



(A3530)

# CONSTITUTION

February 2020

|  |           |
|--|-----------|
| <b>1. INTRODUCTORY PROVISIONS .....</b>                                      | <b>4</b>  |
| 1.1. INTERPRETATION .....  | 4         |
| 1.2. NAME .....  | 4         |
| 1.3. ASSOCIATIONS INCORPORATION ACT .....                                    | 5         |
| <b>2. OBJECTS AND POWERS.....</b>  | <b>5</b>  |
| 2.2. POWERS.....   | 5         |
| <b>3. MEMBERSHIP.....</b>  | <b>6</b>  |
| 3.1. CLASSES OF MEMBERS.....   | 6         |
| 3.2. MEMBERSHIP FEES.....  | 7         |
| 3.3. ADMISSION AND REJECTION OF NEW MEMBER CLUBS AND ASSOCIATIONS.....       | 8         |
| 3.4. WHEN MEMBERSHIP ENDS .....  | 8         |
| 3.5. APPEAL AGAINST REJECTION, TERMINATION OR SUSPENSION OF MEMBERSHIP ..... | 9         |
| 3.6. GENERAL MEETING TO DECIDE APPEAL .....                                  | 9         |
| 3.7. REGISTER OF MEMBERS .....   | 11        |
| 3.8. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS .....          | 11        |
| 3.9. DISPUTE RESOLUTION .....  | 11        |
| <b>4. SECRETARY.....</b>   | <b>12</b> |
| 4.1. APPOINTMENT OR ELECTION OF SECRETARY .....                              | 12        |
| 4.2. SUSPENSION AND REMOVAL OF ASSOCIATION SECRETARY .....                   | 12        |
| 4.3. FUNCTIONS OF SECRETARY .....  | 13        |
| <b>5. BOARD.....</b>   | <b>13</b> |
| 5.1. MEMBERSHIP OF THE BOARD .....   | 13        |
| 5.2. ELECTING BOARD MEMBERS .....  | 13        |
| 5.3. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF BOARD MEMBERS .....       | 14        |
| 5.4. VACANCIES ON THE BOARD .....  | 15        |
| 5.5. FUNCTIONS OF THE BOARD .....  | 15        |
| 5.6. MEETINGS OF THE BOARD.....  | 16        |
| 5.7. QUORUM FOR, AND ADJOURNMENT OF, BOARD MEETING.....                      | 17        |
| 5.8. SPECIAL MEETING OF THE BOARD.....                                       | 17        |
| 5.9. MINUTES OF BOARD MEETINGS.....  | 18        |
| 5.10. DELEGATION.....  | 18        |
| 5.11. APPOINTMENT OF SUBCOMMITTEES.....                                      | 18        |
| 5.12. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS .....                | 19        |
| 5.13. RESOLUTIONS OF BOARD WITHOUT MEETING.....                              | 19        |
| <b>6. MEETINGS OF MEMBERS .....</b>  | <b>19</b> |



|  |           |
|--|-----------|
| 6.1. ANNUAL GENERAL MEETINGS .....                           | 19        |
| 6.2. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING..... | 19        |
| 6.3. NOTICE OF GENERAL MEETING .....                         | 20        |
| 6.4. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING .....   | 20        |
| 6.5. PROCEDURE AT GENERAL MEETING.....                       | 21        |
| 6.6. VOTING AT GENERAL MEETING .....                         | 21        |
| 6.7. SPECIAL GENERAL MEETING.....                            | 22        |
| 6.8. MINUTES OF GENERAL MEETINGS .....                       | 23        |
| <b>7. CONSTITUTION AND BYLAWS .....</b>                      | <b>23</b> |
| 7.1. BYLAWS .....  | 23        |
| 7.2. ALTERATION OF CONSTITUTION .....                        | 24        |
| 7.3. COMMON SEAL.....  | 24        |
| <b>8. FINANCE .....</b>                                      | <b>24</b> |
| 8.1. FUNDS AND ACCOUNTS.....                                 | 24        |
| 8.2. GENERAL FINANCIAL MATTERS .....                         | 25        |
| 8.3. DOCUMENTS .....   | 25        |
| 8.4. FINANCIAL YEAR .....                                    | 25        |
| 8.5. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY .....  | 25        |

|                  |            |
|------------------|------------|
| Date of adoption | 22/02/2020 |
|------------------|------------|

**Compiled by CPR Group**

PO Box 2092

Sunshine Plaza Q 4558

P: 07 5443 6247

F: 07 5443 6429

E: [admin@cprgroup.com.au](mailto:admin@cprgroup.com.au)

W: [www.cprgroup.com.au](http://www.cprgroup.com.au)



## 1. Introductory provisions

---

### 1.1. Interpretation

1.1.1. In this constitution:

- a. **act** means the Associations Incorporation Act 1985;
- b. **association** means South Australian Field and Game Association Inc.;
- c. **the board** means the board members for the time being constituted as provided for in this constitution. May also be referred to as the management committee;
- d. **bylaws** means the bylaws of the association;
- e. **by lot** means making a determination or choice by lottery. For example, this might include conducting a draw at random;
- f. **casual vacancy**, on the board, means a vacancy that occurs when an elected board members resigns, dies or otherwise stops holding office;
- g. **fee** means a payment of money due to the association by its members;
- h. **majority** means more than half of all eligible voting members present and voting at a board meeting or a general meeting;
- i. **member** means a body or individual duly accepted as such by the board in accordance with this constitution, having paid any membership fees due to the association;
- j. **present** means at a board meeting, see rule 5.6.6;
- k. **special resolution** means a resolution that is passed at a general meeting (including the annual general meeting) by the votes of at least 75% of the eligible voting members who are present and voting;
- l. **signed** means agreed in writing;
- m. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or digital formats.

1.1.2. Words importing the singular include the plural where context requires or permits.

1.1.3. A word or expression that is not defined in this constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

### 1.2. Name

1.2.1. The name of the association is South Australian Field and Game Association Inc.



### **1.3. Associations Incorporation Act**

1.3.1. If a rule of the association is inconsistent with the Act, the Act prevails to the extent of the inconsistency.

## **2. Objects and Powers**

---

2.1.1. The objects of the association are to:

- a. foster, promote, support, encourage and administer the sport of shooting and hunting throughout South Australia.
- b. affiliate with any organisation or association with similar aims and objects, and such other bodies as the association deems fit;
- c. support specific conservation projects or undertakings, including research, and the establishment and management of land used for shooting ranges;
- d. to educate members and non-members in the value of conservation in relation to the sport of shooting and hunting and to promote good relations between field sportsmen, landowners, the Government and the public;
- e. foster a healthy environment and encourage sportsmanship, good fellowship and a sense of community spirit;
- f. to promote firearm ownership and safety;
- g. do such things as are incidental or conducive to the attainment of any or all of these objects.

### **2.2. Powers**

2.2.1. The association has the powers of an individual.

2.2.2. The association may, for example:

- a. enter into contracts; and
- b. acquire, hold, deal with and dispose of property; and
- c. make charges for services and facilities it supplies; and
- d. do other things necessary or convenient to be done in carrying out its affairs.

2.2.3. The association may issue secured and unsecured notes, debentures and debenture stock for the association.

## 3. Membership

---

### 3.1. Classes of members

3.1.1. The membership of the association consists of the following classes:

a. Member body:

- i any properly constituted member body, which supports the constitution, bylaws and codes of conduct of the association and is located within South Australia;
- ii each member body, by virtue of its membership, agrees to honour any capitation levy or other financial obligation to the association as imposed by the association;
- iii each member body shall apply for membership of the association in writing to the association secretary. The application must be accompanied by a copy of the constitution of the applicant body;
- iv any member body that revises its constitution shall provide the association with a copy of the new document within one calendar month of acceptance by their members;
- v each member body shall be entitled to nominate three members to act as representatives of the member body at general meetings of the association. These members will be known as Association Delegates. Each Association Delegate must be a financial member of the association through their respective member body or a life member of the association. These Association Delegates are eligible for election to the board (as per clause 5.2);
- vi nomination of Association Delegates shall be made in writing to the association secretary a minimum of seven days prior to the general meeting;
- vii any member body may, at its discretion, de-list its Association Delegate or Association Delegates by giving notice in writing to the association secretary within seven days of that decision;
- viii in the event of de-listing an Association Delegate or Association Delegates by a member body, the member body shall give notice in writing detailing the replacement Association Delegate or Association Delegates;
- ix Association Delegates are entitled to vote at general meetings.

b. Individual members of a member body:

- i each individual member of a member body shall be a member of the Association;

- ii individual members are not entitled to vote at general meetings unless they are also a member body Association Delegate;
- c. Board members:
  - i board members must be at least 18 years of age and support the constitution, bylaws and codes of conduct of the association;
  - ii board members automatically become members of the association upon their election to the board;
  - iii board members are not entitled to vote at general meetings;
- d. Life:
  - i life members must be at least 18 years of age and support the constitution, bylaws and codes of conduct of the association;
  - ii life membership is open to people who have rendered extraordinary and meritorious service to the association for an extended period;
  - iii any Association Delegate or board members may recommend to the board a nominee for election as a life member;
  - iv recommendations for life membership must be in writing, signed by the Association Delegate (s) and/or board members(s) making the recommendation, and seconded by not less than one other board member, and received by the association secretary no less than 14 days prior to an annual general meeting;
  - v on the board's approval of the recommendation, the board will propose the nominee for election as a life member at the annual general meeting;
  - vi life members must be elected by the passing of a special resolution;
  - vii life members are not entitled to vote at general meetings, unless they are also a member body Association Delegate;
  - viii life members are not required to pay membership fees to the association.

3.1.2. The number of members in all classes of membership is unlimited.

### **3.2. Membership fees**

3.2.1. The membership fee for each class of membership is:

- a. the amount decided by the board; and
- b. payable when, and in the way, the board decides.

### **3.3. Admission and rejection of new member clubs and associations**

- 3.3.1. The board must consider an application for membership at the next board meeting held after it receives:
- a. the application for membership; and
  - b. the appropriate membership fee for the application.
- 3.3.2. The board must ensure that, as soon as possible after the applicant applies to become a member of the association, and before the board considers the applicant's application, the applicant is advised:
- a. whether or not the association has public liability insurance; and
  - b. if the association has public liability insurance, the amount of the insurance.
- 3.3.3. The board must decide at the meeting whether to accept or reject the application.
- 3.3.4. If a majority of the board members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 3.3.5. If the board decides to reject an application, the association secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board.

### **3.4. When membership ends**

- 3.4.1. A member may resign from the association by giving three months written notice of resignation to the association secretary.
- 3.4.2. The resignation takes effect at the annual general meeting of the year such notice is received by the association secretary.
- 3.4.3. The board may terminate or suspend a member's membership, impose a fine, or appoint a disciplinary committee if the member:
- a. in the case of an individual, is convicted of an indictable offence; or
  - b. does not comply with any of the provisions of this constitution; or
  - c. has membership fees in arrears for at least two months; or
  - d. conducts himself, herself or itself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 3.4.4. If the board decides to terminate or suspend a member's membership, the association secretary must, within seven days of the decision, give the member written notice:
- a. setting out the decision of the board and the grounds on which it is based;



- b. stating that the member may address the board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
- c. stating the date, place, and time of that meeting;
- d. informing the member that the member may do either or both of the following:
  - i attend and speak at that meeting; ii submit to the board at or before the date of that meeting written representations relating to the resolution.

3.4.5. Before the board terminates or suspends a member's membership, the board must:

- a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 3.4.4.b;
- b. give due consideration to any written representations submitted to the board by the member at or before the meeting mentioned in clause 3.4.4.b.

3.4.6. If, after considering all representations made by the member, the board decides by resolution to terminate or suspend the membership, the association secretary must, within seven days, give the member a written notice of the decision.

### **3.5. Appeal against rejection, termination or suspension of membership**

3.5.1. An applicant whose application for membership has been rejected, or a member whose membership has been terminated or suspended, may give the association secretary written notice of their intention to appeal against the decision.

3.5.2. A notice of intention to appeal must be given to the association secretary, along with any appeal fee, which may be determined by the board from time to time, within seven days after the applicant or member receives written notice of the decision.

3.5.3. If the association secretary receives a notice of intention to appeal, the association secretary must, within 14 days after receiving the notice, call a general meeting to decide the appeal.

### **3.6. General meeting to decide appeal**

3.6.1. The general meeting to decide an appeal must be held within 28 days after the association secretary receives the notice of intention to appeal.

- 3.6.2. At the meeting, the applicant or member must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated or suspended.
- 3.6.3. Also, the board and the board members who rejected the application or terminated or suspended the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated or suspended.
- 3.6.4. An appeal must be decided by a majority vote of the the eligible voting members present and voting at the meeting.
- 3.6.5. If an applicant whose application for membership has been rejected does not appeal against the decision within seven days after receiving written notice of the decision, or the applicant appeals but the appeal is unsuccessful, the association secretary must, as soon as possible, refund any membership fees paid by the applicant for the current membership period.

### **3.7. Register of members**

- 3.7.1. The board must keep a register of members of the association.
- 3.7.2. The register must include the following particulars for each member:
- a. the full name of the member;
  - b. the postal or street address of the member;
  - c. the date on which the member was entered into the register;
  - d. the name and details of each person, club or association who stopped being a member of the association within the last seven years and the date on which the person, club or association stopped being a member (which may be kept separately from the rest of the register);
  - e. any other particulars the board decides.
- 3.7.3. A person must contact the association secretary to request an inspection of the register
- 3.7.4. However, the board may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

### **3.8. Prohibition on use of information on register of members**

- 3.8.1. A person must not:
- a. use information obtained from the register of members to contact, or send material to, a member of the association for the purpose of advertising; or
  - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, a member of the association for the purpose of advertising.

### **3.9. Dispute resolution**

- 3.9.1. This rule provides for a procedure to settle disputes. It is not a requirement of the Act. The association should determine the relevance of the rule to the operations of the association. This should include what type of disputes to which the rule applies.
- 3.9.2. The dispute resolution procedure set out in this rule applies to disputes under these Rules between:
- a. a member and another member
  - b. a member and the association.

- 3.9.3. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 3.9.4. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- 3.9.5. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

## **4. Secretary**

---

### **4.1. Appointment or election of secretary**

- 4.1.1. The secretary who must be an individual who is at least 18 years of age ordinarily residing in South Australia who is:
- a. a member of the association elected by the association as secretary; or
  - b. any of the following people appointed by the board as secretary:
    - i a member of the association's board; ii another member of the association; iii another person.
- 4.1.2. If a vacancy occurs in the office of secretary, the members of the board must ensure a secretary is appointed or elected for the association within one month after the vacancy occurs.
- 4.1.3. If the board appoints a person mentioned in rule 4.1.1.b.ii as secretary, other than to fill a casual vacancy on the board, the person does not become a member of the board.
- 4.1.4. However, if the board appoints a person mentioned in rule 4.1.1.b.ii as secretary to fill a casual vacancy on the board, the person becomes a member of the board.
- 4.1.5. If the board appoints a person mentioned in rule 4.1.1.b.iii as secretary, the person does not become a member of the board.

### **4.2. Suspension and removal of association secretary**

- 4.2.1. The board may at any time suspend or remove a person appointed by the board as the association secretary.

### **4.3. Functions of secretary**

4.3.1. The secretary's functions include, but are not limited to:

- a. calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- b. keeping minutes of each meeting; and
- c. keeping copies of all correspondence and other documents relating to the association; and
- d. maintaining the register of members of the association.

## **5. Board**

---

### **5.1. Membership of the board**

- 5.1.1. The board of the association comprises a minimum of three and a maximum of five elected board members, of whom one holds the position of president, another of whom holds the position of treasurer and any other board members that the members elect at a general meeting.
- 5.1.2. One member of the board must hold the position of public officer. The public officer must be 18 years of age or older and be a resident of South Australia. The board may appoint the public officer or the position may be elected by the members at a general meeting. The public officer may also hold another position on the board.
- 5.1.3. At each annual general meeting of the association, the elected board members must retire from office, but are eligible, on nomination, for reelection.
- 5.1.4. A board member must exercise their powers and discharge their duties in good faith, in the best interests of the association for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

### **5.2. Electing board members**

- 5.2.1. An elected board member may only be elected as follows:
  - a. nominations for board positions will be taken from the floor of the annual general meeting;
  - b. only members of the Association who are present at the annual general meeting may be nominated for a board position;

- c. each Association Delegate present and entitled to vote at the annual general meeting may vote for one candidate for each vacant position on the board. Any equality in voting is resolved as follows:
  - i if there are two candidates and both candidates receive an equal number of votes, voting is determined by lot;
  - ii if there are three or more candidates and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.
- d. if there is only one candidate for a position, the candidate is declared elected if approved by a majority of Association Delegate present and voting. If the candidate is not approved, a casual vacancy is deemed to have occurred in the position;
- e. if there are no candidates nominated for a position, a casual vacancy is deemed to have occurred in the position.

5.2.2. A person may be a candidate only if the person:

- a. is an adult; and
- b. is not ineligible to be elected as a board members under the Act.

### **5.3. Resignation, removal or vacation of office of board members**

5.3.1. A board member may resign from the board by giving written notice of resignation to the association at its registered office.

5.3.2. The resignation takes effect at:

- a. the time the notice is received by the association secretary; or
- b. if a later time is stated in the notice, the later time.

5.3.3. A board member may be automatically removed from office if that board member is absent from two consecutive board meetings without leave of the board.

5.3.4. A board member may be removed from office at a general meeting of the association if a majority of the eligible voting members present and voting at the meeting vote in favour of removing the board member.

5.3.5. At a general meeting, before a vote is taken about removing a board member from office, the board member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

5.3.6. A board member has no right of appeal against their removal from office under this clause.

#### **5.4. Vacancies on the board**

- 5.4.1. If a casual vacancy occurs on the board the continuing board members may appoint another person to fill the vacancy until the next annual general meeting.
- 5.4.2. With the exception of the positions of president and treasurer, the continuing board members may act despite a casual vacancy on the board.
- 5.4.3. If the number of board members is less than the number fixed under clause 5.7.1 as a quorum of the board, the continuing board members may act only to:
  - a. increase the number of board members to the number required for a quorum; or
  - b. call a general meeting of the association.
- 5.4.4. If a casual vacancy occurs in the position of president or treasurer, the continuing board members may act only to:
  - a. appoint another member of the association to fill the casual vacancy; or
  - b. call a general meeting of the association.

#### **5.5. Functions of the board**

- 5.5.1. The business of the association is to be managed by or under the direction of the board.
- 5.5.2. The board must take all reasonable steps to ensure that the association complies with its obligations under the Act and this constitution.
- 5.5.3. Subject to this constitution or a resolution of the members of the association carried at a general meeting, the board has the general control and management of the administration of the affairs, property and funds of the association.
- 5.5.4. The board members may exercise all the powers of the association except any powers that the Act or the association's constitution requires the association to exercise in general meeting.
- 5.5.5. The board may exercise the powers of the association:
  - a. to borrow, raise or secure the payment of amounts in a way the board decides; and
  - b. to secure the amounts mentioned in clause 5.5.5.a or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and

- c. to purchase, redeem or pay off any securities issued; and
- d. to borrow amounts from members and pay interest on the amounts borrowed; and
- e. to mortgage or charge the whole or part of its property; and
- f. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
- g. to provide and pay off any securities issued; and
- h. to invest in a way the board decides.

5.5.6. For clause 5.5.5.d, the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:

- a. the financial institution for the association; or
- b. if there is more than one financial institution for the association, the financial institution nominated by the board.

## **5.6. Meetings of the board**

5.6.1. Subject to clause 5.6.2, the board may meet and conduct its proceedings, as it considers appropriate.

5.6.2. The board must meet at least once every four months to exercise its functions.

5.6.3. The board must decide how a meeting is to be called.

5.6.4. Notice of a meeting is to be given in the way decided by the board.

5.6.5. The board may hold meetings, or permit a board members to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

5.6.6. A board member who participates in the meeting as mentioned in clause 5.6.5 is taken to be present at the meeting.

5.6.7. A question arising at a board meeting is to be decided by a majority vote of the board members voting on the resolution and, if the votes are equal, the question is resolved so as to maintain the status quo.

5.6.8. If a board member has a material personal interest in a matter that is being considered at a board meeting:

- a. the board member must declare the interest;
- b. the board member must not be present while the matter is being considered at the meeting;
- c. the board member must not vote on the matter and, if the board member does vote, the board member's vote must not be counted;



- d. the association cannot avoid the transaction merely because of the existence of the interest.

5.6.9. The president is to preside as chairperson at a board meeting.

5.6.10. If there is no president or if the president is not present within 30 minutes after the time fixed for a board meeting, the board members present may choose one of their number to preside as chairperson at the meeting.

## **5.7. Quorum for, and adjournment of, board meeting**

5.7.1. At a board meeting, more than 50% of the board members currently elected to the board form a quorum.

5.7.2. If there is no quorum within 30 minutes after the time fixed for a board meeting called on the request of board members, the meeting lapses.

5.7.3. If there is no quorum within 30 minutes after the time fixed for a board meeting called other than on the request of the board members: a. the meeting is to be adjourned for at least one day; and

b. the board members who are present are to decide the day, time and place of the adjourned meeting.

5.7.4. If, at an adjourned meeting mentioned in clause 5.7.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **5.8. Special meeting of the board**

5.8.1. If the association secretary receives a written request signed by at least 33% of the board members, the association secretary must call a special meeting of the board by giving each board member notice of the meeting within seven days after the association secretary receives the request.

5.8.2. A minimum of seven days' notice of a special meeting of the board must be given, unless otherwise agreed by all board members.

5.8.3. If the association secretary is unable or unwilling to call the special meeting, another board member must call the meeting.

5.8.4. A request for a special meeting must state:

- a. why the special meeting is called; and
- b. the business to be conducted at the meeting.

5.8.5. A notice of a special meeting must state:

- a. the day, time and place of the meeting; and
- b. the business to be conducted at the meeting.

5.8.6. Only the business listed on the notice of a special meeting of the board may be conducted at a special meeting of the board.

5.8.7. A special meeting of the board must be held within seven days after notice of the meeting is given to the board members.

## **5.9. Minutes of board meetings**

5.9.1. The association secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are entered in a minute book.

5.9.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy.

## **5.10. Delegation**

5.10.1. The board may delegate all or any of its powers and authorities, duties and functions to any person or to any subcommittee except: a. the power to delegate; or

b. a function that is a duty imposed on the board by the Act or by any other law.

5.10.2. Despite any delegation under this clause, the board may continue to exercise all its functions, including any function that has been delegated to a subcommittee and remains responsible for the exercise of those functions at all times.

## **5.11. Appointment of subcommittees**

5.11.1. The board may appoint one or more subcommittees consisting of members of the association considered appropriate by the board to help with the conduct of the association's operations.

5.11.2. Subcommittees shall have such membership, powers and duties as the board shall confer on them, or which the board shall delegate to them.

5.11.3. Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this constitution has the same force and effect as it would have if it had been done or suffered by the board.

5.11.4. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the board.

5.11.5. A member of the subcommittee who is not a board member is not entitled to vote at a board meeting.

5.11.6. A subcommittee may elect a chairperson of its meetings.

- 5.11.7. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 5.11.8. A question arising at a subcommittee meeting is to be decided by a majority vote of the members voting on the question and, if the votes are equal, the question is resolved so as to maintain the status quo.

## **5.12. Acts not affected by defects or disqualifications**

- 5.12.1. An act performed by a board member a subcommittee or a person acting as a member of the board is effective, even if their appointment, or the continuance of their appointment, is invalid because the board member or association secretary did not comply with this constitution or any provision of the Act.

## **5.13. Resolutions of board without meeting**

- 5.13.1. The board may pass a resolution without a board meeting being held if all the board members entitled to vote on the resolution provide a written statement that they are in favour of the resolution.
- 5.13.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 5.13.3. A resolution mentioned in clause 5.13.1 may consist of several documents in like form, each agreed in writing by one or more members of the board.
- 5.13.4. The resolution is passed when the last board members provides their written statement.
- 5.13.5. Passage of a resolution under this section must be recorded in the association's minute books.

## **6. Meetings of members**

---

### **6.1. Annual general meetings**

- 6.1.1. The association's annual general meeting must be held:
- a. at least once each year; and
  - b. within 5 months after the end date of the association's reportable financial year.

### **6.2. Business to be conducted at annual general meeting**

- 6.2.1. The following business must be conducted at each annual general meeting of the association:



- a. receiving the association's financial statement, and audit report, for the last reportable financial year;
- b. presenting the financial statement and audit report to the meeting for adoption;
- c. electing members of the board;
- d. appointing an auditor or an accountant for the present financial year;

### **6.3. Notice of general meeting**

6.3.1. The association secretary may call a general meeting of the association.

6.3.2. The association secretary must give at least 14 days' notice of the meeting to each member of the association.

6.3.3. If the association secretary is unable or unwilling to call the meeting, another board member must call the meeting.

6.3.4. The association must give written notice of a general meeting to a member:

- a. personally; or
- b. by sending it by post to the address for the member in the register of members or an alternative address nominated by the member; or
- c. by sending it to an electronic mail address nominated by the member; or
- d. by sending it to the member by other electronic means nominated by the member.

6.3.5. A notice of a general meeting must state the business to be conducted at the meeting.

### **6.4. Quorum for, and adjournment of, general meeting**

6.4.1. At a general meeting, Association Delegates representing more than 60% of the combined number of member bodies form a quorum.

6.4.2. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

6.4.3. A meeting of the association's members that does not have a quorum present within 30 minutes after the time for the meeting set out in the notice of meeting is adjourned to the date, time and place the board specifies. If the board does not specify 1 or more of those things, the meeting is adjourned to:

- a. if the date is not specified—the same day in the next week; and
- b. if the time is not specified—the same time; and
- c. if the place is not specified—the same place.

- 6.4.4. If no quorum is present at the resumed meeting within 30 minutes after the time for the meeting, the meeting lapses.
- 6.4.5. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 6.4.6. If a meeting is adjourned under clause 6.4.5 only unfinished business is to be transacted at a meeting resumed after an adjournment.
- 6.4.7. When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 30 days or more.
- 6.4.8. If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **6.5. Procedure at general meeting**

6.5.1. At each general meeting:

- a. the president is to preside as chairperson; and
- b. if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another board member to be chairperson of the meeting; and
- c. if there are no board members present the Association Delegates may choose one of their number to preside as chairperson at the meeting; and
- d. the chairperson must conduct the meeting in a proper and orderly way.

6.5.2. No business other than that stated on the notice of general meeting may be conducted at a general meeting.

## **6.6. Voting at general meeting**

6.6.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the eligible voting members present and voting.

6.6.2. Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is resolved so as to maintain the status quo.

6.6.3. In the event that an Association Delegate appointed by a member body is unable to attend a meeting, that member body may still cast its three votes by allocating them to its attending Association Delegate or Association Delegates, provided that the member body has first nominated which of the Association Delegates shall be so entitled. In this

case, an Association Delegate may be able to cast more than one vote notwithstanding 6.6.2 above.

- 6.6.4. In the event that all three Association Delegates appointed by a member body are unable to attend a meeting, voting by proxy shall be permitted providing that the proxy is in writing, properly authorised by the member body, refers specifically to the matter under consideration, clearly instructs the proxy holder how to vote, and is deposited with the association secretary prior to the commencement of the meeting at which the vote will occur. A vote by proxy shall count as three votes notwithstanding 6.6.2 above.
- 6.6.5. A resolution put to the vote at a general meeting must be decided on a show of hands unless a secret ballot is demanded under clause 6.6.9.
- 6.6.6. On a show of hands, a declaration by the chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 6.6.7. However, if at least 20% of the eligible voting members present demand a secret ballot, voting must be by secret ballot.
- 6.6.8. If a secret ballot is held, the chairperson must appoint two people to conduct the secret ballot in the way the chairperson decides.
- 6.6.9. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

## **6.7. Special general meeting**

- 6.7.1. The association secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:
- a. being directed to call the meeting by the board; or
  - b. being given a written request signed by:
    - i at least 33% of the number of board members when the request is signed; or
    - ii Association Delegates representing more than 50% of the combined number of member clubs and member associations when the request is signed;
  - c. being given a written notice of an intention to appeal against the decision of the board:
    - i to reject an application for membership; or ii to terminate a member's membership.
- 6.7.2. A request mentioned in clause 6.7.1.b must state:

- a. why the special general meeting is being called; and
  - b. the business to be conducted at the meeting.
- 6.7.3. A special general meeting must be held within 28 days after the association secretary:
- a. is directed to call the meeting by the board; or
  - b. is given the written request mentioned in clause 6.7.1.b ; or
  - c. is given the written notice of an intention to appeal mentioned in clause 6.7.1.b.ii.
- 6.7.4. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

## **6.8. Minutes of general meetings**

- 6.8.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 6.8.2. To ensure the accuracy of the minutes:
- a. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - b. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- 6.8.3. If asked by a member of the association, the association secretary must, within 14 days after the request is made:
- a. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - b. give the member copies of the minutes of the meeting.

## **7. Constitution and bylaws**

---

### **7.1. Bylaws**

- 7.1.1. The board may make, amend or repeal bylaws, not inconsistent with this constitution, for the internal management of the association.
- 7.1.2. A bylaw may be set aside by a vote of eligible voting members at a general meeting of the association.



## **7.2. Alteration of constitution**

- 7.2.1. Subject to the Act, this constitution may be modified or repealed, or a new constitution may be adopted, by a special resolution carried at a general meeting.
- 7.2.2. However, an amendment, repeal or addition is valid only if it is registered with Consumer and Business Services, Corporate Affairs Commission South Australia.
- 7.2.3. If this constitution is modified or repealed, or a new constitution is adopted, the modification, repeal or adoption takes effect on the date on which the special resolution is passed, if the special resolution specified no later date.

## **7.3. Common seal**

- 7.3.1. The board must ensure the association has a common seal.
- 7.3.2. The common seal must be:
  - a. be kept securely by the board; and
  - b. be used only under the authority of the board.
- 7.3.3. Each instrument to which the seal is attached shall be signed by a board member and countersigned by:
  - a. the secretary; or
  - b. another board member; or
  - c. someone authorised by the board.

## **8. Finance**

---

### **8.1. Funds and accounts**

- 8.1.1. The funds of the association must be kept in one or more accounts in the name of the association in a financial institution decided by the board.
- 8.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 8.1.3. All amounts must be deposited in the financial institution account as soon as possible after receipt.
- 8.1.4. All amounts of \$100 or over shall be paid by cheque or electronic funds transfer and must be signed or approved by any two of the following:
  - a. president;
  - b. treasurer;
  - c. association secretary;



- d. any other board members who has been authorised by the board to sign cheques issued and approve electronic funds transfers by the association.

8.1.5. Cheques, other than cheques for wages, allowances or petty cash recoupment, shall be crossed not negotiable.

8.1.6. A petty cash account may be kept on the imprest system, and the board shall decide the amount of petty cash to be kept in the account.

8.1.7. All expenditure must be approved or ratified at a board meeting.

8.1.8. The association precludes the payment to an officer or employee of the association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the association or the receipts of the association for such liquor.

## **8.2. General financial matters**

8.2.1. On behalf of the board, the treasurer must, as soon as possible after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

8.2.2. The assets and income of the association must be applied solely in furtherance of the association's objects and exercising the association's powers and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

## **8.3. Documents**

8.3.1. The board must ensure the safe custody of books, documents, instruments of title and securities of the association.

## **8.4. Financial year**

8.4.1. The end date of the association's financial year is 30 June in each year.

## **8.5. Distribution of surplus assets to another entity**

8.5.1. This clause applies if the association:

- a. is wound-up under the provisions of the Act; and
- b. has surplus assets.

8.5.2. The surplus assets must not be distributed among the members of the association.

8.5.3. The surplus assets must be divided amongst the member bodies of the Association in existence at the time in a manner to be determined by the board. If no such member bodies exist at the time the Association's surplus assets must be given to another entity:

- a. having objects similar to the association's objects; and
- b. the constitution of which prohibits the distribution of the entity's income and assets to its members; and
- c. as determined by the Association Delegate entitled to attend and vote at general meetings at or before the time of dissolution or, failing that determination, by a judge who has or acquires jurisdiction in the matter.