



Tango Netball Club Constitution

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CONSTITUTION
of
TANGO NETBALL CLUB INCORPORATED

1. NAME OF CLUB

The name of the incorporated club is the Tango Netball Club (the 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 17(a).

“Appointed Committee Member” means an advisor or assistant committee member under clause 12.

“The Committee” means the body consisting of elected members constituting the management committee of the Club for the purposes of the Act.

“The Constitution” means this Constitution of the Club.

“Committee Member” means an elected member of the Management Committee and any person acting in that capacity from time to time appointed in accordance with this Constitution.

“Club Official” means any person who contributes to the life and well being of the Club for no financial reward and includes (but is not limited to) a Committee or Sub-Committee member, a coach or a match official such as an umpire, time keeper, scorer or team manager.

“Elected Committee Member” means a committee member appointed under clause 11.

“The Executive” means the President, Vice President, Secretary and Treasurer meeting as the Executive of the Club under clause 14.4 of this Constitution.

“Financial Year” means 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.

“Guardian” means a parent of a Junior Playing Member (or other adult person who the Committee is satisfied has an appropriate relationship with the Junior Playing Member).

“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.

“Junior Playing Member” means a person admitted to Junior Playing Membership under clause 5.3.

“Life Member” means a person appointed to Life Membership of the Club under clause 5.5.

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

“Natural Justice” means acting in good faith without bias and providing a fair hearing to any person whose interest may be affected by a decision before the decision is made.

“Non-Playing Member” means a person admitted to Non Playing Membership under clause 5.4.

“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 Committee or a Sub-Committee of the Committee, a resolution passed by a majority of those present, entitled to vote and voting.

“Player” means a person participating in the Sport as a player representing the Club in competition.

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

Regional Sporting Organisation (RSO) means the Adelaide Metropolitan Netball Division (AMND) or the South Australian Districts Netball Association (SADNA)

Senior Playing Member” means a person admitted to Senior Playing Membership under clause 5.2.

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

- (a) at least twenty-one (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 Netball.

State Sporting Organisation (SSO) means Netball South Australia (Netball SA).

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 includes their legal representatives, successors and permitted assignees of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and
- (h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.3 Resolutions

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

2.4 The Act

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

3. OBJECTS OF THE 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 RSO's and SSO.
- (d) maintain and enhance the reputation of the Sport and the standards of play and behaviour for Members; 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 CLUB

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

5. MEMBERS

5.1 Classes of Members

- (a) Membership is divided into four classes. They are:
 - (i) Senior Playing Members
 - (ii) Junior 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.

5.2 Senior Playing Members

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

5.3 Junior Playing Members

- (a) A person who is under the age of 18 years and who wishes to become a Player may be admitted to Junior Player Membership.
- (b) At the end of the season in which he or she attains the age 18 years, a Junior Playing Member ceases to be a Junior Playing Member but a Junior Playing Member who continues as a Player after the end of that season automatically becomes a Senior Playing Member.
- (c) For the purpose of the preceding paragraph (b), a season ends when all competitions in which a Junior Playing Member is participating as a Player when he or she attains the age of 18 years have been completed and the winners have been decided.
- (d) A Junior Playing Member has the right to attend but not to vote at General Meetings.

5.4. Non-Playing Members

- (a) A Club Official who is not a Life Member may be admitted to Non-Playing Membership.
- (b) A Non-Playing Member who has Membership because he or she is a Club Official ceases to be a Member when he or she ceases to be a Club Official unless he or she is then a Guardian of a Junior Playing Member, in which case the Non Playing Membership shall continue as if the Member had been admitted to Non Playing Membership as a Guardian of a Junior Playing Member.
- (c) A Guardian who is not a Life Member may be admitted to Non-Playing Membership.
- (d) A Non-Playing Member who has Membership because he or she is the Guardian of a Junior Playing Member ceases to be a Member when the Junior Playing Member ceases to be a Junior Playing Member unless he or she is then a Club Official, in which case the Non Playing Membership shall continue as if the Member had been admitted to Non Playing Membership as a Club Official.
- (e) Non-Playing Members have the right to attend and vote at General Meetings.

5.5. 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) Life Membership may only be conferred on any Member who, in the opinion of the Committee, has rendered distinguished service to the Club and has either served as a Club Official for ten years or more, or played one hundred (100) or more games for the Club as a Senior Playing Member.

- (c) Nominations may be made by any Member other than the nominee for Life Membership. The nomination is to be in writing, accompanied by a statement of the qualification of the nominee.
- (d) The Committee may confer Life Membership on a nominee by resolution of not less than two thirds majority of the Committee present and voting.
- (e) A Life Membership may be revoked by resolution of not less than two thirds majority of the Committee present and voting.
- (f) Life Members have the right to attend and vote at General Meetings.
- (g) No more than (2) Life Members may be appointed in any one financial year.

5.6. Applications for Membership

- (a) Every person who seeks Senior Playing, Non Playing or Junior Playing Membership must apply to the Committee for admission to membership
- (b) An application must:
 - (i) be in a form approved by the Committee;
 - (ii) contain full particulars of the name and address and contact details of the applicant; and
 - (iii) contain any other information prescribed by Regulation for an application for membership.

5.7 Discretion to accept or reject application

- (a) The Committee may accept or reject an application in its discretion. The Committee is 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 Committee; or
 - (ii) payment of any fees payable by the new Member.

5.8 Membership is a Pre-Condition of Playing

- (a) No person may be a Player unless he or she is a Member.
- (b) A Junior Playing Member or a Senior Playing Member who ceases to be a Player also ceases to be a Junior Playing Member or a Senior Playing Member, as the case may be.

5.9 Obligations of Members

Each Member must:

- (e) treat all staff, contractors and representatives of the Club and the RSO's and SSO with respect and courtesy at all times;
- (f) maintain and enhance the standards, quality and reputation of both the Club and the Sport; and

- (g) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club, the RSO's and SSO or the Sport.

5.10 Register of Members

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

5.11 Effect of Membership

- (k) This Constitution constitutes a contract between each of the Members and the Club and each Member is bound by this Constitution and the Regulations.
- (l) Each Member is also bound by the rules and regulations governing competitions in which the Member participates.
- (m) Each Member authorises the Club to apply on the Member's behalf for the Member to be admitted to membership of the RSO's or SSO.

6. CESSATION OF MEMBERSHIP

6.1 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 6.2;
- (d) the Membership ceases under either of clauses 5.4 or 5.8, or;
- (e) the Member is expelled from the Club under clause 6.3.

6.2 Notice of Resignation

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

6.3 Expulsion for breach

- (a) Subject to clause 6.3(c) but despite anything contained in any Regulation made under clause 7(a), the Committee may expel a Member from membership of the Club if, in the opinion of the Committee, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- (b) The Committee may, in its discretion, convene a judiciary committee under clause 7(c) to hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution or the Regulations and to make recommendations to the Committee about the appropriate consequences of its findings. The Committee may rely on the findings and recommendations of the judiciary committee.

- (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 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.

6.5 Membership may be Reinstated

- (a) Nothing in clause 6 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under clause 6 may be reinstated at the discretion of the Committee without an application having been made under clause 6.5(a), with such conditions as it deems appropriate.

6.6 Refund of Membership Fees

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

7. DISCIPLINE

- (a) The Committee may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Regulations against Members or Participants.
- (b) A Regulation made under clause 7(a) may:
 - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 7(a);
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties;
 - (iv) and otherwise prescribe the procedures for dealing with cases falling under clause 7(a).
- (c) Despite any Regulation made under clause 7(a), the Committee 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(a) must be conducted according to the rules of natural justice.

8. SUBSCRIPTIONS AND FEES

- (a) The Committee may:
 - (i) Fix annual membership subscriptions.
 - (ii) Fix other fees or levies considered prudent for the management of club affairs provided that the fee or levee is aligned to strategic planning and its purpose explained in writing to Members.

- (iii) Determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.
- (b) Subject to clause 8(c) the Committee may, at its discretion, fix subscriptions, fees or levies at rates for the different categories of membership and, within the category of Non-Playing Member, it may distinguish between Guardians and Club Officials.
- (c) A Life Member is not liable to pay annual membership subscriptions but is liable to pay participation fees or levies if he or she is a Player.
- (d) On admission to membership a new Member must pay the current full year's subscription, fees or levies unless the Committee agrees to accept payment in instalments.
- (e) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members if the Committee is satisfied that there are special reasons.

9. POWERS OF THE COMMITTEE

- (a) Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Committee which may exercise the powers of the Club for that purpose.
- (b) The Committee 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 Committee shall have power to administer the finances of the Club including but not limited to appointing bankers of the Club, opening or closing accounts for specific purposes and transferring funds from one banking account to another.
- (d) The Committee shall set the manner which such banking accounts shall be operated upon and nominate any two jointly of the President, Vice President, Secretary, Treasurer and one other nominated Committee member to act as signatures of authority for signing cheques, the electronic transfer of funds from any of the Club's accounts or for any other purpose relating to finances of the Club, where signatures of authority are required.
- (e) The Committee may not cause the Club to disaffiliate from the RSO's or SSO's without an Ordinary Resoluton of the Members in General Meeting.

10. COMPOSITION OF THE COMMITTEE

10.1 Composition of the Committee

The Committee must be comprised by a President, Vice President, Secretary and Treasurer and not less than four (4) nore more than twelve (12) other members. The Committee must be elected by the Members at an Annual General Meeting as prescribed by these Rules.

10.2 Portfolios

The Committee may allocate portfolios to individual Committee Members and delegate powers and functions to them under clause 16.

11. ELECTED COMMITTEE MEMBERS

11.1 Nominations

- (a) The Committee must call for nominations for Elected Committee Member at least thirty (30) days prior to the Annual General Meeting.
- (b) The Committee may, when it calls for nominations, indicate which portfolios on the Committee it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable. In particular are roles for the Executive the duties for which include but are not limited to the following:

President

The President will act as the Chief Executive Officer of the Club in the absence of any person appointed under Clause 15(a) and act as Chair of the Committee and of General Meetings subject to any limitations imposed by this Constitution.

Vice President

The Vice President will act as President in the absence of the President.

Secretary

The Secretary is responsible for club administration including managing correspondence and maintaining club records relating to member particulars and decisions made at Committee Meetings.

Treasurer

The Treasurer is responsible for maintaining books of account, which must, at all reasonable times be available for inspection by Club Officials or Members. The books of account and related documents must be submitted for audit to the Club's auditor prior to each Annual General Meeting or as required by the Committee.

11.2 Form of Nomination

Nominations must subject to clause 11.3 (b):

- (a) be in writing;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by the nominee; and
- (d) be delivered to the Club not less than fourteen (14) days before the date fixed for the Annual General Meeting.

11.3 Elections

- (a) If the number of nominations received for the Committee does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, nominations for the remaining Elected Committee Member positions may be made (in writing or otherwise) from the floor at the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (c) If at any stage the number of nominations for the Committee exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.

- (d) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Committee from time to time or if the Committee has not made a determination, by the method determined by the chairperson of the Annual General Meeting.
- (e) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies under clause 13.1.

11.4 Term of Appointment for Elected Committee Members

- (a) Subject to clause 11.4(b), the term of office of each Elected Committee Member begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) If the law requires the Elected Committee Member to have a particular qualification or clearance the Elected Committee Member'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 Committee Member ends at the conclusion of the second Annual General Meeting following their election, but the Elected Committee Member is eligible for re-election.
- (d) Appointments shall be arranged so that half of the Elected Committee Members are subject to election in any one year. If the number of Elected Committee Members whose term ends in any one year is less than one half of the number of Elected Committee Members, then an additional number of the Elected Committee Members who are not due for election must be nominated to make up one half.
- (e) If the Committee cannot agree on which Elected Committee Members are subject to re-election, it will be determined by ballot.
- (f) The term of office for each Elected Committee Member commences at the date of adoption for this Constitution subject to the requirement that at least half of the Elected Committee Members must retire every year as outlined in clause 11.4 (d)

12. APPOINTED COMMITTEE MEMBERS

12.1 Appointment of Advisors

The Committee may appoint persons to advise or assist Elected Committee Members in their roles but those persons do not have voting rights at Committee Meetings.

12.2 Qualifications for Advisors

In appointing advisors or assistants, the Committee should have regard to which personal skills and experience the Committee thinks will complement the Committee composition.

12.3 Term of Appointment

- (a) The term of office of each advisor or assistant must be fixed by the Committee at the time of the appointment but it cannot exceed two (2) years.
- (b) An advisor or assistant whose term of office ends is eligible for re-appointment.

13. VACANCIES ON THE COMMITTEE

13.1 Casual Vacancies

Any casual vacancy occurring in the position of Elected Committee Member may be filled by the remaining Elected Committee Members. 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 Committee Member

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

- (a) dies or suffers from a mental or physical incapacity
- (b) becomes bankrupt or makes any arrangement with creditors generally;
- (c) is disqualified from office under section 30 of the Act;
- (d) resigns his or her office by notice in writing to the Club;
- (e) is absent without consent from three (3) consecutive meetings of the Committee.
- (f) holds any office of paid employment with the Club;
- (g) is directly or indirectly interested in any contract or proposed contract with Club and fails to declare that interest;
- (h) in the case of an Appointed Committee Member, is removed from office by the Elected Committee Members;
- (i) is removed by the Members in General Meeting; or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001*.

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

13.3 Committee May Act

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

14. MEETINGS OF THE COMMITTEE

14.1 Committee to Meet

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

14.2 Attendance by Telephone

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

14.3 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution. Each Committee Member has one (1) vote on any question. The Chair shall have a casting vote in the event of any tied decision by the Committee.

14.4 Urgent Decision Making

Whenever, in the opinion of the President or, in his absence the Vice President, there is urgent business that the interests of the Club require to be concluded by the Committee before a Committee meeting can reasonably be convened, the business may be resolved by the Executive provided that:

- (a) Every resolution of the Executive requires the approval of at least three members of the Executive.
- (b) written advice of the resolution must be made available to all Committee Members as soon as practicable after the decision;
- (c) the resolution must be placed on the agenda for advice at the next Committee Meeting following the decision.
- (d) A resolution passed under this Clause must be recorded in the Committee Meeting Minutes.

14.5 Quorum

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

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

14.6 Chairperson

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

14.7 Committee Members' Interests

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

14.8 Circulating Resolutions

- (a) If all the Committee Members who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is taken to have been passed at a meeting of the Committee held on the day on which the document was last signed.
- (b) For the purpose of clause 14.8 (a), two or more identical documents, each of which is signed by one or more Committee Members, together constitute one document signed by those Committee Members on the days on which they signed separate documents.
- (c) Any document referred to in this clause may be in the form of a facsimile, email or other commonly used form of electronic transmission.

15. CHIEF EXECUTIVE AND PUBLIC OFFICER

- (a) The Committee may, from time to time, employ a Chief Executive and other personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Committee determines.
- (b) The Committee must appoint one of its number to be the Public Officer of the Club for the purpose of the Act.

16. DELEGATIONS

16.1 Sub-Committees

The Committee may establish Sub-Committees as it thinks appropriate.

16.2 Delegation of Function

The Committee may, by instrument of delegation, delegate to each Sub-Committee and to each Committee Member, who is appointed to a portfolio under clause 10.2, the exercise of the functions of the Committee that are specified in the instrument of delegation, other than:

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

17. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Club shall be held each Financial Year in accordance with the Act and this Constitution on a date and at a venue to be determined by the Committee.
- (b) All General Meetings other than the Annual General Meeting will be Special General Meetings.

18. SPECIAL GENERAL MEETINGS

18.1 Special General Meetings may be held

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

18.2 Requisition of Special General Meetings

- (a) On requisition in writing of not less than five per cent (5%) of the total number of Members, the Committee must within one (1) 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 Committee does not cause a Special General Meeting to be held within one (1) 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 Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such meeting must be borne by the Club.

19. ATTENDANCE AND VOTING AT GENERAL MEETINGS

- (a) Each Member is entitled to attend and have one (1) vote at General Meetings.
- (b) Each of the Committee Members and the auditor (if any) is entitled to attend General Meetings, but not to vote unless he or she is a Member.
- (c) The Chairperson does not have a casting vote at General Meetings.

20. NOTICE OF GENERAL MEETING

- (a) Notice of A General Meeting must be given to every Member, the auditor and the Committee Members by the means authorised in clause 31.
- (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 AT GENERAL MEETINGS

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members 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 5 Members.

22.2 Chairperson to preside

The Chairperson of the Committee will, subject to this Constitution, preside as Chairperson at every General Meeting except:

- (a) in relation to any election, the time at the meeting for which the Chairperson of the Committee is a nominee; or;
- (b) where the Chairperson of the Committee has a conflict of interest.

If the Chairperson of the Committee is not present or is unwilling or unable to preside, the Members present must appoint another Committee Member to preside as chair for that meeting only.

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 Members under clause 18.2 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) 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 Members 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 Club is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

23. 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) 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 peak body this club is affiliated with, (RSO or SSO), who may refer the matter to an external agency for resolution.
- (d) The Committee may prescribe additional grievance procedures in Regulations consistent with this clause.
- (e) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

24. RECORDS AND ACCOUNTS

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

25. AUDITOR

- (a) An auditor may be appointed at each Annual General Meeting as the Club's auditor for the then current Financial Year.
- (b) If the Annual General Meeting appoints an auditor, any vacancy occurring during the year in the office of auditor must be filled by the Committee.
- (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.

26. APPLICATION OF INCOME

- (a) The income and property of the Club must be applied solely towards the promotion of the Objects of the Club as stated in clause 3.
- (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 26 (d) nothing in clauses 26 (a) or 26 (b) prevents a payment in good faith to any Member:
 - (i) in accordance with clauses 3 and 26 (a) 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, Committee 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 26 (c) may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

27. WINDING UP

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

28. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Club and after satisfaction of all the Club'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 28(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.

29. CONSTITUTION

29.1 Alteration of Constitution

- (a) Subject to clause 29.1(b), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.

- (b) If, in the opinion of the Committee, it is necessary to amend this Constitution:
- (i) to achieve or maintain affiliation of the Club with the RSO's or SSO.
 - (ii) to comply with the RSO's or SSO constitution and regulations; or
 - (iii) to achieve or maintain a particular tax status,
- the Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

30. REGULATIONS

30.1 Committee to formulate Regulations

The Committee may make and amend rules, regulations, by-laws or policies (Regulations) for the proper advancement, management and administration of the 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 Committee to make Regulations or which the Committee considers is necessary or appropriate for the good governance of the Club and its affairs.

The Regulations must be consistent with the Constitution, the RSO's and SSO] constitution and any regulations made by the RSO's and SSO.

30.2 Regulations Binding

All Regulations are binding on the Club and all Members.

30.3 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.

31. 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) Any notice required or authorised by this Constitution to be given to a Committee Member may be served on the Committee Member personally or by sending it through the post in a prepaid envelope addressed to the Committee Member at the Committee Member's last known place of residence or by facsimile, email or other electronic means.
- (d) A notice served by post will be taken to have been received by the recipient on the second working day after it was posted.
- (e) 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.

32. PATRONS AND VICE PATRONS

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

33. INDEMNITY

- (a) Every Committee 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 Committee 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 Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or become liable to any third party in consequence of any act or omission:
 - (i) in the case of a Committee 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.

34. TRANSITIONAL PROVISIONS

34.1 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 Committee, is the category most appropriate for that Member.

34.2 Committee Members

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

34.3 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.