



Volleyball South Australia

Constitution of
South Australian Volleyball Association Incorporated
Trading as
Volleyball SA



Government of South Australia
Office for Recreation and Sport

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ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

South Australian Volleyball Association Incorporated

1. NAME OF ASSOCIATION

The name of the incorporated association is "South Australian Volleyball Association Incorporated" ("Association") trading as Volleyball SA.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

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

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

"Annual General Meeting" means a meeting of the kind described in clause 18(a).

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

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

"Chairperson" means a Chairperson as appointed pursuant to clause 14.6.

"Chief Executive Officer" means a person appointed by the Board as chief executive of the Association pursuant to Clause 15. Chief Executive Officer may be taken to be any potential title for the highest-ranking employee, including but not limited to general manager.

"Constitution" means this constitution of the Association.

"Delegate" means, in respect of an Affiliate Member, the person for the time being appointed as the Affiliate Member's delegate under clause 20(b)

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

"Elected Director" means a director appointed under clause 11

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

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

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

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

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

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

“NSO” means “Volleyball Australia Ltd” (“Company”).

“Objects” means the objects of the Association in clause 3.

“Ordinary Resolution” means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of those present, entitled to vote and voting; or
- (b) at a meeting of the Board or a committee of the Board, a resolution passed by a majority of those present, entitled to vote and voting.

“Organisation” means any body that is an incorporated association, educational institution or commercial enterprise concerned in part with the provision of the “Sport”.

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

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

“Seal” means the common seal of the Association.

“Special General Meeting” means a general meeting of Members convened in accordance with clause 19

“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 Affiliate and Life Members; and
- (b) it is passed at a duly convened meeting by a majority of not less than three quarters of those present, entitled to vote and voting.

“Sport” means all forms of the sport of Volleyball.

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 or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;

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

2.3 Resolutions

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

2.4 The Act

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

3. OBJECTS OF THE ASSOCIATION

The Objects of the Association are to:

- (a) encourage, control, promote, advance and administer the Sport in and throughout South Australia;
- (b) promote the economic and sporting success, strength and stability of the Association, the Members and Volleyball in South Australia
- (c) arrange, conduct and regulate competitions in the Sport;
- (d) affiliate with the NSO and act as its South Australian affiliated member;
- (e) adopt and implement appropriate policies for the Sport
- (f) maintain and enhance the reputation of the Sport and the standards of play and behaviour of Participants; and
- (g) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

For furthering the Objects, the Association has:

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

5. MEMBERS

5.1 Categories of Members

The Members of the Association consist of:

- (a) Life Members; and

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

5.2 Admission of Members

- (a) Subject to clause 5.6, a candidate for membership must apply to the Board in writing.
- (b) The application must:
 - (i) be in a form approved by the Board;
 - (ii) contain full particulars of the name and address and contact details of the applicant;
 - (iii) identify the category of membership for which the applicant is applying; and
 - (iv) contain any other information prescribed by Regulation for an application for membership in that category.

5.3 Discretion to accept or reject application

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

5.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Sport in South Australia.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Board. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
- (c) A person may be appointed a Life Member only by Special Resolution put to a General Meeting by the Board.
- (d) A Life Member has the right to receive notice of General Meetings and to be present, debate and 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 their capacity as a Participant).

5.5 Affiliate Members

- (a) An "Organisation" may apply to the Board for admission to membership as an Affiliate Member.
- (b) To be, or remain, eligible for Affiliate Membership, an "Organisation" must meet the requirements as outlined in the Regulations.

- (c) An Affiliate Member has the right to receive notice of General Meetings and to be present. Affiliates with Platinum or Gold affiliation levels, as defined in the Regulations may debate and vote at General Meetings.
- (d) Each Affiliate Member is taken, by virtue of that membership, to have agreed that it recognises the Association as the authority for the Sport in South Australia and the NSO as the national authority for the Sport;
- (e) Each Affiliate Member of Platinum or Gold affiliation levels, as defined in the Regulations is taken, by virtue of that membership, to have agreed:
 - (i) 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;
 - (ii) that it will conscientiously attend General Meetings;
 - (iii) 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
 - (iv) 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.
- (f) If an Affiliated Member of Platinum or Gold affiliation levels, as defined in the Regulations, 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.
- (g) Each Affiliate Member of Platinum or Gold affiliation levels, as defined in the Regulations 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 NSO.

5.6 Individual Members

- (a) An individual who is a Participant or who has an interest in the Sport may apply to be an Individual Member.
- (b) An Affiliate Member of Platinum, Gold or Silver affiliation levels, as defined in the Regulations, must ensure that each of its Participants who represent the Affiliate in competition in any way, or any Participants of competitions run by that Affiliate, apply to be an Individual Member and may encourage any of its other members to apply to be an Individual Member.
- (c) Notice of a General Meeting given to an Affiliate Member is taken to be notice to all of the members and Participants of that Affiliate Member. An Individual Member has the right to be present but not to debate or vote.

5.7 Obligations of Members

Each Member must:

- (a) treat all staff, contractors and representatives of the Association and the NSO with respect and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of both the Association and the Sport;

- (c) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association, the NSO or the Sport; and
- (d) in the case of an Affiliate Member:
 - (i) take reasonable steps to prevent any of its members or any Participant associated with it from acting in a way that is likely to bring the Association, the NSO or the Sport into disrepute or which might adversely affect or derogate from the standards, quality and reputation of Sport and its maintenance and development; and
 - (ii) take reasonable steps to discipline appropriately any of its members or any Participant associated with it if the member or Participant acts in such a way.

5.8 Register of Members

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

5.9 Effect of Membership

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

6. CESSATION OF MEMBERSHIP

6.1 General

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

- (a) the Member dies;
- (b) the Member is dissolved, wound up or bankrupted;
- (c) the Member resigns from membership in accordance with clause 6.2; or
- (d) the Member is expelled from the Association under clause 6.3.

6.2 Notice of Resignation

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

6.3 Expulsion for breach

- (a) Subject to clause 6.3(c) but despite anything contained in any Regulation made under clause 7(a), the Board may expel a Member from membership of the Association if, in the opinion of the Board, the Member has materially breached any of its obligations under this Constitution or the Regulations.

- (b) The Board may, in its discretion, convene a judiciary committee under clause 7(c) to hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution or the Regulations and to make recommendations to the Board about the appropriate consequences of its findings. The Board may rely on the findings and recommendations of the judiciary committee.
- (c) A member may not be expelled under clause 6.3(a) unless the Member has been afforded natural justice.

6.4 Return of Property

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

6.5 Membership may be Reinstated

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

6.6 Refund of Membership Fees

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

7. DISCIPLINE

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

8. SUBSCRIPTIONS AND FEES

- (a) The Board will:

- (i) fix annual membership subscriptions;
 - (ii) fix such other fees or levies as the Board considers prudent for the effective and sustainable management of the affairs of the Association; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Association.
- (b) The Board may fix subscriptions, fees or levies at different rates for different categories of Membership and may determine that no subscriptions are payable by one or more of the categories for any year.
 - (c) The Board may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.
 - (d) On admission to membership a new Member must pay the current full year's subscription unless the Board agrees to accept payment in instalments.
 - (e) The Board may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Board is satisfied that there are special reasons to do so.

9. POWERS OF THE BOARD

9.1 Board

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

9.2 General powers of Board

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

9.3 Limitation

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

10. COMPOSITION OF THE BOARD

10.1 Composition of the Board

The Board will comprise:

- (a) up to five (5) Elected Directors elected under **clause 11**;
- (b) up to two (2) Appointed Directors appointed under **clause 12**.

10.2 Portfolios

The Board may allocate portfolios to Directors.

11. ELECTED DIRECTORS

11.1 Nominations

- (a) The Board must call for nominations for Elected Director at least twenty-eight (28) days prior to the Annual General Meeting.
- (b) Unless the Board determines otherwise by unanimous vote, a person is not eligible to nominate for the position of Elected Director if:
 - (i) they are employed by the Association;
 - (ii) within 22 months prior to their nomination they have served as Director within the meaning of 11.4(c); or
 - (iii) within 22 months prior to their nomination they were employed as the Chief Executive Officer of the Association.

11.2 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 the nominee;
- (d) disclose any position the nominee holds in an Organisation, including as an officer, a Participant, a Delegate or an employee; and
- (e) be delivered to the Association not less than seven (7) days before the date fixed for the Annual General Meeting.

11.3 Elections

- (a) If the number of nominations received for the Board does not exceed the number of vacancies to be filled, then, subject to clause 11.3(e) those nominated will be declared elected at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, nominations for the remaining Elected Director positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then, subject to clause 11.3(e) those nominated will be declared elected at the Annual General Meeting.
- (c) If at any stage the number of nominations for the Board exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (d) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Board from time to time or if the Board has not made a determination, by the method determined by the chairperson of the Annual General Meeting.
- (e) At the end of the procedures described in clauses 11.3(a) to 11.3(d) above, any Affiliate Member with voting rights, may demand a confirmatory vote in which case each

Board Member appointed or elected under the preceding clauses at that meeting (**Prospective Director**) must have their appointment or election approved by Ordinary Resolution of the meeting. If the appointment or election of a Prospective Director is not approved by the meeting, they will not be entitled to take office.

- (f) If at the close of the Annual General Meeting, vacancies on the Board remain unfilled, the vacant positions will be casual vacancies under **clause 13.1**.

11.4 Term of Appointment for Elected Directors

- (a) Subject to clause 11.4(b), the full term of office of each Elected Director begins at the conclusion of the Annual General Meeting at which they are elected and will last for a period of three (3) years, or until the conclusion of the third Annual General Meeting since their election, whichever comes sooner.
- (b) If the law requires the Elected Director to have a particular qualification or clearance (for example, police clearance), the Elected Director's term will not begin until the qualification or clearance has been established.
- (c) An Elected Director may serve a maximum of three (3) consecutive full terms under clause 11.4(a).

12. APPOINTED DIRECTORS

12.1 Appointment of Appointed Directors

- (a) The Elected Directors may appoint up to two (2) Appointed Directors.
- (b) Unless by unanimous vote the board determines otherwise, a person is not eligible for appointment as an Appointed Director if:
 - (iv) they are employed by the Association;
 - (v) within 22 months prior to their nomination they have completed their maximum tenure as Director within the meaning of 12.3(b); or
 - (vi) within 22 months prior to their nomination were employed as the Chief Executive Officer of the Association.

12.2 Qualifications for Appointed Directors

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

12.3 Term of Appointment

- (a) The full term of office of each Appointed Director begins from the date of their appointment and will last for a period of three (3) years.
- (b) An Appointed Director may be re-appointed and serve a maximum of three (3) consecutive full terms under clause 12.3(a).

13. VACANCIES ON THE BOARD

13.1 Casual Vacancies

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

13.2 Grounds for Termination of Director

The office of a Director becomes vacant if the Director:

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

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

13.3 Board May Act

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

14. MEETINGS OF THE BOARD

14.1 Board to Meet

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

14.2 Attendance by Telephone

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

14.3 Decisions of Board

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

14.4 Resolutions not in Meeting

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

14.5 Quorum

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

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

14.6 Chairperson

- (a) The Board must appoint one of the Directors as its Chairperson. The Chairperson will act as chair of any Board meeting or General meeting at which they are present and unless the Board decides otherwise is the nominal head of the Association. The Chairperson may represent the Board to outside parties and formally be referred to as President unless the Board appoints one of its Directors as its President. 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.
- (b) A Director who seeks to nominate for appointment to the position of Chairperson pursuant to 14.6(a), must:
 - (i) have at least 1 full term remaining in their tenure;
 - (ii) submit their nomination after the conclusion of the Annual General Meeting and prior to the due date established by the Board.
- (c) If the position of Chairperson is vacant due to resignation or removal of the Chairperson, the Board may determine the timing for receipt of nominations.
- (d) The Chairperson will act as chair of any Board meeting or General Meeting at which they are present and, unless the Board decides otherwise, is the nominal head of the Association.

- (e) If the Chairperson is not present, or is unwilling or unable to preside at a Board meeting or General Meeting, the remaining Directors must appoint another Director to preside as chair for that meeting only.
- (f) The Board is responsible for reviewing the Chairperson's performance and may establish processes for this purpose as it sees fit.
- (g) The Chairperson will remain Chairperson unless or until:
 - i. the end or their tenure as a Director pursuant to 11.4(c) or 12.3(b);
 - ii. they resign from the role of Chairperson; or
 - iii. they are removed by the Board pursuant to clause 14.6(h).
- (h) The Board may remove a sitting Chairperson by majority vote. If the Board removes a sitting Chairperson, the Board must, as soon as practicable, appoint a Chairperson in accordance with clause 14.6(a).

14.7 Directors' Interests

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

A Director is disqualified from:

- (a) Holding a leadership position (such as President, Vice President or Secretary) in an Affiliate Member Organisation;
- (b) Holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested; and
- (c) Contracting with the Association either as vendor, purchaser, sponsor or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which the Director is in any way interested will be void unless approved by the Board.

14.8 Conflict of Interest

A Director shall declare his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

14.9 Disclosure of Interests

- (a) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the relevant matter is first taken into consideration if

the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

14.10 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under clause 14.9 as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

14.11 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Director in accordance with clauses 14.8, 14.9 and/or 14.10 must be recorded in the minutes of the relevant meeting.

15. EXECUTIVE

The Board may, from time to time, employ a chief executive and other personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Board determines.

16. DELEGATIONS

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

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

17. 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.

18. ANNUAL GENERAL MEETING

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

19. SPECIAL GENERAL MEETINGS

19.1 Special General Meetings may be held

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

19.2 Requisition of Special General Meetings

- (a) On the requisition in writing of not less than five of the total number of Affiliate Members with voting rights, the Board must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Board does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- (d) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Board and for this purpose the Board must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

20. ATTENDANCE AT GENERAL MEETINGS AND APPOINTMENT OF DELEGATES

- (a) Unless this Constitution expressly provides otherwise, Members, the auditor and the Directors are entitled to attend General Meetings but only Life Members, Affiliate Members with voting rights (Platinum or Gold level Affiliates only) and Directors are entitled to vote.
- (b) Each Affiliate Member with voting rights, by notice to the Association, may appoint a natural person to act as its delegate in all matters connected with the Member as if the Association were a body corporate to which section 253B of the Corporations Act 2001 applies and the appointed Delegate will have the powers in relation to the Member as if section 253B applied to the Association.
- (c) An Affiliate Member may, by notice to the Association, revoke an appointment made under clause 20(b).
- (d) For all the purposes of this Constitution, an Affiliate Member with voting rights represented at a General Meeting by a Delegate is to be taken to be present in person at the meeting.

21. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting must be given to every Affiliate Member, Life Member, the auditor and the Directors by the means authorised in clause 34.
- (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-eight (28) 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.

22. BUSINESS

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Directors under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 22(a), is special business.
- (c) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 23.3(a)(ii), a quorum for General Meetings is 2 voting members.

23.2 Chairperson to preside

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

- (a) in relation to any election for which the chairperson of the Board is a nominee; or
- (b) where the chairperson of the Board has a conflict of interest.

If the chairperson of the Board is not present or is unwilling or unable to preside, the voting Members present must appoint another Director to preside as chairperson for that meeting only.

23.3 Adjournment of meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (i) if the meeting was convened on the requisition of Affiliate Members under clause 19.2, the meeting will lapse; and
 - (ii) in any other case, those voting 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 23.3(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 Voting Procedure

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

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

23.5 Recording of Determinations

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

24. VOTING AT GENERAL MEETINGS

24.1 Members entitled to vote

- (a) Each Affiliate Member (Platinum or Gold level only) is entitled to one (1) vote at General Meetings.
- (b) Each Life Member is entitled to one (1) vote at General Meetings.
- (c) Each Director is entitled to one (1) vote at General Meetings.

24.2 Chairperson may not exercise casting vote

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

25. PROXY VOTING

Proxy voting is not permitted at General Meetings.

26. DISPUTE RESOLUTION PROCEDURE

- (a) The dispute resolution procedure set out in this clause applies to disputes between an Affiliate Member and:
 - (i) the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute in accordance with the Regulations.
- (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 resolution service recommended by the South Australian Government Department responsible for Sport at that time.
- (d) The Board may prescribe additional grievance procedures in Regulations consistent with this Rule 26.
- (e) In this clause 'Affiliate Member' includes any former Affiliate Member who was an Affiliate Member not more than six months before the dispute occurred.

27. RECORDS AND ACCOUNTS

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

28. AUDITOR

- (a) A qualified auditor must be appointed at each Annual General Meeting as the Association's auditor (**Auditor**) for the then current Financial Year.
- (b) Any vacancy occurring during the year in the office of Auditor must be filled by the Board.
- (c) The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.
- (d) An auditor may be appointed at each Annual General Meeting as the Association's auditor for the then current Financial Year.
- (e) If the Annual General Meeting appoints an auditor, any vacancy occurring during the year in the office of auditor must be filled by the Board.
- (f) The auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

29. APPLICATION OF INCOME

- 29.1 The income and property of the Association must be applied solely towards the promotion of the Objects.
- 29.2 Except as prescribed in this Constitution or the Act, no portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- 29.3 Subject to clause 29.4, nothing in clauses 29.1 or 29.2 prevents a payment in good faith to any Member:
- (a) in accordance with clauses 3 and 29.1 where that Member is a not-for-profit entity with a similar purpose to the Association;
 - (b) for any services actually rendered to the Association whether as an employee, Director or otherwise;
 - (c) for goods supplied to the Association in the ordinary and usual course of operation;
 - (d) for interest on money borrowed from any Member;
 - (e) for rent for premises demised or let by any Member to the Association;
 - (f) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Association.
- 29.4 No payment made under clause 29.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

30. WINDING UP

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

31. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or

organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.

- (b) The organisation or organisations to whom the distribution is to be made under clause 31(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.

32. CONSTITUTION

32.1 Alteration of Constitution

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

33. REGULATIONS

33.1 Board to formulate Regulations

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

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

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

33.2 Regulations Binding

All Regulations are binding on the Association and all Members.

33.3 Publication of Regulations

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

34. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by facsimile, email or other electronic means or by its insertion on the Association's

website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to its members.

- (b) Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at its registered office or by sending it through the post in a prepaid envelope addressed to the Association at the registered office.
- (c) A notice served by post will be taken to have been received by the recipient on the second working day after it was posted.
- (d) A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two hours after it was sent.

35. PATRONS AND VICE PATRONS

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

36. INDEMNITY

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

37. TRANSITIONAL PROVISIONS

37.1 First Board

- (a) Following the adoption of this Constitution, the First Board will be made up of the three Elected Directors elected at the 2014 Annual General Meeting. They shall constitute the First Board and will be deemed to have served one term of office at the conclusion of the first term of office on the First Board. The First Board may also appoint up to two (2) Appointed Directors subject to 12.3 (a) and (b).
- (b) One (1) director of the First Board who was elected at the AGM of the Association in 2012 shall hold office until the conclusion of the Annual General Meeting of the Company in 2015 but shall be eligible for re-election. One (1) director of the First Board who was elected at the AGM of the Association in 2013 shall hold office until the conclusion of the Annual General Meeting of the Company in 2016 but shall be eligible for re-election. One (1) director of the First Board who was elected at the AGM of the Association in 2014 shall hold office until the conclusion of the Annual General Meeting of the Company in 2017 but shall be eligible for re-election. Thereafter Elected Directors are elected for a term of three (3) years pursuant to clause 11.4 (d). A rotation of Elected Directors is thereby established with approximately one third of the Elected Directors retiring each year.

37.2 Continuing Membership

- (a) Each Organisation that is a member of the Association on the day on which this Constitution is adopted will automatically be admitted to membership as an Affiliate Member.
- (b) Each other person who is a member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Board, is the category most appropriate for that Member.

37.3 Existing Directors

- (a) Subject to clause 37.1 (a), 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.
- (b) The person known and appointed to the position of Chief Executive Officer (or similar title) immediately prior to approval of this Constitution under the Act shall continue in that position following such approval, subject to any contractual arrangements.

37.4 Regulations deemed applicable

All rules, by-laws, policies and regulations of the Association in force at the date of the approval of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.