



Constitution for Fencing South Australia Incorporated

DOCUMENT GOVERNANCE: CHANGE LOG

Date Updated	Section/s Updated	Summary of Change
October 2020	General overhaul, 23.1	Adopted the ORSR constitution template, transferring fencing specific elements from the old constitution where necessary. Updated voting rights of clubs to ensure that no single club can obtain a majority of votes.
October 2023	5.5 10.2	Update to section 5.b and 5.c – to allow affiliate members to be a business registered with ASIC and with an ABN, or under the aegis of an Incorporated Body. Added requirement for an affiliate member to be in good financial standing with the Association. Section 10.2 addition of (b) board portfolio titles.

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ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

Fencing South Australia Incorporated

1. NAME OF ASSOCIATION

The name of the incorporated association is "Fencing South Australia Incorporated" ("**Association**").

Fencing South Australia Incorporated also trades under the name Fencing SA

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

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

"Affiliate Member" means a Club which is admitted as an Affiliate Member under clause 5.

"Annual General Meeting" means a meeting of the kind described in clause 17.1(a).

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

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

"Club" means a club that enters members or teams in a competition in the Sport.

"Constitution" means this constitution of the Association.

"Delegate" means, in respect of an Affiliate Member, the person for the time being appointed as the Affiliate Member's delegate under clause 19.1(b).

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

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

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

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

"Individual Member" means a person admitted as a member of the Association under clause 5.

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

“Life Member” means an individual appointed as a life member of the Association under clause 5.

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

“NSO” means the Australian Fencing Federation Limited

“Objects” means the objects of the Association 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.

“Participants” means persons who participate in the Sport whether as players, coaches, umpires or other officials.

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

“Seal” means the common seal of the Association.

“Section 25” means Powers of an incorporated association

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

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

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

“Sport” means the sport of Fencing.

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-committee 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

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

3. OBJECTS OF THE ASSOCIATION

The Objects of the Association are to:

- (a) encourage, promote, advance and administer the Sport throughout South Australia;
- (b) arrange, conduct and regulate competitions in the Sport;
- (c) affiliate with the NSO and act as its South Australian affiliated member;
- (d) maintain and enhance the reputation of the Sport and the standards of play and behaviour of Participants; and
- (e) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

For furthering the Objects, the Association has:

- (a) the specific rights, powers and privileges conferred on it by section 25 of the Act.

5. MEMBERS

5.1 Categories of Members

The Members of the Association consist of:

- (a) Life Members; and
- (b) Affiliate Members; and
- (c) Individual Members.

5.2 Admission of Members

- (a) Subject to clause 5.6, a 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 contain any other information prescribed by Regulation for an application for membership in that category

5.3 Discretion to accept or reject application

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

5.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Sport in South Australia.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Board. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
- (c) A person may be appointed a Life Member only by Special Resolution put to the Board.
- (d) A Life Member has the right to receive notice of General Meetings and to be present and to debate but not to vote at General Meetings.
- (e) A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid by a Participant in his or her capacity as a Participant).

5.5 Affiliate Members

- (a) A Club may apply to the Board for admission to membership as an Affiliate Member.
- (b) To be, or remain, eligible for Affiliate Membership
 - (i) A Club must:
 - (A) be an Incorporated entity, or
 - (B) operate under the aegis of an Incorporated entity, or,

- (C) be a business registered with ASIC and with a current ABN.
- (ii) And
 - (A) remain in good financial standing with the Association, and,
 - (B) maintain a minimum of 7 members who are registered with the NSO.
- (c) An Affiliate Member has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.
- (d) Each Affiliate Member is taken, by virtue of that membership, to have agreed:
 - (i) that it recognises the Association as the authority for the Sport in South Australia and the NSO as the national authority for the Sport;
 - (ii) that it will submit an up-to-date copy of its constituent documents to the Board as and when requested by the Board or required by the Regulations;
 - (iii) that it will conscientiously attend General Meetings; and
- (e) Each Affiliate Member must have constituent documents which:
 - (i) clearly reflect the Objects; and
 - (ii) conform with this Constitution, the Regulations and the Constitution and policies of the Association and the NSO.

5.6 Individual Members

- (a) An individual who is a Participant or who has an interest in the Sport may apply to be an Individual Member.
- (b) An Affiliate Member that is a Club must apply in an agreed format for each of its Participants who represent the Club in competition in any way to be an Individual Member and may apply for any of its other members to be an Individual Member.
- (c) An Individual Member has the right to receive notice of General Meetings and to be present but not to debate or vote at General Meetings. Notice given to an Affiliate Member is taken to be notice to all of the members and Participants of that Affiliate Member.

5.7 Obligations of Members

Each Member must:

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

- (i) take reasonable steps to prevent any of its members or any Participant associated with it from acting in a way that is likely to bring the Association, the NSO or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of Sport and its maintenance and development; and
- (ii) take reasonable steps to discipline appropriately any of its members or any Participant associated with it if the member or Participant acts in such a way.

5.8 Register of Members

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

5.9 Effect of Membership

- (a) This Constitution constitutes a contract between each of the Members and the Association and each Member is bound by this Constitution and the Regulations.
- (b) Each Member is bound by the NSO constitution and regulations.

6. CESSATION OF MEMBERSHIP

6.1 General

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

- (a) the Member dies;
- (b) the Member is dissolved, wound up or bankrupted;
- (c) the Member resigns from membership in accordance with clause 6.2; or
- (d) in the case of an Individual Member admitted to membership under clause 5.6(b):
 - (i) the Member ceases to be a member of an Affiliate Member or ceases to be a Participant who represents an Affiliate Member in competition; or
- (e) the Affiliate Member who applied for that Individual Member to be admitted to membership of the Association ceases to be an Affiliate Member; or
- (f) the Member is expelled from the Association under clause 6.3.

6.2 Notice of Resignation

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

6.3 Expulsion for breach

- (a) Subject to clause 6.3(c) but despite anything contained in any Regulation made under clause 7.1(a), the Board may expel a Member from membership of the Association 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 7.1(c) to hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution or the Regulations and to make recommendations to the 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 6.3(a) unless the Member has been afforded natural justice.

6.4 Return of Property

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

6.5 Membership may be Reinstated

- (a) Nothing in this clause 6 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the 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 6 may be reinstated at the discretion of the Board without an application having been made under clause 6.5(a), with such conditions as it deems appropriate.

6.6 Refund of Membership Fees

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

7. DISCIPLINE

- (a) The Board may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Regulations against Members or Participants.
- (b) A Regulation made under clause 7.1(a) may:
 - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 7.1(a);
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties;
 - (iv) and otherwise prescribe the procedures for dealing with cases falling under clause 7.1(a).

- (c) Despite any Regulation made under clause 7.1(a), the Board may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- (d) All proceedings relating to cases falling under clause 7.1(a) must be conducted according to the rules of natural justice.

8. SUBSCRIPTIONS AND FEES

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

9. POWERS OF THE BOARD

9.1 Board

The Board constitutes the Committee for the purposes of the Act.

9.2 General powers of Board

- (a) Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Board which may exercise the powers of the Association for that purpose.
- (b) The Board must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole, having regard to the Association's position as the governing body for the Sport in South Australia and therefore as a custodian of the Sport's reputation in the State.

9.3 Limitation

The Board may not cause the Association to disaffiliate from the NSO without a Special Resolution of the Members in General Meeting.

10. COMPOSITION OF THE BOARD

10.1 Composition of the Board

The Board will comprise:

- (a) up to seven (7) Directors; with
- (b) a minimum of five (5) Elected Directors elected under **clause 11**; and
- (c) up to two (2) Appointed Directors appointed under **clause 12**.

10.2 Portfolios

- (a) The Board may allocate portfolios to Directors.
- (b) The portfolios of the board are designated as:
 - (i) President
 - (ii) Vice President
 - (iii) Secretary
 - (iv) Treasurer
 - (v) Public Officer

11. ELECTED DIRECTORS

11.1 Nominations

- (a) The Board must call for nominations for Elected Director at least forty-nine (49) days prior to the Annual General Meeting.
- (b) The Board may, when it calls for nominations, indicate which portfolios on the Board it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

11.2 Form of Nomination

Nominations must:

- (a) be in writing;
- (b) be in the prescribed form
- (c) (if any) provided for that purpose;
- (d) be signed by the nominee;
- (e) be endorsed and signed by an affiliate member; disclose any position the nominee holds in a Club, including as an officer, a Participant, a Delegate or an employee; and
- (f) be delivered to the Association not less than thirty-five calendar (35) days before the date fixed for the Annual General Meeting.

11.3 Elections

- (a) If the number of nominations received for the Board does not exceed the number of vacancies to be filled, then, subject to clause 11.3(e), those nominated will be declared elected at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, nominations for the remaining Elected Director positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then, subject to clause 11.3(e), those nominated will be declared elected at the Annual General Meeting.
- (c) 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.
- (d) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Board from time to time or if the Board has not made a determination, by the method determined by the chairperson of the Annual General Meeting.
- (e) At the end of the procedures described in clauses 11.3(a) to 11.3(d) above, any Affiliate Member may demand a confirmatory vote in which case each Board Member appointed or elected under the preceding clauses at that meeting (**Prospective Director**) must have his or her appointment or election approved by Ordinary Resolution of the meeting. If the appointment or election of a Prospective Director is not approved by the meeting, he or she will not be entitled to take office.
- (f) If at the close of the Annual General Meeting, vacancies on the Board remain unfilled, the vacant positions will be casual vacancies under **clause 13.1**.

11.4 Term of Appointment for Elected Directors

- (a) Subject to clause 11.4(b), the term of office of each Elected Director begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) If the law requires the Elected Director to have a particular qualification or clearance (for example, police clearance), the Elected Director's term will not begin until the qualification or clearance has been established.
- (c) Subject to clause 11.4(d), the term of office of each Elected Director ends at the conclusion of the second Annual General Meeting following their election, but the Elected Director is, subject to clause 11.4(e), eligible for re-election.
- (d) At least half of the Elected Directors must retire every year. If the number of Elected Directors whose term ends in any one year (**Retiring Directors**) is less than one half of the number of Elected Directors, then an additional number of the Elected Directors who are not due to retire (**Non-Retiring Directors**) must retire to make up one half.
- (e) If the Non-Retiring Directors cannot agree on which of the Non-Retiring Directors will retire, it will be determined by ballot.
- (f) Following the adoption of this Constitution, no person who has served as an Elected Director for a period of four (4) consecutive full terms is eligible for election as an Elected Director until the next Annual General Meeting following the date of conclusion of their last term as an Elected Director.

12. APPOINTED DIRECTORS

12.1 Appointment of Appointed Directors

The Elected Directors may appoint up to two (2) Appointed Directors.

12.2 Qualifications for Appointed Directors

In appointing Appointed Directors, the Elected Directors should have regard to which personal skills and experience the Board thinks will complement the Board composition.

12.3 Term of Appointment

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

13. VACANCIES ON THE BOARD

13.1 Casual Vacancies

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

13.2 Grounds for Termination of Director

The office of a Director becomes vacant if the Director:

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

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

13.3 Board May Act

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

14. MEETINGS OF THE BOARD

14.1 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). 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.

14.2 Attendance by Telephone

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

14.3 Decisions of Board

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

14.4 Resolutions not in Meeting

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

14.5 Quorum

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

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

14.6 Chairperson

The Board must appoint one of the Directors as its chairperson. The chairperson will act as chair 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 Association. If the chairperson is not present, or is unwilling or unable to preside at a board meeting the remaining Directors must appoint another Director to preside as chair for that meeting only.

14.7 Directors' Interests

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

15. EXECUTIVE

The 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.

16. DELEGATIONS

The Board may, in writing, establish subcommittees 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 Association in General Meeting.

17. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.
- (b) All General Meetings other than the Annual General Meeting will be Special General Meetings.

18. SPECIAL GENERAL MEETINGS

18.1 Special General Meetings may be held

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

18.2 Requisition of Special General Meetings

- (a) On the requisition in writing of not less than five per cent (5%) of the total number of Affiliate 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 Association. 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 Association.

19. ATTENDANCE AT GENERAL MEETINGS AND APPOINTMENT OF DELEGATES

- (a) Unless this Constitution expressly provides otherwise, Members, the auditor and the Directors are entitled to attend General Meetings but only Affiliate Members are entitled to vote.
- (b) Each Affiliate Member, by notice to the Association, may appoint a natural person to act as its delegate in all matters connected with the Member as if the Association were a body corporate to which section 253B of the Corporations Act 2001 applies and the appointed Delegate will have the powers in relation to the Member as if section 253B applied to the Association.
- (c) An Affiliate Member may, by notice to the Association, revoke an appointment made under clause 19.1(b).
- (d) For all the purposes of this Constitution, an Affiliate Member represented at a General Meeting by a Delegate is to be taken to be present in person at the meeting.

20. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting must be given to every Member, the auditor and the Directors by the means authorised in clause 32.
- (b) A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote.

21. BUSINESS

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 21(a), is special business.

- (c) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

22. PROCEEDINGS AT GENERAL MEETINGS

22.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 22.3(a)(ii), a quorum for General Meetings is 50% of the Affiliate Members.

22.2 Chairperson to preside

The chairperson of the Board will, subject to this Constitution, 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 chairperson of the Board is not present or is unwilling or unable to preside, the Affiliate Members present must appoint another Director to preside as chair for that meeting only.

22.3 Adjournment of meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (i) if the meeting was convened on the requisition of Affiliate Members under clause 18.2, the meeting will lapse; and
 - (ii) in any other case, those Affiliate Members present will constitute a quorum.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in clause 22.3(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

22.4 Voting Procedure

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

- (a) the chairperson; or
- (b) a simple majority of Affiliate Members (based on voting rights) present at the meeting.

22.5 Recording of Determinations

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

23. VOTING AT GENERAL MEETINGS

23.1 Members entitled to vote

Each Affiliate Member is entitled to one (1) vote at General Meetings.

Each Affiliate Member is entitled to one (1) additional vote for every additional 10 members registered with the NSO.

Each Affiliate Member is limited to no greater than 50% of the total voting rights at a General Meeting

23.2 Chairperson may not exercise casting vote

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

24. DISPUTE RESOLUTION PROCEDURE

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

25. RECORDS AND ACCOUNTS

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

26. AUDITOR

A qualified auditor must be appointed at a meeting of the Board as the Association's auditor (**Auditor**) for the then current Financial Year.

- (a) Any vacancy occurring during the year in the office of Auditor must be appointed by the Board.

- (b) The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

27. APPLICATION OF INCOME

27.1 The income and property of the Association must be applied solely towards the promotion of the Objects.

27.2 Except as prescribed in this Constitution or the Act, no portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.

27.3 Subject to clause 27.4, nothing in clauses 27.1 or 27.2 prevents a payment in good faith to any Member:

- (a) in accordance with clauses 3 and 27.1 where that Member is a not-for-profit entity with a similar purpose to the Association;
- (b) for any services actually rendered to the Association whether as an employee, Director or otherwise;
- (c) for goods supplied to the Association in the ordinary and usual course of operation;
- (d) for interest on money borrowed from any Member;
- (e) for rent for premises demised or let by any Member to the Association;
- (f) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Association.

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

28. WINDING UP

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

29. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- (b) The organisation or organisations to whom the distribution is to be made under clause 29.1(a) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

30. CONSTITUTION

30.1 Alteration of Constitution

- (a) This Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.

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 Association, the advancement of the purposes of the Association and the Sport in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

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

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

31.2 Regulations Binding

All Regulations are binding on the Association and all Members.

31.3 Publication of Regulations

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

32. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by facsimile, email or other electronic means or by its insertion on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to its members.
- (b) Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at its registered office or by sending it through the post in a prepaid envelope addressed to the Association at the registered office.

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

33. PATRONS AND VICE PATRONS

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

35. TRANSITIONAL PROVISIONS

35.1 Continuing Membership

- (a) Each Club that is a member of the Association on the day on which this Constitution is adopted will automatically be admitted to membership as an Affiliate Member.
- (b) Each other 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 Directors

For the purpose of determining when the term ends for each Director in office on the day on which this Constitution is adopted, time served in the Director'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 Association in force at the date of the approval of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.