



**ASSOCIATIONS INCORPORATION ACT 1985 (SA)**



# Lobethal Football Club Inc.

# CONSTITUTION (UPDATED 2014)

Club Incorporation Number A5373 (Incorporated 06 May 1977)

**This Constitution was adopted by the Club on 20 March 2014.**

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# ASSOCIATIONS INCORPORATION ACT 1985 (SA)

## CONSTITUTION

of

### Lobethal Football Club Incorporated

#### 1. NAME OF ASSOCIATION

The name of the incorporated association is "Lobethal Football Club Incorporated" ("**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 19(a).

**"Committee"** means the body consisting of the Committee Members and constituting the committee for the purposes of the Act.

**"Constitution"** means this constitution of the Club.

**"Committee Member"** means a member of the Committee and includes Elected Committee Members and Co-opted Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

**"Elected Committee Member"** means a committee member appointed under clause 13.

**"Financial year"** means the year ending on the next 31 October following adoption of this Constitution and thereafter a period of 12 months commencing on 1 November and ending on 31 October each year.

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

**"HFL"** means Hills Football League or any other regional sporting organisation which the members of the club in general meeting resolve to be affiliated.

**"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.

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

**"Ordinary Member"** means a person admitted as an ordinary member of the Club under clause 6.

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

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

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

**“Seal”** means the common seal of the Club.

**“Special General Meeting”** means a general meeting of Members convened in accordance with clause 20.

**“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 Australian Rules Football.

**"SACFL"** means South Australian Community Football League or any other sporting organisation responsible for the administration of the Sport in the state of South Australia.

## 2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and
- (h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

### **2.3 Resolutions**

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

### **2.4 The Act**

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

## **3. OBJECTS OF THE CLUB**

The Objects of the Club are to:

- (a) encourage, promote and advance the Sport;
- (b) enter teams of Members in competitions in the Sport;
- (c) affiliate with the HFL and SACFL;
- (d) maintain and enhance the reputation of the Sport and the standards of play and behaviour of Members;
- (e) to provide social and sporting amenities and facilities for the members of the Club;
- (f) to promote the physical, intellectual and moral well being of its members by providing facilities for their participation in in the sport (including but without limiting the generality hereof to the promotion and fostering of the sport);
- (g) do all things which the club may consider necessary or desirable for promoting the recreation, accommodation and comfort of its members;
- (h) hold and or support social functions for the benefit and entertainment of its members or others; and
- (i) 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. COLOURS OF THE CLUB**

The colours of the Club will be Black and Gold and may be varied and or different colours adopted as the Committee from time to time determine by Ordinary Resolution at a meeting of the Committee.

## **6. MEMBERS**

### **6.1 Categories of Members**

The Members of the Club consist of:

- (a) Life Members;
- (b) Playing Members:

Every person who intends to actively participate in the sport of the Club, including junior players under the age of 18 years, and whose application for Membership has been approved by the Committee and who has paid the prescribed subscription fee as may be determined by the Committee from time to time in accordance with clause 10; and

- (c) Ordinary Members

Every person who does not intend to actively participate in the sport of the Club and whose application for Membership has been approved by the Committee and who has paid the prescribed subscription fee as may be determined by the Committee from time to time in accordance with clause 10.

### **6.2 Admission of Members**

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

### **6.3 Discretion to accept or reject application**

- (a) The Committee Members may accept or reject an application whether the applicant has complied with the requirements in clause 6.2 or not. The Committee Members 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 Committee Members; or
  - (ii) payment of any fees payable by the new Member.

### **6.4 Life Members**

- (a) Life Membership is the highest honour that can be bestowed upon a Member by the Club for longstanding and valued service to the Club.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Committee or by nomination at any Special or Annual General Meeting of the Club.

- (c) There is to be no limitation on the number of members granted life membership in any one year. A person may become eligible to be appointed a Life Member only:
  - (i) When the nominated Member has provided a minimum of 10 years distinguished service to the Club (excluding the playing of Sport);
  - (ii) Any Playing Member who plays sport in a Senior A Grade or B Grade competition for the Club for a period of twelve (12) years provided that such member shall have in that period occupied a position to which they have been elected to by the Members at a Special or General Meeting or to which they have been appointed to by the Committee for a minimum term of Two (2) years.
  - (iii) Any Playing Member who has played 300 Senior A Grade or B Grade competition games for the Club is eligible for Life Membership.
  - (iv) If in the the opinion of the Committee, special circumstances exist to warrant the grant of Life Membership of the Club to a Member who would not otherwise be eligible for Life Membership.
- (d) Following a review of a Members record to ensure the required criteria has been met or following a recommendation of the committee pursuant to clause 6.4 (c)(iv) (as the case may be) a person may be appointed a Life Member only by Ordinary Resolution at a meeting of the Committee.
- (e) A Life Member has all the rights of an Ordinary Member.
- (f) A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid to play in a team representing the Club).

## **6.5 Obligations of Members**

Each Member must:

- (a) treat all staff, contractors and representatives of the Club and the HFL and SACFL 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 HFL and SACFL or the Sport.

## **6.6 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.
- (c) Each Member authorises the Club to apply on the Member's behalf for the Member to be admitted to membership of the HFL and SACFL.

## **7. REGISTER OF MEMBERS**

### **7.1 General**

- (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 Committee considers appropriate.
- (c) Members must provide the Club with the details required by the Club to keep the register complete and up to date and for the purpose of issuing Notices in accordance with clause 35.

### **7.2 Use of Register**

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects of the Association, in such manner as the Committee considers appropriate.

## **8. CESSATION OF MEMBERSHIP**

### **8.1 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 does not pay the continuing subscription fee within the prescribed time in accordance with Clause 9;
- (d) the Member resigns from membership in accordance with clause 8.2; or
- (e) the Member is expelled from the Club under clause 8.3.

### **8.2 Notice of Resignation**

A Member may resign from membership of the Club on one month's 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.

### **8.3 Expulsion for breach**

- (a) Subject to clause 8.3(c) but despite anything contained in any Regulation made under clause 9(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 9(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 8.3(a) unless the Member has been afforded natural justice.

#### **8.4 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.

#### **8.5 Membership may be Reinstated**

- (a) Nothing in this clause 8 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 this clause 8 may be reinstated at the discretion of the Committee without an application having been made under clause 8.5(a), with such conditions as it deems appropriate.

#### **8.6 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.

### **9. 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 9(a) may:
  - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 9(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 9(a).
- (c) Despite any Regulation made under clause 9(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 9(a) must be conducted according to the rules of natural justice.

### **10. SUBSCRIPTIONS AND FEES**

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

- (b) On admission to membership a new Member must pay the current full year's subscription unless the Committee agrees to accept payment in instalments.
- (c) 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 to do so.

## **11. POWERS OF THE COMMITTEE**

### **11.1 General powers of 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 supporting the governing body for the Sport in South Australia and therefore as a custodian of the Sport's reputation in the State.

### **11.2 Limitation**

The Committee may not cause the Club to disaffiliate from the HFL and SACFL without an Ordinary Resolution of the Members in General Meeting.

## **12. COMPOSITION OF THE COMMITTEE**

### **12.1 Composition of the Committee**

The Committee will comprise:

- (a) President,
- (b) Vice President/Football Director,
- (c) Treasurer,
- (d) Secretary, and
- (e) up to twelve (12) Elected Committee Members elected under clause 13; and
- (f) any person co-opted to the Committee for such term and under such conditions as determined by the Committee having regard to the special skills and expertise of the co-opted member and the effect that such appointment will have on the composition of the Committee. The appointee need not be a member of the Club.

### **12.2 Public Officer**

The Committee must ensure that the Club at all times has a Public Officer. If the public officer changes his or her residential address, or if the association changes its nominated public officer, the Committee must ensure that the Office of Consumer and Business Services is notified within one month of the change on the prescribed form.

### **12.3 Portfolios**

The Committee may allocate portfolios to Committee Members.

## **13. ELECTED COMMITTEE MEMBERS**

### **13.1 Nominations**

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

### **13.2 Form of Nomination**

Nominations must:

- (a) be in writing;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by Two (2) Members of the Club and the nominee; and
- (d) be delivered to the Club not less than thirty-five (35) days before the date fixed for the Annual General Meeting.

### **13.3 Eligibility for Nomination to the Committee**

No person who is not a member of the Club shall be eligible for nomination for or election to the committee.

### **13.4 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 from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (c) If at any stage the number of nominations for the Committee exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (d) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Committee from time to time or if the Committee has not made a determination, by the method determined by the chairperson of the Annual General Meeting.
- (e) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies under clause 14.1.

### **13.5 Term of Appointment for Elected Committee Members**

- (a) 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 (for example, police clearance), the Elected Committee Member's term will not begin until the qualification or clearance has been established.
- (c) 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.

## **14. VACANCIES ON THE COMMITTEE**

### **14.1 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.

### **14.2 Grounds for Termination of Committee Member**

The office of a Committee Member becomes vacant if the Committee 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 Committee from meetings of the Committee held during a period of six (6) months;
- (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) 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 (Cth)*.

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.

### **14.3 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 Member to a number sufficient to constitute a quorum.

## **15. MEETINGS OF THE COMMITTEE**

### **15.1 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.

### **15.2 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.

### **15.3 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 does not have a casting vote.

### **15.4 Resolutions not in Meeting**

- (a) Subject to clause 15.4(d), the Committee may pass a resolution without a Committee meeting being held if all the Committee 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 Committee Member signs.
- (b) For the purposes of clause 15.4(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 15.4(a) if, before it is circulated for voting under clause 15.4(a), the Committee resolves that it can only be put at a meeting of the Committee.
- (e) A resolution passed under this clause must be recorded in the minute book.

### **15.5 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.

### **15.6 Chairperson**

The Committee must appoint one of the Committee Members as its chairperson. The chairperson will act as chair of any Committee meeting or General Meeting at which he or

she is present and unless the Committee decides otherwise is the nominal head of the Club. If the chairperson 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.

#### **15.7 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.

### **16. EMPLOYEES**

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.

### **17. DELEGATIONS**

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

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

### **18. SEAL**

- (a) The Club will have a Seal on which its corporate name appears in legible characters.
- (b) The Seal may not be used without the express authorisation of the Committee and every use of the Seal must be recorded in the minute books of the Club. The affixing of the Seal must be witnessed by two (2) Committee Members or by one Committee Member and another person authorised by the Committee for that purpose.

### **19. ANNUAL GENERAL MEETING**

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

### **20. SPECIAL GENERAL MEETINGS**

#### **20.1 Special General Meetings may be held**

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

#### **20.2 Requisition of Special General Meetings**

- (a) On the requisition in writing of not less than twenty (20) of the total number of Members of the Club, the Committee must, within one month after the receipt of

the requisition convene a Special General Meeting for the purpose specified in the requisition.

- (b) 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 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 a meeting must be borne by the Club.

## **21. ATTENDANCE AND VOTING AT GENERAL MEETINGS**

- (a) Each Member is entitled to attend and 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.

## **22. NOTICE OF GENERAL MEETING**

- (a) Notice of every General Meeting must be given to every Member, the auditor and the Committee Members by the means authorised in clause 35.
- (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.

## **23. BUSINESS**

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of 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 23(a), is special business.
- (c) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

## **24. PROCEEDINGS AT GENERAL MEETINGS**

### **24.1 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 24.3(a)(ii), a quorum for General Meetings is 5 Members.

### **24.2 Chairperson to preside**

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

### **24.3 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 20.2, 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 24.3(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### **24.4 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.

### **24.5 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.

## **25. VOTING AT GENERAL MEETINGS**

### **25.1 Members entitled to vote**

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

### **25.2 Chairperson may not exercise casting vote**

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

## **26. MINUTES**

- (a) Proper minutes of all proceedings of a General Meeting and Special General Meetings of the Club and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept pursuant to this clause must be confirmed by Members of the Committee at the subsequent meeting.
- (c) The minutes kept pursuant to this clause shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **27. 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 a mediator agreed between the parties to the dispute and if no agreement can be reached, to a person recommended by the President of the HFL.
- (d) The Committee may prescribe additional grievance procedures in Regulations consistent with this Clause 27.
- (e) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

## **28. RECORDS AND ACCOUNTS**

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

## **29. 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.

## **30. APPLICATION OF INCOME**

- 30.1 The income and property of the Club must be applied solely towards the promotion of the Objects.
- 30.2 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.
- 30.3 Subject to clause 30.4, nothing in clauses 30.1 or 30.2 prevents a payment in good faith to any Member:
  - (a) in accordance with clauses 3 and 30.1 where that Member is a not-for-profit entity with a similar purpose to the Club;
  - (b) for any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
  - (c) for goods supplied to the Club 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 Club;
  - (f) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.
- 30.4 No payment made under clause 30.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## **31. WINDING UP**

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

## **32. 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 32(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.

### **33. CONSTITUTION**

#### **33.1 Alteration of Constitution**

- (a) Subject to clause 33.1(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 HFL and SACFL;
  - (ii) to comply with the constitution and regulations of the HFL and SACFL;
  - 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.

### **34. REGULATIONS**

#### **34.1 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 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 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, any regulations made by the HFL and SACFL.

#### **34.2 Regulations Binding**

All Regulations are binding on the Club and all Members.

#### **34.3 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.

### **35. NOTICE**

- (a) A notice may be given by the Club to a Member:
  - (i) by serving it personally at, or by sending it by post in a prepaid envelope to, the Member's address as shown in the register of Members, or by sending it to the fax number or electronic address, or such other address the Member has supplied to the Club;
  - (ii) 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; or
  - (iii) if the Member does not have a registered address and has not supplied another address to the Club for the giving of notices, by exhibiting it at the registered office of the Club.

The Members acknowledge and agree that by providing the Club with either a fax number or an email address on registering as a Member, for the purposes of this constitution or the Act, a Member consents to receiving such notices from the Club via either of those means and the Member must ensure that the details provided to the Club are correct.

A signature to any notice given by the Club to a Member under this clause 35 may be in writing or a facsimile printed or affixed by some mechanical or other means.

- (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.

### **36. PATRONS**

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

### **37. 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.

## **38. TRANSITIONAL PROVISIONS**

### **38.1 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.

### **38.2 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.

### **38.3 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.