ASSOCIATIONS INCORPORATION ACT 1985 (SA)

Model State Sport Association Constitution

SOUTH AUSTRALIAN ROAD RUNNERS CLUB
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ASSOCIATIONS INCORPORATION ACT 1985 (SA)
CONSTITUTION
SOUTH AUSTRALIAN ROAD RUNNERS INCORPORATED

This constitution has been modelled directly from an approved template for South Australian State Sporting Organisation. The document complies with the Associations Incorporation Act 1985 (SA) (“Act”) and the South Australian Office for Consumer and Business Affairs, (OCBA) Model Rules. The document takes into account the Australian Sports Commission’s Best Practice Corporate Governance Principles for Sporting Organisations.

1. NAME OF ASSOCIATION

The name of the association is “The South Australian Road Runners Club” (‘association’).

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 Regional Association (RSO) or Club that is admitted as an Affiliate Member under clause 5.

‘Association’ means “The South Australian Road Runners Club”.

“Annual General Meeting” means a meeting of the kind described in clause 6.

“Appointed Director” means a director appointed under clause 7.

‘Board’ means the body consisting of the directors.

Chairperson or Chair means the person elected as the Chair of the Company under clause 7.11

“Club” means a club that enters teams in a competition in the Sport. Which is a member of, or is otherwise affiliated with, the state association (SSO).

Club Manager means a person appointed as General Manager of the Company by the Directors. The title of the Club manager may vary.

Club Sub-Committees means the sub-committee appointed by the Board under Clause 8 to manage areas within The South Australian Road Runners Club.

Club Sub-Committee Representative means the person appointed by a sub-committee to present back to the Board.

‘Constitution’ means this constitution of the association.

‘Delegate’ means the person(s) appointed from time to time to act for and on behalf of a club and to represent the club at general meetings.

“Director” means a member of the Board and includes Elected Directors and Appointed Directors.

“Elected Director” means a director appointed under clause 7.

‘Financial year’ The Financial year runs from 1 February to 31st January.
“General Meeting” means any general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

‘Intellectual property’ means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment (including computer software), images (including photographs, videos or films) or service marks relating to the association or any activity of or conducted, promoted or administered by the association in the region.

‘Life member’ means an individual appointed as a life member of the association under clause 5.2.

‘Member’ means a member for the time being of the association under clause 5.

‘NSO’ (National Sporting Organisation) means a national association that conducts competitions and events in the sport.

‘Objects’ means the objects of the association in clause 3.

‘Ordinary member’ means a registered financial member of a club or a natural person who is otherwise recognised by the association as an individual member.

‘Regulations’ means any regulations made by the board under clause 10.4.

‘Region’ means the geographical area for which the association is responsible and as

“RSO” (Regional Sporting Organisation) means a regional association that conducts competitions and events in the Sport.

‘Seal’ means the common seal of the association.

‘Special resolution’ means a special resolution defined in the Act.

‘Sport’ means the sport of running.

“SSO” (State Sporting Organisation) means a State association that conducts competitions and events in the Sport.

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) references to persons include corporations and bodies politic

(f) references to a person include the legal personal representatives, successors and permitted assigns of that person

(g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction)
a reference to ‘writing’ shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of this constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this constitution.

2.4 The Act

Except where the contrary intention appears, in this constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this constitution.

3. OBJECTS OF THE ASSOCIATION

The objects of the association are to:

(a) Conduct, encourage, promote, advance and administer running throughout the region.

(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.

(f) have regard to the public interest in its operations;

(g) promote at all times mutual trust and confidence between the SSO, the NSO and the members in pursuit of these objects.

(h) act at all times on behalf of, and in the interest of, the members and running in the state.

(i) Promote the economic and community service success, strength and stability of the association, the members and running in the state.

(j) Affiliate and otherwise liaise with the NSO and adopt its rule and policy framework to further these objects and running.

(k) Use and protect the intellectual property.

(l) Strive for government, commercial and public recognition of the association and running in the state.

(m) abide by, promulgate, enforce and secure uniformity in the application of the rules of running as may be determined from time to time by the NSO or the IF and as may be necessary for the management and control of running and related activities in the state.

(n) act as an arbiter (as required) on all matters pertaining to the conduct of running in the state, including disciplinary matters.
pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of running in the region.

adopt and implement such policies as may be developed by the NSO, including (as relevant and applicable) appropriate workplace behaviour, member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in running.

Have regard to the public interest in its operations.

Do all that is reasonably necessary to enable these objects to be achieved and enable members to receive the benefits which these objects are intended to achieve.

Promote the health and safety of members and all other participants in running in the region.

Seek and obtain improved facilities for the enjoyment of running in the region.

4. **POWERS OF THE ASSOCIATION**

Solely for furthering the objects, the association has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. **MEMBERS®**

5.1 **Categories of Members**

The members of the association shall consist of:

(a) **Ordinary members** who shall have the right to be present and to debate at general meetings with a right to vote

(b) **Affiliate members**, which subject to this constitution, shall be represented by a delegate, and which shall have the right to receive notice of general meetings and to be present, debate and vote on behalf of the club at general meetings.

(b) **Life Members**, who subject to this constitution, shall have the right to receive notice of general meetings and to be present and to debate at general meetings, but shall have no voting rights at general meetings.

(c) such new categories of members as may be created by the board. Any new category of member created by the board cannot be granted voting rights without the approval of the association in general meeting.

(d) individuals may only hold one category of membership of the association at any given time.

5.2 **Affiliate Members®**

(a) An Association or Club may apply to the Board for admission to membership as an Affiliate Member.

(b) To be, or remain, eligible for Membership, an Association or Club must be incorporated or be in the process of incorporation as detailed in the Regulations.

(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;

(iv) that it will maintain, in a form acceptable to the Association, a register of its members and provide a copy of the register to the Board on request by the Board; and

(v) that, if requested by the Association, it will provide the Association with copies of its audited accounts, annual financial reports and other associated documents as soon as practicable following the Affiliate Member’s annual general meeting.

(e) If an Affiliate Member is not incorporated at the time of applying for membership, the process of incorporation must be completed within one year of applying for membership. If it is not, its membership will lapse but it may reapply on becoming incorporated.

(f) 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 SSO.

5.3 Life Members ®

(a) Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Association or to the Sport in South Australia with criteria detailed in the Regulations to be set out to ensure suitability for the application of this honorary bestowment.

(b) On nomination of the Directors, any individual may be put forward as a person for Life Membership, subject to that individual completing their application in writing to the Board as detailed in the Regulations.

(c) Up to 2 persons may be appointed a Life Member in any one year, only by Special Resolution put to a Annual General Meeting by 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).

5.4 Application for Affiliation ®

(a) Subject to clause 5.6, a candidate for affiliate membership must apply to the Board in writing.

(b) The application must:

(i) be in a form approved by the Board;

(ii) contain full particulars of the name and address and contact details of the applicant;
(iii) identify the category of membership for which the applicant is applying; and

(iv) contain any other information prescribed by Regulation for an application for membership in that category.

5.5 **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;

(d) act appropriately in accordance with privacy laws and code of conduct as per policies and procedures in line with NSO, SSO and/or the Association’s policies including workplace behaviours as per Equal Opportunity Act and current workplace health and safety regulations.

(e) conduct themselves in a manner that is not discreditable or injurious to the Club nor impact the good objects of the Club and the Board

(f) in the case of an Affiliate Member:

(1) 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 SSO, 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

(2) 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.

(iii) be or remain incorporated in South Australia

(iv) nominate a delegate annually to attend general meetings, and shall inform the association of the details of that person accordingly

(v) provide the association with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the club’s AGM

(vi) recognise the SSO as the authority for running in South Australia and the NSO as the national authority for running

(vii) adopt and implement such communications and intellectual property policies as may be developed by the Association

(viii) have regard to the objects in any matter of the club pertaining to running

(ix) The constituent documents of each Affiliate Members’ shall, at the earliest available opportunity, but within one year of the commencement of this constitution, recognise the SSO as the authority for running in South Australia and the NSO as the national authority for running
Affiliate Members’ shall maintain, in a form acceptable to the association, a register of all members of the club. Each club shall provide a copy of the register at a time and in a form acceptable to the association. They shall also provide regular updates of the register to the association.

5.6 Discretion to Accept or Reject Application

(a) The association may accept or reject an application whether or not the applicant has complied with the requirements in clauses 5.1, 5.2, 5.4 and 5.5. The association shall not be required or compelled to provide a reason for accepting or rejecting the application.

(b) Where the association accepts an application following payment of the appropriate membership fee the applicant shall become a member. Membership shall be deemed to commence upon acceptance of the application by the association. The club manager/executive director/club staff member shall amend the register accordingly as soon as practicable.

(c) Where the association rejects an application, any fees forwarded with the application will be refunded and the application shall be deemed rejected.

5.7 Re-Affiliation

(a) RSO’s and Clubs must re-affiliate annually with the association in accordance with the procedures set down by the association in regulations from time to time.

(b) Upon re-affiliation, a RSO or club must lodge with the association an updated copy of its constitution (including all amendments) and it must provide details of any change in its delegate and any other information reasonably required by the association. Each RSO or club is to ensure that its constitution is amended to conform to any amendments made to this constitution and/or the Association’s constitution.

5.8 Deemed Membership

(a) Clubs shall provide the association with such details as are reasonably required by the association under this constitution within one month of the approval of this constitution under the Act.

(b) Any members of the association, prior to approval of this constitution under the Act, who are not deemed members under clause 5.6.1(a) shall be deemed members from the time of approval of this constitution under the Act.

5.9 Association to Keep Register

(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.

(d) Clubs, directors and life members shall provide notice of any change and required details to the association within one month of such change.

5.10 Inspection of Register

In reference to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any life member or director,
shall be available for inspection (but not copying) by members who make a reasonable request.

5.11 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the objects, in such manner as the board considers appropriate.

5.12 Effect Of Membership

Members acknowledge and agree that:

(a) This constitution constitutes a contract between each of them and the association and that they are bound by this constitution and the regulations of the Association.

(b) They shall comply with and observe this constitution and the regulations and any determination, resolution or policy, which may be made or passed by the board or other entity with delegated authority.

(c) By submitting to this constitution and regulations, they are subject to the jurisdiction of the association and NSO.

(d) The constitution and regulations are necessary and reasonable for promoting the objects and particularly the advancement and protection of running in the region.

(e) They are entitled to all benefits, advantages, privileges and services of association membership.

5.13 Notice of Resignation

(a) A member who has paid all arrears of fees payable to the association may resign or withdraw from membership of the association by giving one month’s notice in writing to the association.

(b) A club may not resign, disaffiliate or otherwise seek to withdraw from the association without approval by special resolution of the club. A copy of the relevant minutes of the club meeting showing that the special resolution has been passed by the club must be provided to the association.

(c) If a club ceases to be a member under this constitution, the association membership of all individual members affiliated or registered with or through the club shall not automatically cease at that time, but shall be dealt with in accordance with the regulations.

(d) Once the association receives notice of resignation of membership given under clauses 5.11(a) and (b), it must make an entry in the register that records the date on which the member who or which gave notice ceased to be a member.

5.14 Discontinuance for Breach

(a) Membership of the association may be discontinued by the board upon breach of any clause of this constitution or the regulations. This includes, but is not limited to, the failure to pay any monies owed to the association, and the failure to comply with the regulations or any resolutions or determinations made or passed by the board or any duly authorised committee.

(b) Membership shall not be discontinued by the board under clause 5.12(a) without the board first giving the accused member the opportunity to explain the breach and/or remedy the breach.

(c) A member may not be expelled under clause 5.9(c) unless the Member has been afforded natural justice.
Where a member fails, in the board’s view, to adequately explain the breach, that member’s membership shall be discontinued under clause 5.12(a). The association shall give written notice of the discontinuance to the member. The register shall be amended to reflect any discontinuance of membership under this clause 5.12 as soon as practicable.

5.15 Discontinuance for Failure to Re-Affiliate

Membership of the association may be discontinued by the board if a club has not re-affiliated with the association within one month of the re-affiliation falling due. In that case, that club’s membership will be deemed to have lapsed from that time. The register shall be amended to reflect any discontinuance lapse of membership under this clause 5.13 as soon as practicable.

5.16 Member to Re-Apply

A member whose membership has been discontinued under clauses 5.11, 5.12 or 5.13:

(a) must seek renewal or re-apply for membership in accordance with this constitution

(b) may be re-admitted at the discretion of the board.

5.17 Forfeiture of Rights

A member who or which ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the association and its property and shall not use any property of the association including intellectual property. Any association documents, records or other property in the possession, custody or control of that member shall be returned to the association immediately. Where a club ceases to be a member, it shall also forfeit all representation rights on the board and at general meetings.

5.18 Delegate Position Lapses

The position of delegate shall lapse immediately on cessation of membership of a club.

5.19 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued member may be refunded on a pro-rata basis to the member upon discontinuance.

5.20 Discipline And Dispute Resolution

(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 5.18(a) may:

(i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 5.18(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 5.18(a).

(c) Despite any Regulation made under clause 5.18(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 5.18(a) must be conducted according to the rules of natural justice.

(e) The dispute resolution procedure set out in this clause applies to disputes between a Member and:

(i) another Member; or

(ii) the Association.

(f) 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.

(g) 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.

(h) The Committee may prescribe additional grievance procedures in Regulations consistent with this clause 5.18.

(i) In this clause ‘Member’ includes any former Member who was a Member not more than six months before the dispute occurred.

(j) 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.

(k) 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.

(l) 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.

(m) On admission to membership a new Member must pay the current full year’s subscription unless the Board agrees to accept payment in instalments.

(n) The Board may waive all or part of a Member’s subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Board is satisfied that there are special reasons to do so.

6. MEETINGS OF MEMBERS

6.1 There are two (2) General meetings that can be convened where Members have the opportunity to express opinions and vote on various matters. They are:

(a) 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) Special General Meetings: of the Association are special meetings that are convened by Members to discuss extraordinary issues.

6.2 Attendance At Meetings

(a) Unless this Constitution expressly provides otherwise, Members, the auditor, the Directors and consultant representatives of the Association as deemed required are entitled to attend Annual & Special General Meetings.

(b) Each 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) A Member may, by notice under clause 10.5 to the Association, revoke an appointment made under clause 6.2(b)

(d) A delegate appointed under 6.2(b) may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

(e) For all the purposes of this Constitution, an Affiliate Member represented at an Annual or Special General Meeting by a Delegate is to be taken to be present in person at the meeting.

6.3 Notice Of Meetings

(a) Notice of the Annual General Meeting (AGM) must be given to every Member, the auditor and the Directors by the means authorised in clause 10.5.

(b) A notice of the AGM 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 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.

6.4 Business Of Meetings

(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.

(b) All business that is transacted at a Special Meeting or an Annual General Meeting, other than those matters referred to in clause 6.4(a), is special business.

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

6.5 Proceedings At Meetings

(a) No business may be transacted at any Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 6.7(a)(ii) a quorum for General Meetings is fifty (50) or five percent (5%) Members.

6.6 Chairperson To Preside At Meetings

(a) The chairperson of the Board will, subject to this Constitution, preside as chairperson at every Meeting except:
(i) in relation to any election for which the chairperson of the Board is a nominee; or

(ii) where the chairperson of the Board has a conflict of interest.

(b) If the chairperson of the Board is not present or is unwilling or unable to preside, the Directors present must appoint another Director to preside as chair for that meeting only.

6.7 Adjournment Of Meeting At Meetings

(a) If within half an hour from the time appointed for the Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place 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 6.13(b), 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 6.7(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

6.8 Voting Procedure At Meetings

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.

6.9 Recording Of Determinations At Meetings

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.

6.11 Voting At Meetings

(a) Members entitled to vote

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

6.12 Proxy Voting

Proxy voting is not approved and not required for under the Act.
6.13 **Special General Meetings**

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

(b) **Requisition of Special General Meetings**

(i) On the requisition in writing of 10% of the total number of Members, the Board must, within one month after the receipt of the requisition, and give notice as per Clause 10.5, convene a Special General Meeting for the purpose specified in the requisition.

(ii) 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.

(iii) 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.

(i) 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.

6.14 **Strategic Forum Of Association ®**

(a) **Strategic Forums**

The association may hold a strategic forum at least once per year. The object of a strategic forum is to:

(i) inform the board of significant membership issues

(ii) assist the board to design or review the association’s strategic plan and direction

(iii) discuss region-wide issues

(iv) provide feedback to the board on the results of its governance decisions in practice at the member level.

(b) **Attendees at Strategic Forums**

The following persons may attend strategic forums of the association:

(i) members

(ii) other persons the board would like to invite.
7. **MANAGEMENT**

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

7.1 **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 in the structure of the Sport in South Australia and their role in supporting the Sport’s reputation in the State.

(c) The Board may not cause the Association to disaffiliate from the SSO without an Ordinary Resolution of the Members at a General Meeting.

7.2 **Composition of the Board**

The Board will comprise:

(a) up to seven (7) Elected Directors elected under clause 7.7; and

(b) up to two (2) Appointed Directors appointed under clause 7.9; and

(c) A director cannot also be delegate.

7.3 **Portfolios**

The Board may allocate portfolios to Directors.

7.4 **Nominations for Elected Directors**

(a) The Board must call for nominations for Elected Director at least forty-eight (48) 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.

7.5 **Nominations must:**

(a) be in writing;

(b) be in the prescribed form (if any) provided for that purpose;

(c) be signed by the nominee;

(d) be a member of the Association

(e) 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 seven (7) days before the date fixed for the Annual General Meeting.
7.6 **Elections**

(a) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.

(b) If the number of nominations exceeds the number of vacancies to be filled, an election must be conducted.

(c) Elections must be conducted by secret ballot.

(d) If at the close of the Annual General Meeting, vacancies on the Board remain unfilled, the vacant position(s) will be deemed casual vacancies under clause 7.12.

(e) If a person nominated at the Annual General Meeting is not approved by the majority of Members under clause 7.7(a), he or she will not be entitled to take office until approved by the members at an Annual General Meeting.

7.7 **Term of Appointment for Elected Directors**

(a) Directors elected under clause 7.7 shall be elected for a term of two years. Subject to provisions in this Constitution relating to early retirement or removal of Directors, elected Directors shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following.

(b) Half of the elected Directors shall retire in each odd year and half elected Directors shall retire in each even year until, after two (2) years the original elected Directors have retired after which those elected Directors (or their replacements) who first retired, shall retire and so on.

(c) The sequence of retirements under clause 7.8(b) to ensure rotational terms shall be determined by the Board. If the Board cannot agree it will be determined by lot.

(d) Following the adoption of this Constitution, no person who has served as an elected Director for a period of three (3) consecutive full terms shall be 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.

(e) 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.

7.8 **Appointment of “Appointed” Directors**

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

7.9 **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.

7.10 **Term of Appointment**

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.
7.11 **Chairperson or Chair**

The Board shall appoint a chair from amongst its elected Directors. The chair shall be the nominal head of the Association and will act as chair of any Board meeting at which they are present. If the chair is not present, or is unwilling or unable to preside at a Board meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.

7.12 **Casual Vacancies**

Subject to clause 7.6(e) any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director’s term under this Constitution.

7.13 **Grounds For Termination Of Director**

7.14 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 and/or notice of the Board from 3 consecutive meetings of the Board;

(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).*

(l) 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.

7.15 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.

7.16 **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) If the Chair is not present or is unwilling or unable to preside at a Board meeting, any Director may at any time convene a meeting of the Board for that meeting only.

7.17 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.

7.18 Circulatory Resolutions

(a) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed or assented by one (1) or more of the Directors.

(b) A resolution may not be passed under clause 7.18(a) if, before it is circulated for voting under clause 7.18(a) the Board resolves that it can only be put at a meeting of the Board.

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

(d) Refer to Regulations for detail of the process

7.19 Resolutions not in Meeting

(a) Without limiting the power of the board to regulate its meetings as it thinks fit, and subject to clause 7.20 a meeting of the board may be held where one or more of the directors is not physically present at the meeting, provided that:

(i) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.

(ii) Notice of the meeting is given to all the directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the board or this constitution. The notice will specify that directors are not required to be present in person.

(iii) If a failure in communications prevents clause 7.19(b)(i) from being satisfied by the number of directors which constitutes a quorum (clause 7.20), and none of such directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until clause 7.19(b)(i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.

(iv) Any meeting held where one or more of the directors is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a director is there present. If no director is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.
7.20 Quorum

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

(i) if the number of Directors then in office is an even number, half of the number of Directors plus one; or

(ii) if the number of Directors then in office is an odd number, half of the number of Directors rounded up to the next whole number.

(b) The Elected Chair of the Association will act as chairperson of any Board meeting or General Meeting at which he or she is present and unless the Board decides otherwise is the nominal head of the 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.

(c) 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.

7.21 Delegations

(a) Board May Delegate Functions

The board may, by instrument in writing, create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions. It will also determine what powers these committees are given. In exercising its power under this clause, the board must take into account broad stakeholder involvement.

(b) Delegation by Instrument

The board may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:

(i) this power of delegation

(ii) a function imposed on the board or the executive officer by the Act or any other law, or this constitution or by resolution of the association in general meeting.

(c) Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

(d) Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the board under clause 7.15. The entity exercising delegated powers shall make decisions in accordance with the objects. It shall promptly provide the board with details of all material decisions and shall provide any other reports, minutes and information as the board may require from time to time.

(e) Delegation May be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function. These may be specified in the delegation.
(f) Revocation of Delegation

By instrument in writing, the board may at any time revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by such body or person under this clause.

7.22 Seal

(a) The Association 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 Board and every use of the Seal must be recorded in the minute books of the Association. The affixing of the Seal must be witnessed by two (2) Directors or by one Director and another person authorised by the Board for that purpose.

7.23 Appointment of Club Manager or General Manager

The Directors shall appoint a General Manager (Club Manager)

(a) Powers, duties and authorities of the General Manager

(i) The General Manager holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.

(ii) The exercise of those powers and authorities, and the performance of those duties, by the General Manager are subject at all times to the control of the Directors.

(b) Subject to the terms and conditions of the appointment, the Directors may suspend or remove the General Manager from that office.

(c) The Directors may delegate to the General Manager the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Company. The delegation will include the power and responsibility to:

(i) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;

(ii) manage the financial and other reporting mechanisms of the Company;

(iii) approve and incur expenditure subject to specified expenditure limits;

(iv) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Company; and

(v) any other powers and responsibilities which the Directors consider appropriate to delegate to the General Manager.

(d) The General Manager is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Company, all meeting of the Directors and any Committees and may speak on any matter, but does not have a vote.

8. CLUB SUB-COMMITTEES ®

8.1 Nominations to a Sub-Committee:

(a) Each year the Board will determine the Sub-committees required for that year.

(b) Members will submit the nomination form to the respective Sub-Committees which must be signed by Chair and General Manager of the Affiliate Member.
The Board will approve the nominations and publish them in the Regulations.

8.2 Chairperson of each Sub-Committee

The Chair of the Association may be the Chairperson otherwise a nominated Board director must be appointed to chair each sub-committees.

8.3 Sub-Committees to Meet

(a) The Board approved Sub-Committee meeting schedule will be determined by the board each year and updated in the regulations.

(b) Any Sub-Committee board delegate, may at any time convene a meeting of their Sub-Committee on reasonable notice to the other Committee Members.

8.4 Quorum

At meetings of the Sub-Committees the number of delegates required to constitute a quorum is:

(a) if the number of appointed delegates is an even number, half of the number of Members plus one; or

(b) if the number of appointed delegates is an odd number, half of the number of Members rounded up to the next whole number.

8.5 Attendance at Meetings

A Delegate of an Affiliate Member may attend a meeting by telephone or other electronic means by which they can hear and be heard.

8.6 Decisions of Affiliate Members

(a) Subject to this Constitution, questions arising at any meeting of the Sub-Committees may be decided by Ordinary Resolution. Each Board appointed Delegate attending the meeting has one (1) vote only.

(b) The chair has a casting vote only if there are an even number of Delegates in attendance at the meeting.

8.7 Authority

The Sub-Committees vote on event matters as detailed in the Regulations and their charter and recommends to the Board those decisions made in clause 8.9 through their respective Competition Sub-Committee Representative on the Board.

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

8.9 The Sub-Committee delegates must act in the best interests of the Association whilst balancing their individual Clubs interests.

8.10 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.

9. RECORDS AND ACCOUNTS

9.1 The Directors will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Corporations Act.
9.2 The General manager or other board appointed director shall have a copy of the statements of account, the board’s report, the auditor’s report and every other document required under the Act (if any) available to all persons entitled to receive notice of AGMs in accordance with this constitution.

9.1 The Club shall open and keep at least one transaction account as the Board may from time to time determine, and all monies belonging to the Association shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of the account(s) of the Association.

9.2 No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Association unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Board or such purposes. All extraordinary and capital expenditure must be ratified by the Board.

9.3 Auditor

(a) A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act (section 3)

(b) The auditor may be removed by the Directors.

9.4 Application Of Income

(a) The income and property of the association shall be applied solely towards the promotion of the objects.

(b) Except as prescribed in this constitution or the Act:

(i) no portion of the income or property of the association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any member

(ii) no remuneration or other benefit in money or money's worth shall be paid or given by the association to any member who holds any office of the association.

(c) Nothing in clauses 9.5(a) or 9.5(b) shall prevent payment in good faith of or to any member for:

(i) any services actually rendered to the association whether as an employee, director or otherwise

(ii) goods supplied to the association in the ordinary and usual course of operation

(iii) interest on money borrowed from any member

(iv) rent for premises demised or let by any member to the association

(v) any out-of-pocket expenses incurred by the member on behalf of the association.

provided that any such payments shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm’s length in a similar transaction.

10. ADMINISTRATION

10.1 Winding Up

Subject to this constitution, the association may be wound up in accordance with the Act.
10.2 Distribution Of Property On Winding Up

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

10.3 Alteration Of Constitution

This constitution shall not be altered except by special resolution.

10.4 Regulations

(a) Board to Formulate Regulations

(i) The board may formulate, issue, adopt, interpret and amend such regulations for the proper advancement, management and administration of the association and the advancement of the purposes of the association and running in the region as it thinks necessary or desirable. Such regulations must be consistent with the constitution, the NSO’s, SSO’s constitutions, any regulations made by the SSO, NSO and any policy directives of the board.

(b) Regulations Binding

(i) All regulations are binding on the association and all members.

(c) Regulations Deemed Applicable

(i) All clauses, rules, by-laws and regulations of the association in force at the date of the approval of this constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by, this constitution) shall be deemed to be regulations and shall continue to apply.

(d) Bulletins Binding on Members

(i) Amendments, alterations, interpretations or other changes to regulations shall be advised to members by means of bulletins, through website and media approved by the board and prepared and issued by the General Manager. Clubs shall take reasonable steps to distribute information in the bulletins to individual members. The matters in the bulletins and on the website are binding on all members.

10.5 Notice

(a) Notices may be given by the association to any person entitled under this constitution to receive any notice. Notices will be sent by post or, by electronic mail to the member’s registered address or electronic mail address. Notices to delegates will be sent to the last notified address or electronic mail address.

(b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice.

(c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.
(d) Notices given to the Association are subject to clauses 10.5(a), (b), (c) and (d).

10.6 **Patrons And Vice Patrons ®**

At a General Meeting, the association, on the recommendation of the board, may annually appoint a chief patron and the number of patrons, as it considers necessary. This is subject to approval of that person or persons.

10.7 **Indemnity**

(a) Every director and employee of the association shall 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 such proceedings in which relief is granted by the court.

(b) The association shall 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 except wilful misconduct:

(i) in the case of a director, performed or made while acting on behalf of and with the authority, express or implied, of the association

(ii) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the association.

10.8 **Authority To Trade**

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

10.18 **Colours Of The Association ®**

The colours of The Association are: SARRC Blue HEX: 2d9bdd, Nero Grey HEX: 221E20. These may be updated as required and approved by the Board.

10.19 **Transitional Provisions**

(a) **Continuing Membership**

(i) 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.

(ii) Each other person who is an Ordinary 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 Ordinary Member.

(i) Each person who is a Life member on the day this Constitution is adopted may require a nomination and offer for application to be admitted in this category. Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Association or to the Sport in South Australia with criteria detailed in the Regulations to be set out, to ensure transparency in suitability for the application of this honorary bestowment.

(b) **Directors**

(i) 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.

(c) **Regulations deemed applicable**

(i) 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.
## Constitution Version Control

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<th>Clauses amended</th>
<th>Description of change</th>
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<td>Aligned To Corporations Act Association Incorporation Act 1985</td>
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