemed necessary for carrying out the Objects and, at any time, to suspend or discharge that person and to fix remuneration to be paid to that person;
- r) from time to time make, vary or repeal by-laws (if applicable) consistent with these rules for the regulation of the affairs of the Club, its officers or employees;
- s) arrange meetings, elections and ballots under these rules;
- t) refuse a player the right to participate in any team whilst that player is deemed unfinancial; and
- u) do all other things as are deemed conducive to the attainment of the Objects of the Club.

6. MEMBERSHIP

6.1. Membership is a Precondition of Playing

- a) No person may be a Player unless he or she is a Member.
- b) Conversely, a Junior Member or a Playing Member who ceases to be a Player also ceases to be a Junior Member or Playing Member, as the case may be.
- c) Nothing in clause 6.1b) precludes a former Playing Member from becoming or continuing as a Non-Playing Member.

6.2. Classes of Members

- a) Membership is divided into four classes. They are:
 - i) Junior Members;
 - ii) Playing Members;
 - iii) Non-Playing Members; and
 - iv) Life Members
- b) Nothing prevents a Member from having Membership in two or more classes but no Member can ever have more than one vote at a General Meeting.

6.3. Junior Members

- a) A person who is under the age of 18 years and who wishes to become a Player may be admitted to Junior Membership.
- b) On attaining the age of 18 years, a Junior Member ceases to be a Junior Member but a Junior Member who continues as a Player after attaining the age of 18 years automatically becomes a Playing Member.
- c) A Junior Member has the right to attend but not to vote at General Meetings.
- d) A parent of a Junior Member (or other adult person whom the Board is satisfied has an appropriate relationship with the Junior Member) may be admitted to Non-Playing Membership.

6.4. Playing Members

- a) A person who is 18 years or older and who wishes to become a Player may be admitted to Playing Membership.
- b) Playing Members have the right to attend and vote at General Meetings.

6.5. Non-Playing Members

- a) A person who is a Volunteer may be admitted to Non-Playing Membership.
- b) Non-Playing Membership consists of Volunteers and Guardian Members who have been admitted to Non-Playing Membership and who are not Life Members.
- c) A Guardian Member who has Membership only because of his or her association with a Junior Member ceases to be a Member when the Junior Member ceases to be a Junior Member and a Volunteer who has Membership only because he or she is a Volunteer ceases to be a Member when he or she ceases to be a Volunteer.
- d) Non-Playing Members have the right to attend and vote at General Meetings.

6.6. Applications for Ordinary and Junior Membership

- a) Every person who seeks Playing, Non-Playing or Junior Membership must apply to the Board for admission to Membership.

- b) An 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; and
 - iii) contain any other information prescribed by the Board for an application for Membership.

6.7. Discretion to accept or reject application

- a) The Board may accept or reject an application in its discretion. The Board is not required, nor can be compelled to provide, any reason for rejection.
- b) Membership begins on the later to occur of:
 - i) acceptance of the application by the Board Members; or
 - ii) payment of any fees payable by the new Member.

6.8. Life Members

- a) Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Sport in South Australia.
- b) Subject to the provisions of this Constitution, Life Members may be conferred on any Member who, in the opinion of the Board, has rendered distinguished service to the Club, whether as a player, coach, umpire, official, Club officer or otherwise.
- c) The recipient will be awarded a badge of a design approved by the Board, on which will be inscribed the recipient's name and year of Life Membership.
- d) The privileges of Life Membership include the right to attend and vote at General Meetings.
- e) Nominations may be made by a Member other than the nominee. The nomination is to be in writing, accompanied by a statement of the qualification of the nominee and is to be forwarded to the Secretary / Finance Officer by the 1st day of August each year for referral to the Board. The Board will decide whether to accept or reject the nomination and, if the latter, will advise the nominator.
- f) A resolution conferring Life Membership will require the assent of two-thirds majority of Board members. Voting is to be by secret ballot.
- g) By resolution of the Board, a Life Membership may be cancelled. Such a resolution will require the assent of two-thirds of Board members. Voting is to be by secret ballot.

6.9. Obligations of Members

Each Member must:

- a) treat all staff, contractors and representatives of the Club and the Association with respect and courtesy at all times;
- b) maintain and enhance the standards, quality and reputation of both the Club and the Sport; and
- c) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club, the Association or the Sport.

6.10. Register of Members

- a) The Club 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 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.

6.11. Effect of Membership

- a) This Constitution constitutes a contract between each of the Members and the Club and each Member is bound by this Constitution and the Regulations.
- b) Each Member is also bound by the rules and regulations governing competitions in which the Member participates and a breach by a Member of those rules and regulations constitutes a breach of the Member's obligations under this Constitution.
- c) Each Member authorises the Club to apply on the Member's behalf for the Member to be admitted to membership of the Association.

7. CESSATION OF MEMBERSHIP

7.1. General

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

- a) the Member dies;
- b) the Member is dissolved, wound up or bankrupted;
- c) the Member resigns from membership in accordance with clause 7.2;
- d) the Member is expelled from the Club under clause 7.3;
- e) subject to clause 6.1c), the Membership ceases under clause 6.1b) or 6.5c); or
- f) the Member defaults in payment of any fees due to the Club and the Board resolves to expel the Member by reason of that default.

7.2. Notice of Resignation

- a) Any Member may resign from membership of the Club by giving written notice to the Secretary / Finance Officer. Resignation does not affect a former Member's liability to pay all fines, outstanding fees, subscriptions, levies etc owing to the Club up to that date of the resignation.
- b) Where a Member who is a Player resigns and does not pay all outstanding debts, the Secretary / Finance Officer must advise the Association in writing that the player is unfinancial.
- c) If a Member resigns or forfeits membership for any reason, that person is ineligible for readmission of membership until all outstanding fines, subscriptions and levies owing at the time of termination of membership to the Club are paid in full.

7.3. Expulsion for breach

- a) Subject to clause 7.3c), the Board may expel a Member from membership of the Club if, in the opinion of the Board, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- b) The Board may, in its discretion, convene a judiciary committee under clause 7.3c) 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 Board about the appropriate consequences of its findings. The Board may rely on the findings and recommendations of the judiciary committee.
- c) A Member may not be expelled under clause 7.3a) unless the Member has been afforded natural justice.

7.4. Return of Property

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

7.5. Membership may be Reinstated

- a) Nothing in this clause 7 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Board is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- b) Membership which has ceased under this clause 7 may be reinstated at the discretion of the Board without an application having been made under clause 7, with such conditions as it deems appropriate.

8. DISCIPLINE

8.1. Reason for complaint

A complaint may be made by any Member that some other Member of the Club:

- a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- b) has persistently and wilfully acted in a manner prejudicial to the interests of the Club.

8.2. Receipt of complaint

On receiving such a complaint in writing, the Board must, if warranted:

- a) cause notice of the complaint to be served on the Member concerned;
- b) give the Member at least twenty eight (28) calendar days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
- c) take into consideration any submissions made by the Member in connection with the complaint.

8.3. Result of complaint

- a) The Board may, by resolution, expel the Member, suspend the Member from membership or fine the Member if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved, and they are of sufficient magnitude to warrant disciplinary action.
- b) If the Board expels, suspends or fines a Member, the Secretary / Finance Officer must, within seven (7) calendar days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Board for having taken that action and of the Member's right of appeal under Clause 9.
- c) A Member may not be expelled under clause 8.3a) unless the Member has been afforded natural justice

8.4. Effect of expulsion

The expulsion or suspension does not take effect:

- a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
- b) if, within that period, the Member exercises the right of appeal, unless and until the Association confirms the resolution under Clause 9d), whichever is the later.

9. RIGHT OF APPEAL OF DISCIPLINED MEMBER

- a) A Member may appeal to the Club against a resolution of the Board under Clause 8, within fourteen (14) calendar days after notice of the resolution is served on the Member, by lodging with the Secretary / Finance Officer a notice to that effect.
- b) The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- c) On receipt of a notice from a Member under Clause 9a), the Secretary / Finance Officer must notify the Board which is to convene a Special General Meeting of the Club to be held within twenty-eight (28) calendar days after the date on which the Secretary / Finance Officer received the notice.
- d) At a Special General Meeting of the Club convened under Clause 9c):
 - i) no business, other than the question of the appeal, is to be transacted;
 - ii) the Board and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - iii) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

If at the Special General Meeting the Club passes a Special Resolution in favour of the confirmation of the resolution, the resolution is confirmed.

10. SUBSCRIPTION AND FEES

- a) The membership subscriptions for Members, other than Life Members, and other fees and levies chargeable to Members may be determined by the Board from time to time as the Board thinks fit. In fixing the fees and levies, the Board may differentiate between:
 - i) the different classes of Members; and
 - ii) different categories of Players within a class of Members.
- b) Subscriptions (and trialling fees) or other levies are to be advised by the Secretary / Finance Officer prior to the commencement of each playing season. No player may play a match for the Club unless full payment of fees has been made prior to the commencement of each playing season except as described in clause 10c).
- c) 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 if the Board is satisfied that there are special reasons to do so. A reduction of fees, as determined by the Board, will be given to a family with three or more players.

11. POWERS OF THE BOARD

11.1. General powers of Board

- a) 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.
- b) The Board must perform its functions in the pursuit of the Objects and in the interests of the Club as a whole, having regard to the Club's position in the structure of the Sport in South Australia and their role in supporting the Sport's reputation in the State.
- c) The powers of the Board continue, notwithstanding any vacancies, as long as there remain six (6) members duly qualified to act.

11.2. Limitation

The Board may not cause the Club to disaffiliate from the Association without an Ordinary Resolution of the Members in General Meeting.

12. COMPOSITION OF THE BOARD

The Board consists of a President, Vice President, Secretary / Finance Officer and at least three (3), but no more than five (5), others, all of whom must be Members.

13. ELECTED BOARD MEMBERS

13.1. Nominations and Notices

- a) Notice inviting nominations for Board positions must be sent to Members twenty eight (28) days before the date of the Annual General Meeting.

- b) A retiring Board Member is eligible to stand for re-election without nomination, but must provide written notification of their intent to stand to the Secretary / Finance Officer not less than twenty-one (21) calendar days prior to the Annual General Meeting. However, no person who is not a retiring Board Member is eligible to stand for election unless the nomination for Board positions is:
 - i) in writing
 - ii) in the prescribed form (if any) provided for that purpose;
 - iii) signed by the proposer, seconder and nominee; and
 - iv) be delivered to the Secretary / Finance Officer not less than twenty one (21) calendar days before the date fixed for the Annual General Meeting.
- c) Notice of all persons seeking election to the Board must be given to all Members of the Club with the notice calling the meeting at which the election is to take place.

13.2. Elections

- a) If only the required number of persons are nominated to fill existing vacancies, then those nominated will be declared elected at the Annual General Meeting.
 - b) If the number of nominations received for the Board does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting. Should there not be enough nominations received at the Annual General Meeting for the Board to constitute a quorum, those nominations received for the Board are to be declared elected and then the Board must call a meeting within 14 days of the Annual General Meeting and act in accordance with clause 15.3. All timing requirements for notice under this Constitution are dispensed with for this purpose and replaced with 7 days notice.
 - ~~e) If there are insufficient nominations received to fill all vacancies on the Board, nominations for the remaining Elected Board Member positions may be made from the floor of the Annual General Meeting as long as the proposer, seconder and nominee are present at the 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.~~
- If at any stage the number of nominations for the Board exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- ~~e)c) All Members of the Board are to be elected by secret ballot at the Annual General Meeting.~~
 - ~~e)d) If at the close of the Annual General Meeting, vacancies on the Board remain unfilled, the vacant positions will be casual vacancies under clause 15.1.~~

13.3. Term of Appointment for Elected Board Members

- a) Subject to clause 13.3b), the term of office of each Elected Board Member begins at the conclusion of the Annual General Meeting at which their election occurs.
- b) If the law requires the Elected Board Member to have a particular qualification or clearance (for example, police clearance), the Elected Board Member's term will not begin until the qualification or clearance has been established.
- c) Subject to clause 13.3e), the term of office of each Elected Board Member ends at the conclusion of the second Annual General Meeting following their election, but the Elected Board Member is, subject to clause 13.1b) , eligible for re-election.

The positions of Vice President and Secretary / Finance Officer are to be elected in an alternate year to the President.

- d) In the event that there are no nominations at the Annual General Meeting for the positions of President, Vice President and Secretary / Finance Officer then the Board must appoint a Board Member to each of these positions at its first Board meeting following the Annual General Meeting.

e)e) At least half of the Elected Board Members must retire every year. If the number of Elected Board Members whose term ends in any one year (Retiring Board Members) is less than one half of the number of Elected Board Members, then an additional number of the Elected Board Members who are not due to retire (Non-Retiring Board Members) must retire to make up one half.

e)f) If the Non-Retiring Board Members cannot agree on which of the Non-Retiring Board Members will retire, it will be determined by lot.

13.4. The President will:

- a) uphold the Objects of the Club and ensure, in so far as possible, that these Objects are adhered to by the Club and its Members;
- b) ensure, in so far as is possible, that the Club meets and adheres to the requirements of the Association;
- c) exercise all due diligence to become well versed in the provisions of this Constitution; and
- d) chair all meetings of the Club, in so far as is possible.

13.5. The Vice President will:

- a) fulfil the duties of President specified in Clause 13.4 in the absence of the President;
- b) ensure the President is fully briefed on Club issues of which the Vice President has knowledge; and
- c) provide assistance and support to the President in the operations of the Club.

13.6. The Secretary and / or Finance Officer will:

- a) be responsible for the safe keeping of all documents, books and properties of the Club and make them available for inspection by any Board Member;
- b) serve notices required for the operations of the Club;
- c) carry out any direction given by the Board;
- d) ensure all monies due to the Club are collected and receipts are issued as necessary;
- e) ensure all accounts of the Club are paid, as authorised by the Board as necessary;
- f) ensure all monies collected on behalf of the Club are deposited with the financial institution as soon as practicable;
- g) submit a monthly report on transactions and the cash flow statement to the Board meetings;
- h) ensure that records are kept of the proceedings of all meetings of the Club; and
- i) ensure the Board appoints annually an independent auditor.

13.7. Public Officer of the Club

- a) The Board must appoint a Public Officer of the Club.
- b) The Public Officer must be a natural person of, or above, the age of eighteen (18) years who is resident in the State of South Australia.

- c) If the Public Officer of the Club ceases (otherwise than temporarily) to be resident in the State of South Australia, he/she ceases to be the Public Officer of the Club.
- d) The Board must not hold open the position of Public Officer for a period of more than one (1) month.
- e) The Board must, within one (1) month after the change in the identity or address of its Public Officer, give notice to the State Consumer and Business Services containing prescribed particulars of the changes.
- f) The Public Officer may hold any other office of the Club.
- g) The Public Officer will, at all times, ensure that they, as Public Officer, and the Club comply with the Act, as amended occasionally.

14. COMMITTEES

The Board may, in writing, establish committees and delegate to each of them the exercise of the functions of the Board 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 Club in a General Meeting.

15. VACANCIES ON THE BOARD

15.1. Casual Vacancies

In the event of a casual vacancy in the membership of the Board, the Board may appoint a Member to fill the vacancy. 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.

15.2. Grounds for Termination of Board Member

The office of a Board Member becomes vacant if the Board Member:

- a) dies;
- b) becomes bankrupt or makes any arrangement or composition with 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 Club;
- f) is absent without the consent of the Board from meetings of the Board for three (3) consecutive meetings;
- g) holds any office of employment with the Club;
- h) 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;
- i) in the case of an Appointed Board Member, is removed from office by the Elected Board Members;
- j) is removed by the Members in a General Meeting; or

- k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)* if the Club were a company incorporated under that Act.

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

A meeting that is dissolved under clause ~~16.516-5b)b)~~ will be treated as a meeting to which clause ~~15.245-2f)f)~~ will apply as if it had not been dissolved.

15.3. Board may Act

If there are any vacancies on the Board, the remaining Board Members may act but, if the number of remaining Board Members is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board Member to a number sufficient to constitute a quorum.

16. MEETINGS OF THE BOARD

16.1. Board to Meet

- a) The Board must meet at least ten (10) times in a Financial Year and otherwise as required for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- b) Any Board Member may at any time convene a meeting of the Board on reasonable notice to the other Board Members.
- c) Oral or written notice of a meeting of the Board must be given by the Secretary / Finance Officer to each Board Member at least 48 hours (or such other period as may be unanimously agreed upon by the Board members) before the time appointed for the holding of the meeting. Notice of meetings should, where practicable, specify the nature of the business to be transacted but, whenever it is deemed necessary by the President to transact any other business that is not specified in the notice, such business may be transacted at such meeting.

16.2. Attendance by Telephone or online mechanism

A Board Member ~~is permitted to may~~ attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

The Board is to determine the online mechanism for attendance at a Board meeting. The Board must at the first Board meeting after each Annual General Meeting determine the online mechanism for attending Board meetings for the following 12 months.

A Board Member wanting to attend a meeting by telephone or online must advise the President and the Secretary at least three (3) clear business days before the Board meeting that this is how they will be attending. If no such notice is given within this required timeframe, then the Board Member is to attend the meeting in person.

In the event that a Board Member is to attend by telephone or online mechanism they must ensure that no other third party can hear the conversation of them or the Board as all Board matters discussed at a Board meeting are confidential.

16.3. Decisions of Board

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

16.4. Resolutions not in Meeting

- a) Subject to clause 16.4d), the Board may pass a resolution without a Board meeting being held if all the Board Members 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 Board Member signs.
- b) For the purposes of clause 16.4a) 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 16.4a) if, before it is circulated for voting under clause 16.4a), the Board resolves that it can only be put at a meeting of the Board.

A resolution passed under this clause must be recorded in the minute book.

16.5. Quorum

- a) Subject to clause 16.5b), at meetings of the Board the number of Board Members whose presence is required to constitute a quorum is:
 - i) if the number of Board Members then in office is an even number, half of the number of Board Members plus one; or
 - ii) if the number of Board Members then in office is an odd number, half of the number of Board Members rounded up to the next whole number.
- b) If the total number of Board members becomes less than a quorum, the remaining number will constitute a quorum but they must act promptly to fill the vacancies.
- c) No business may be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week. If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting will be dissolved.

16.6. President

The President will act as chairperson of any Board meeting or General Meeting at which he or she is present and unless the Board decides otherwise is the nominal head of the Club. If the President is not present, or is unwilling or unable to preside at a Board meeting the remaining Board Members must appoint another Board Member to preside as chair for that meeting only.

16.7. Board Members' Interests

The Board Members must comply with the Act regarding disclosure of interests and voting on contracts in which a Board Member has an interest.

16.8. Voting conditions at Board Meetings

Each question before the Board may be resolved by a simple majority vote on a show of hands unless this constitution requires otherwise.

17. EXECUTIVE

The Board 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 Board determines.

18. ANNUAL GENERAL MEETING

- a) The Annual General Meeting of the Club must be held within two months after the end of the Financial Year.
- b) At least twenty-one (21) calendar days' notice of the Annual General Meeting is to be given to the Members.
- c) All General Meetings other than the Annual General Meeting will be Special General Meetings.

19. SPECIAL GENERAL MEETINGS

19.1. Special General Meetings may be held

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

19.2. Requisition of Special General Meetings

- a) On the requisition in writing of not less than five per cent (5%) of the total number of Members, the Board must, within one month after the receipt of the requisition 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 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.
- e) No business other than that set out in the notice convening the meeting may be transacted at any such meeting and every requisition for a Special General Meeting must be signed by the relevant Members and must state the purpose of the meeting.

20. ATTENDANCE AND VOTING AT GENERAL MEETINGS

- a) Every Member is entitled to attend General Meetings
- b) Subject to clause 20d), Playing Members, Non-Playing Members and Life Members may vote at General Meetings but Junior Members may not.

- c) The auditor (if any) is entitled to attend General Meetings, but not to vote unless he or she is a Member.
- d) A Member is not entitled to vote at a General Meeting unless all money due and payable by the Member to the Club has been paid in full.

21. NOTICE OF GENERAL MEETING

- a) Notice of every General Meeting must be given to every Member, the auditor and the Board Members by the means authorised in clause 32a).
- a) 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.
- b) At least twenty-one (21) calendar days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 - i) the agenda for the meeting;
- b) any notice of motion received from Members entitled to vote.

22. BUSINESS

- a) The ordinary business to be transacted at the Annual General Meeting includes the
 - i) Confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
 - ii) the consideration of accounts and the reports of the Board and auditors,
 - iii) receive a report from the President of a summary of the previous season and on future promotions and proposed developments;
 - iv) elect Board Members;
 - v) vote on proposed amendments to the Constitution; and
 - vi) any other business requiring consideration in the Annual General Meeting.
- b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 22a), is special business.
- c) No business other than that stated on the notice for an Annual General Meeting may be transacted at that meeting.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1. 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 23.3a)ii), a quorum for General Meetings is 10 Members.

23.2. President to preside

The President or, in the absence of the President, the Vice President will preside as chairperson at every General Meeting except:

- a) in relation to any election for which the chairperson of the Board is a nominee; or

- b) where the chairperson of the Board has a conflict of interest.

If the President or Vice President is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Members present may choose one of their number to be chairperson.

23.3. 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 Members under clause 19.2 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) calendar 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 23.3c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting

23.4. Questions

A question arising at a General Meeting will be determined on a show of hands.

23.5. 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 Members present at the meeting.

23.6. Recording of Determinations

Unless before or on the declaration of the show of hands a ballot is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

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 Club.

- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) calendar 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) calendar days after the scheduled meeting, refer the dispute to the peak body this club is affiliated with, who may refer the matter to an external agency, including the State Sport Dispute Centre, for resolution.
- d) The Board may prescribe additional grievance procedures in Regulations consistent with this clause 24.
- e) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

25. RECORD AND ACCOUNTS

- a) The Club must comply with its obligations under of the Act in respect of accounts, records and minutes.
- b) The proper minutes of all proceedings of meetings of the Club and of meetings of the Board must be entered within one (1) month after the relevant meeting in minute books kept for the purpose.
- c) The minutes kept pursuant to this rule must be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- d) Where minutes are entered and signed, they must, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting will be deemed to have been duly held, and that all appointments made at the meeting will be deemed to be valid.

26. AUDITOR

- a) A qualified auditor must be appointed at each Annual General Meeting as the Club'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 Club.

27. APPLICATION OF INCOME

- a) The income and property of the Club must be applied solely towards the promotion of the Objects.
- b) Except as prescribed in this Constitution or the Act, no portion of the income or property of the Club 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.
- c) Subject to clause ~~2727d)d~~, nothing in clauses ~~2727a)a~~ or ~~2727b)b~~ prevents a payment in good faith to any Member:
 - i) in accordance with clauses 3 and 27a) where that Member is a not-for-profit entity with a similar purpose to the Club;

- ii) for any services actually rendered to the Club whether as an employee, Board Member or otherwise;
 - iii) for goods supplied to the Club in the ordinary and usual course of operation;
 - iv) for interest on money borrowed from any Member;
 - v) for rent for premises demised or let by any Member to the Club;
 - vi) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.
- d) No payment made under clause 27c) may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

28. WINDING UP

- a) Subject to this Constitution, the Club may be wound up or deregistered in accordance with the Act.
- b) The Club may not be dissolved except by a resolution by three-quarters majority of persons present and eligible and voting at a Special General Meeting called for that specific purpose.

29. DISTRIBUTION OF ASSETS ON WINDING UP

In the event of the Club disbanding, all funds and property remaining after settlement of all creditors must be transferred and become the property of the Association.

30. CONSTITUTION

- a) Subject to clause 30b), this Constitution may be repealed or altered or a new provision may be added only by Special Resolution passed at a duly convened General Meeting.
- b) If, in the opinion of the Board, it is necessary to amend this Constitution:
 - i) to achieve or maintain affiliation of the Club with the Association;
 - ii) to comply with the Association's constitution and regulations; or
 - iii) to achieve or maintain a particular tax status,
 the Board may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.
- c) All amendments to the Constitution must be registered with the Commission, as required by the Act.

31. REGULATIONS

31.1. Board to formulate Regulations

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

- a) the conduct of club competitions or events (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 for breaches of this Constitution or the Regulations; and
- e) any other matter in respect of which this Constitution authorises the Board to make Regulations or which the Board considers is necessary or appropriate for the good governance of the Club and its affairs.

The Regulations must be consistent with the Constitution, the constitution of the Association and any regulations made by the Association.

31.2. Regulations Binding

All Regulations are binding on the Club 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 Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club 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 on the Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to its members.
- b) Any notice required or authorised by this Constitution to be given to the Club may be served by delivering it personally to the Club at its registered office or by sending it through the post in a prepaid envelope addressed to the Club 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. PATRONS AND VICE PATRONS

The Club at its Annual General Meeting may appoint annually on the recommendation of the Board a chief patron and as many vice patrons as it considers necessary, subject to approval of that person or persons.

34. INDEMNITY

- a) Every Board Member and employee of the Club is entitled to be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Board Member 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 Club must indemnify its Board Members and employees against all damages and losses (including legal costs) for which any such Board Member or employee may be or become liable to any third party in consequence of any act or omission:

- i) in the case of a Board Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Club; 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 Club.

35. TRANSITIONAL PROVISIONS

35.1. Continuing Membership

Each person who is a Member 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 Board, is the category most appropriate for that Member.

35.2. Board Members

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

35.3. Regulations deemed applicable

All rules, by-laws, policies and regulations of the Club 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.