

**Constitution of
Mount Barker-Hahndorf Golf
Club Incorporated**

27 May 2019

**Constitution of
MOUNT BARKER-HAHNDORF GOLF CLUB INCORPORATED**

1. NAME

- 1.1** The name of the association is Mount Barker-Hahndorf Golf Club Incorporated.
- 1.2** The Club may add a new Trading Name or rescind a current Trading Name with the approval by Ordinary Resolution of the members at a General Meeting of the Club.

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this Constitution unless the contrary intention appears:

"Act" means the "Associations Incorporations Act 1985 (S.A.)

"Annual General Meeting" means a meeting of the kind described in clause 16

"Club" means this Club

"Club's Noticeboard" shall mean the noticeboard situate on the premises on which notices and competition results are posted from time to time

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

"Course" means the golf course of the Club situate at Mt Barker in the State of South Australia

"Constitution" means this Constitution of the Club

"Committee Member" means a member of the Committee and any person acting in that capacity and by whatever title from time to time in accordance with this Constitution

"Financial Year" means the year commencing on the 1st day of March of each year and concluding on the last day of February of the following year

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

"G.S.A" means "Golf SA" as the governing body for the Sport in South Australia

"G.A." means "Golf Australia" as the governing body for the Sport in Australia

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

"Licensing Act" means the Licensing Act 1985

"Member" means a member in whatever membership category for the time being of the Club

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

"Ordinary Resolution" means:

- (a) At a meeting of members, a resolution passed at a General Meeting by a majority of members present, entitled to vote and voting; or
- (b) At a meeting of the Committee, or a sub-committee of the Committee, a resolution passed by a majority of those present, entitled to vote and voting

"Premises" means the premises of the Club situate on the course

"Regulation" means a rule, regulation, by-law or policy made by the Committee under this Constitution

"Seal" means the Common Seal of the Club

"Special General Meeting" means a general meeting of members convened in accordance with clause 17

"Special Resolution" means a resolution proposed in accordance with this Constitution; and

- (a) at a General Meeting, passed by a majority of not less than three-quarters of those members present, entitled to vote and voting;
and
- (b) at a meeting of the Committee or sub-committee, passed by not less than three-quarters of those members present, entitled to vote and voting

"Sport" means the game of Golf

"Trading Name" means such trading name as the Club may adopt from time to time

2.2 Interpretations

In this Constitution:

- (a) A reference to a function includes a reference to a power, authority or 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 of 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 gender
- (e) Persons include corporations and bodies politic
- (f) Reference to a person includes the legal representatives, 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 be read and reproduced

2.3 Resolutions

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

2.4 The Act

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

3. OBJECTS OF THE CLUB

The Objects of the Club are to:

- 3.1 Encourage, promote and advance the Sport within the District of Mount Barker and throughout South Australia
- 3.2 Enter teams of members in competitions in the Sport
- 3.3 Maintain and enhance the reputation of the Sport and the standards of play and behaviour of members; and
- 3.4 Undertake and to do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE CLUB

For furthering the Objects, the Club has the specific rights, powers and privileges conferred on it by section 25 of the Act, including without limiting the generality adopting from time to time any one or more trading names.

5. MEMBERS

5.1 Unless specifically **excluded**, all members in the categories listed under 5.2 below shall be entitled to vote at any general meeting of the Club.

5.2 Categories of Members

(a) Life Member

- (1) Life membership is the highest honour that can be bestowed by the Club for longstanding and valued service over a period of more than twenty (20) years to the Club.
- (2) Any member, seconded by another member, may nominate a person who has served the Club as set forth in the preceding sub-clause (1) for Life Membership by notice in writing to the Committee for consideration. A nomination made under this clause must include a written report outlining the history of services by the nominee. The nomination must be received by the last day of February to be considered at the following Annual General Meeting.
- (3) A person may be appointed a Life Member:
 - (a) Only by Special Resolution passed by the Committee and
 - (b) If approved by the Committee, and subsequently passed by a Special Resolution of the Club at the next Annual General Meeting.
 - (c) The Committee shall not be required, nor can they be compelled to provide any reason for the acceptance or rejection of any such application for Life Membership.
- (4) A Life Member has all the rights and privileges and shall be subject to the same obligations as a Full Member save and except that a Life Member shall not be required to pay an annual membership fee to remain a member of the Club but shall be liable to pay any other incidental fees as applicable from time to time.
- (5) There shall not be more than fourteen (14) Life Members of the Club at any one time.

(b) Lifetime Member

- (1) Any member of the age of eighteen years or over may apply for Lifetime Membership of the Club upon payment of any fees and subject to such conditions and restrictions as the Committee may from time to time impose.
- (2) Upon acceptance as a Lifetime Member, such member will have no further liability for annual membership subscriptions whilst he or she remains a member of the Club.

(c) Service Member

- (1) Any current member who:
 - (i) is aged 70 years or more;
 - (ii) has been a member of the Club for a continuous period of not less than 20 years;
 - (iii) has served at any time during the said period of 20 years as a member of any Committee or committees of the Club for a cumulative period of not less than five (5) years, or has, in the opinion of the Committee, provided other valuable services to the Club;may apply to the Committee in writing at least three months prior to the end of the membership year preceding the one in which they wish be classified as a Service Member, stating their reasons for making such application.

- (2) The Committee may in their absolute discretion accept or reject any such application by the member to be classified as a Service Member subject to any such terms and conditions as they may determine.
- (3) The Committee's determination of any such application:
 - (i) shall be final and not subject to review; and
 - (ii) the Committee shall not be required, nor can they be compelled to provide, any reason for acceptance or rejection of any such application.
- (4) A Service Member will be liable for an annual subscription of 70% of the Full Member rate as decided from time to time.
- (5) There shall be no more than two new members added to this category in any one membership year.

(d) Full Member

Any person of the age of eighteen years or over may be admitted and continue as a Full (7 day) Member upon payment of any entrance fee, annual subscription or other fees and subject to such conditions and restrictions as the Committee may from time to time impose.

(e) Six Day Member

Any person of the age of eighteen years or over may be admitted and continue as a Six Day Member upon payment of any entrance fee, annual subscription or other fees and subject to such conditions and restrictions as the Committee may from time to time impose.

(f) Pay-for-Play Member

Any person of the age of eighteen years or over may be admitted and continue as a Pay-for-Play Member upon payment of any entrance fee, annual subscription or other fee and subject to such conditions as the Committee may from time to time impose.

(g) Junior Member

- (1) Any person under the age of eighteen years may be admitted as a Junior Member upon payment of any entrance fee, annual subscription or other fees and subject to such conditions as the Committee may from time to time impose.
- (2) Junior Members shall not have any voting rights.
- (3) Junior Members shall have the use of and access to the Club premises subject at all times to the provisions of the Licensing Act.
- (4) On attaining the age of eighteen years, a Junior Member may apply for any category of membership for which the member is eligible, subject to payment of the appropriate annual subscription fee.

(h) Youth Member

- (1) Any person aged from 18 to 23 years may be admitted as a Youth Member upon payment of any entrance fee, annual subscription or other fees and subject to such conditions as the Committee may from time to time impose.
- (2) On attaining the age of 23 years, a Youth Member may apply for any category of membership for which the member is eligible, subject to payment of the appropriate annual subscription fee.

(i) Social Member

- (1) Any person over the age of eighteen years of may be admitted as a Social Member upon payment of such fee and subject to such conditions as the Committee may from time to time impose. A

Social Member is entitled to use the general facilities of the Clubhouse but not the golf course.

- (2) Any person may be admitted as a "Social & Practise" Member upon payment of such fee and subject to such conditions as the Committee may from time to time impose. In addition to the right to use the Club premises subject at all times to the provisions of the Licensing Act, a Social & Practise Member shall have the right to use the golf practice facilities of the Club, subject to any conditions as the Committee may from time to time impose.
- (3) Social Members shall not have any voting rights.

(j) Honorary Member

- (1) Distinguished citizens may, on the invitation of the Committee, be admitted as Honorary Members of the Club on such conditions as the Committee may determine. An Honorary Member shall not be liable to the annual subscriptions, levies, calls or other charges payable by a member.
- (2) Honorary Members shall not have any voting rights.

(k) Temporary Member

- (1) Any person of the age of eighteen years or over, temporarily resident in South Australia for not more than four consecutive months, may be admitted as a Temporary Member upon payment of a subscription fee and subject to such conditions and restrictions as the Committee may from time to time impose.
- (2) Temporary Members shall not have any voting rights.

(l) Staff Member

- (1) Upon the recommendation of the Club Manager and approval by the Committee, any person employed by the Club shall be entitled to casual use of the Club facilities without payment of any annual subscription or green fees.
- (2) Staff Members shall not have any voting rights.

5.3 New Categories of Membership

The Committee shall, by Regulation, have the power to create new categories or to revise categories of membership and prescribe playing and voting rights for those categories.

5.4 Admission of Members

- (a) A candidate for membership must apply to the Committee in writing.
- (b) The application must:
 - (1) be in a form approved by the Committee
 - (2) contain full particulars of the name, address and contact details of the applicant
 - (3) nominate the category of membership being sought, and
- (c) Contain any other information prescribed by Regulation for an application for membership.

5.5 Discretion to accept or reject application

- (a) The Committee may accept or reject an application whether the applicant has complied with the requirements in clause 5.4 or not. The Committee is not required, nor can they be compelled, to provide any reason for rejection.
- (b) Membership begins on the later to occur of:
 - (1) acceptance of the application by the Committee, or
 - (2) payment of any fees payable by the new member

5.6 Privileges and Obligations of Members

Every financial member shall during the currency of their membership be entitled to the use and enjoyment of the Club's facilities, subject always to any regulations regarding such use and enjoyment; and

Each member must:

- (a) Treat all staff, contractors and representatives of the Club and any associated entity (including sponsors) with respect and courtesy at all times;
- (b) Maintain and enhance the standards, quality and reputation of the Club 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 Club or Sport.

5.7 Register of Members

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

5.8 Effect of Membership

- (a) This Constitution constitutes a contract between each of the members and the Club and each member is bound by this Constitution and Regulations of the Club.
- (b) Each member is also bound by the rules and regulations governing competitions in which the member participates.

6. CESSATION OF MEMBERSHIP

6.1 General

A member ceases to be a member of the Club if:

- (a) the member is dissolved, wound up or is declared bankrupt;
- (b) the member resigns from membership in accordance with clause 6.2; or
- (c) the member is expelled from the Club under clause 6.3 hereafter.
- (d) the member's annual subscription, or agreed instalments thereof, is thirty days or more in arrears.

6.2 Notice of Resignation

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

6.3 Expulsion for Breach

- (a) Subject to clause 6(3)(c) the Committee may expel a member from membership of the Club if, in the opinion of the Committee, the member has breached any of their obligations under the Constitution or the Regulations.
- (b) The Committee may, in its discretion, 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 determine the appropriate consequences of its findings.
- (c) A member may not be expelled under this clause 6(3)(b) unless the member has been afforded natural justice.

6.4 Return of Property

A member who ceases to be a member must not thereafter use any property of the Club (including without limiting the generality, its intellectual property and/or that of its

sponsors), and must immediately return to the Club all of the Club's documents, records or other property in the possession, custody or control of the former member.

6.5 Membership may be reinstated

- (a) Nothing in this clause 6 prevents the former member from applying for readmission to membership but, in considering the readmission application, the Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under this clause 6.3 may in the absolute discretion of the Committee be reinstated at any time.
- (c) The Committee shall not be required, nor can they be compelled, to provide any reason for reinstatement of any member under this clause.

7. SUBSCRIPTIONS AND FEES

7.1 The Committee will:

- (a) fix annual membership subscriptions;
- (b) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club;
- (c) determine the time and manner of payment of the subscriptions, fees and levies by members of the Club.

7.2 The membership year of the Club shall commence on the first day of September each year.

7.3 On admission to membership, a new member must pay the current full year's subscription (or a pro rata calculation thereof) unless the Committee agrees to accept payment in instalments.

7.4 The Committee may waive all or part of a member's subscriptions, fees or levies and may agree terms of payment for a member different from those applicable to other members if the Committee is satisfied that there are special reasons to do so.

8. POWERS OF THE COMMITTEE

8.1 General Powers of the Committee

- (a) Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Committee which may exercise the powers of the Club for that purpose.
- (b) The Committee must perform its functions in the pursuit of the Objects and in the interests of the club as a whole, having regard to the Club's position in the structure of the Sport in South Australia and its role in supporting the Sport's reputation in the said State.

8.2 Limitations of Committee Powers

- (a) The Committee may not cause the Club to disaffiliate from GA or GSA without an Ordinary Resolution of the members of the Club in General Meeting.
- (b) The Committee does not have the power to sell, exchange or finally dispose of as a whole the Club's freehold real estate for any purpose, apart from the establishment of a comparable golfing facility within the environs of Mt Barker in South Australia, without first obtaining the consent of the members at a Special General Meeting called for the purpose of discussing such sale, exchange or disposal of the Club's freehold real estate. At any such Special General Meeting called for this

- purpose, 75% of the members present and entitled to vote shall vote in favour in order to gain a majority consent.
- (c) Rules 8.2(b), 8.2(c) and 8.2(d) may not be amended unless a 75% vote in favour is registered at a Special General Meeting called for the purpose of amending or deleting the aforementioned Rules.
 - (d) For the purpose of establishing a quorum at a Special General Meeting for discussion of any matter brought under Rules 8.2(b), 8.2(c) and 8.2(d), a quorum shall be not less than 50% of those members entitled to vote, either by attendance at the Special General Meeting or by proxy.

9. COMPOSITION OF THE COMMITTEE

The Committee will consist of nine members:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Captain
- (f) Course Chairman
- (g) Three general Committee members

Consistent with the 'Women in Golf Charter' proposed by GA, women will be actively encouraged and supported to nominate for positions on the Committee.

10. ELECTION OF COMMITTEE MEMBERS

10.1 Call for Nominations

- (a) Any Club member who is entitled to vote at Club general meetings is eligible to be nominated for a position on the Committee.
- (b) The Committee must call for nominations for Committee members at least 28 days prior to the Annual General meeting.
- (c) The Committee shall, when it calls for nominations, indicate which positions on the Committee are required to be filled.

10.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) in the prescribed form provided for that purpose;
- (c) signed by the proposer, seconder and nominee; and
- (d) delivered to the Club not less than 7 days before the date fixed for the Annual General Meeting.

10.3 Elections

- (a) If the number of nominations received for each vacant position on the Committee does not exceed the number required to fill the vacancy, then those nominated will be declared elected at the Annual General Meeting.
- (b) If at the close of nominations the number of nominations for each vacant position on the Committee exceeds the number required to fill the vacancy, an election must be conducted at the Annual General Meeting.
- (c) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Committee from time to time or, if the Committee has not made a determination, by the method determined by the Chairperson of the Annual General Meeting.
- (d) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies under clause 11.1 hereof.

10.4 Term of Appointment for Committee Member

- (a) Subject to clause 10(4)(b) the term of office of each Committee member begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) If the law requires the Committee member to have a particular qualification or clearance (eg police clearance under the Licensing Act), the Committee member cannot act until the qualification or clearance has been established, but for the term of office consideration it shall commence at the conclusion of the Annual General Meeting at which their election occurs.
- (c) Subject to clause 11.1 the term of office for all Committee members shall be for two years with elections being held:
 - (i) During even-numbered years, for the positions of President, Vice President, Course Chairman, and one general Committee person and
 - (ii) During odd-numbered years, for the positions of Captain, Treasurer, Secretary and two general Committee positions.

11. VACANCIES ON THE COMMITTEE

11.1 Casual Vacancies

Any casual vacancy, whether from a lack of nominations to fill the position of Committee members at an Annual General Meeting, or otherwise occurring, the position of a Committee member may be filled at the discretion of the Committee. A person appointed to fill a casual vacancy will hold office only until the end of the next Annual General Meeting, at which time nominations will be sought for the remainder of the term of office of the person who he or she replaced.

11.2 Grounds for Termination of Committee Member

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

- (a) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (b) suffers from mental or physical incapacity preventing them from fulfilling their duties;
- (c) is disqualified from office under section 30 of the Act;
- (d) resigns their office by notice in writing to the Club;
- (e) is absent without the consent of the Committee from meetings of the Committee held during a period of three months;
- (f) holds any office of employment with the Club;
- (g) is directly or indirectly in any contract or proposed contract with the Club and fails to declare the nature of their interest;
- (i) is removed by members in General Meeting; or
- (j) would otherwise be prohibited from being a director of a corporation under the Corporations Act 2001 (Cth).

12. MEETINGS OF THE COMMITTEE

12.1 Committee to meet

- (a) The Committee must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet as often as is required under the Act). Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Committee member may at any time convene a meeting of the Committee on 14 days notice to the other Committee members.

12.2 Attendance by telephone

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

12.3 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution. Each Committee member has one vote on any question. The Chair does not have a casting vote.

12.4 Resolutions not in Meeting

- (a) Subject to clause 12(4)(d), the Committee may pass a resolution without a Committee meeting being held if a majority of Committee members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Any Committee members entitled to vote but who are not in favour of the resolution must sign a document containing a statement that they are not in favour.
- (b) For the purposes of clause 12(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 other electronic transmission.
- (d) A resolution may not be passed under clause 12(4)(a) if, before it is circulated for voting under clause 12(4)(a), the Committee resolves that it can only be put at a meeting of the Committee.
- (e) A resolution passed under this clause must be recorded in the Minute Book.

12.5 Quorum

At a meeting of the Committee the number of Committee members whose presence is required to constitute a quorum is:

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

12.6 Chairperson

The President will act as Chair of any Committee meeting at which he or she is present and unless the Committee decides otherwise is the nominal head of the Club. If the Chairperson is not present, or is unwilling or unable to preside at a Committee meeting the remaining Committee members must appoint another Committee member to preside as Chair for that meeting only.

12.7 Committee Members' Interests

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

13. EXECUTIVE

The Committee may, from time to time, employ a Manager (or person by like title) and other personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Committee determines.

14. DELEGATION TO SUB COMMITTEES

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

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

14.2 The chairperson of any sub-committee established by the Committee must be a member of the Committee

15. SEAL

15.1 The Club will have a Seal on which its corporate name appears in legible characters.

15.2 The Common Seal must not be used without the express authorisation of the Committee and every use of the Seal must be recorded in the Minute Books of the Club. The affixing of the Seal must be witnessed by two Committee members or by one Committee member and another person authorised by the Committee.

16. ANNUAL GENERAL MEETING

16.1 An Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date not later than three months after the end of the Club's financial year.

16.2 Notice of the Annual General Meeting shall be posted on the Club's noticeboard and notified to each member not less than 28 days before the date of the Annual General Meeting and shall specify which offices of the Committee are open for election and to be filled at the meeting.

16.3 Any motions sought by members to be put to an Annual General Meeting must be submitted in writing to the Club Manager or Secretary not less than 21 days before the date of the meeting.

16.4 No motion of any business shall be moved at an Annual General Meeting unless notice in writing of such motion has been posted on the Club's noticeboard and notified to each member not less than 14 days prior to the Annual General Meeting

16.5 A copy of the Agenda for the Annual General Meeting together with a list of candidates for any vacant positions on the Committee shall be posted on the Club's noticeboard not less than five days before the Annual General Meeting.

16.6 The agenda for the Annual General Meeting shall make provision for, and at the Annual General Meeting:

- (a) The President shall present a written report referencing the activities of the past year and an overview of the state of affairs of the Club, together with any known proposed major developments;
- (b) The Treasurer shall present a written report and copy of the audited statement of accounts and balance sheet of the Club for the last financial year and
- (c) The Course Committee Chairman shall present a written report referencing the state of the course and any major proposed activity for the coming year.

17. SPECIAL GENERAL MEETINGS

17.1 Special General Meetings may be held

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

17.2 Requisition of Special General Meetings

- (a) On the requisition in writing of not less than five per cent (5%) of the total number of members eligible to vote, the Committee must, within one month after the receipt of the requisition, convene a Special General Meeting for the purposes specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by the requisitioning members, state the purpose of the meeting and be sent to the Club Manager or Secretary. The requisition may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (c) If the Committee does not cause a Special General meeting to be held within one month after the receipt of the requisition, the members making the requisition may convene a Special General Meeting to be held not later than three months after the receipt of the requisition.
- (d) A Special General Meeting convened by the members under this provision 17.2(c) must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the members making the requisition are supplied free of charge with particulars of members entitled to receive notice of the meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.

18. ATTENDANCE AND VOTING AT GENERAL MEETINGS

18.1 Each member of the Club is entitled to attend General Meetings but only those entitled to vote can vote at the meeting.

18.2 The auditor is entitled to attend General meetings however he or she does not have any voting rights unless he or she is a member of the Club and eligible to vote.

18.3 Every member of the Club who is entitled to vote at General Meetings may appoint another member of the Club as their proxy to attend and vote instead of them at such meeting, subject to the following conditions:

- (a) Appointment of a proxy must be in writing on forms which will be available from the Club Manager or Secretary 14 days prior to the date of the meeting;
- (b) No member shall exercise more than one proxy vote on behalf of other members.
- (c) Completed proxy forms must be received by the Club Manager or Secretary not less than 24 hours prior to the commencement of the meeting.

18.4 The appointment of a proxy cannot be used for the election of Committee positions.

18.5 The Chair of a General Meeting does not have a casting vote.

19. NOTICE OF GENERAL MEETING

19.1 Notice of every General Meeting must be given to every member, the auditor and the Committee members by the means authorised in clause 30.

- 19.2** A notice of 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.
- 19.3** In the case of a Special General Meeting at least 21 days' notice must be given to those members entitled to receive notice, together with:
- (a) the agenda for the meeting; and
 - (b) any notice of motion received from members entitled to vote.

20. BUSINESS

- 20.1** The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee members under this Constitution and the appointment of auditors.
- 20.2** All business that is transacted at a General Meeting or Annual General Meeting, other than those matters referred to in clause 20(1) is Special Business.
- 20.3** No business other than that stated on the notice for a General Meeting may be transacted at that meeting.
- 20.4** Any motion or regulation passed by an Annual General Meeting, pursuant to Clause 16, may only be rescinded or altered by a duly convened Annual General Meeting; any motion or regulation passed by a Special General Meeting, pursuant to Clause 17, may only be rescinded or altered by a duly convened Special General Meeting or Annual General Meeting.

21. PROCEEDINGS AT GENERAL MEETINGS

21.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clauses 8(b), (c) and (d), a quorum for General Meetings is 25 members entitled to vote.

21.2 Chairperson to Preside

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

- (a) where the Chairperson of the Committee has a conflict of interest; or
- (b) if the Chairperson of the Committee is not present or is unwilling or unable to preside, the members present must appoint another Committee member to preside as Chair for that meeting only.

21.3 Adjournment of Meeting

- (a) If within half-an-hour from the time appointed for a 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 were convened on the requisition of members under clause 17.2 then the meeting will lapse; and
 - (ii) Except as provided in clause 21(3)(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

- (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 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

21.4 Voting Procedure

At any meeting a resolution put to a vote of the meeting will be decided on a show of hands, unless a secret poll is (before the declaration of the result of the show of hands) demanded by the Chairperson; or at least three members present at the meeting and entitled to vote

21.5 Recording of Determinations

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

22. RECORDS AND ACCOUNTS

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

23. AUDITOR

- 23.1** An auditor shall be appointed at each Annual General Meeting as the Club's auditor for the then current financial year.
- 23.2** Any vacancy occurring during the year in the office of auditor must be filled by an appointment of the Committee.
- 23.3** The auditor has the power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Club.

24. COMPLIANCE WITH THE LIQUOR LICENSING ACT

The Club shall do all such acts, matters and things as are necessary to comply with the provisions of the Licensing Act.

25. APPLICATION OF INCOME

- 25.1** The income and property of the Club must be applied solely toward the promotion of the Objects of the Club.
- 25.2** Except as prescribed in this Constitution or the Act, no portion of the income or property of the Club may be paid or transferred directly or indirectly or whether by way of dividend, bonus or otherwise, to any member or any associate of a member.
- 25.3** Subject to clause 25.4 nothing in clauses 25.1 or 25.2 prevents a payment in good faith to a member:
 - (a) in accordance with clauses 3 and 25.1 where that member is a not-for-profit entity with a similar purpose to the Club;

- (b) for any services actually rendered to the Club whether as an employee, Committee member or otherwise;
- (c) for goods supplied to the Club in the ordinary and usual course of business;
- (d) for interest on money borrowed from any member;
- (e) for rent for premises demised or let by any member to the Club;
- (f) for any reasonable out-of-pocket expenses incurred by a member on behalf of the Club.

25.4 No payment made under clause 25.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

26. WINDING UP

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

27. DISTRIBUTION OF ASSETS ON WINDING UP

27.1 If, on winding up, dissolution or deregistration of the Club and after satisfaction of all the Club's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the members but must be distributed to another organisation which has Objects similar to the Objects of the Club and a Constitution which prohibits distribution of income or property to members.

27.2 The organisation or organisations to whom the distribution is made under clause 27.1 may be determined by members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default of 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.

28. ALTERATION OF CONSTITUTION

28.1 Subject to clause 28.2, this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.

28.2 If, in the opinion of the Committee, it is necessary to amend this Constitution:

- (a) to achieve or maintain affiliation of the Club with GA or GSA;
- (b) to comply with the Act or any amendment of regulations thereto; or
- (c) to achieve or maintain a particular tax status, the Committee may, by Special Resolution, make the amendments that it considers necessary, for the purpose.

29. REGULATIONS

29.1 The Committee may make and amend regulations, by-laws or policies for the proper advancement, management and administration of the Club and the Sport in South Australia as it thinks necessary or desirable, including without limiting the generality, regulations governing:

- (a) the conduct of Club competitions or events, including without limiting the generality to the rules of competition and codes of conduct;
- (b) the conduct of meetings;

- (c) the resolution of disputes;
- (d) discipline of members for breaches of this Constitution and or the regulations; and
- (e) any other matter in respect of which this Constitution authorises the Committee to make Regulations or which the Committee considers it necessary for the good governance of the Club and its affairs.

29.2 Regulations Binding

All Regulations are binding on the Club and all members.

29.3 Publication of Regulations

Regulations and any amendment, alteration or other change to or interpretation of the Regulations must be communicated to members by either a notice displayed on the Club's Noticeboard, or in any journal, publication or newsletter which is published by or on behalf of the Club and which is circulated by the Club to the members.

- 29.4** The Committee shall keep a record of all Regulations and allocate a number to each such regulation along with the date of instigation, amendment, or deletion.

30. NOTICE

- 30.1** Any notice (other than notices of meetings hereinbefore provided) 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 pre-paid envelope addressed to the member at the member's last known place of abode or business, or by facsimile, email, or other electronic means, or by its insertion on the Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to its members.

- 30.2** Any notice required or authorised by this Constitution to be given to the Club may be served by delivering it personally to the Club at its registered office or by sending it electronically or through the post in a pre-paid envelope addressed to the Club at its registered office.

- 30.3** A notice served by post will be taken to have been received by the recipient on the fourth working day after it was posted.

- 30.4** 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.

31. PATRONS

The Club at its Annual General Meeting may appoint annually on the recommendation of the Committee a Patron, subject to approval of that person.

32. INDEMNITY

- 32.1** Every Committee member and employee of the Club is entitled to be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee member or employee in defending any proceedings whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.

- 32.2** The Club must indemnify its Committee members and employees against all damages and losses (including legal costs) for which any such Committee member or employee may be or become liable to any third party in consequence of any act or omission:
- (a) in the case of a Committee member, performed or made in good faith, whilst acting on behalf of and with the authority, express or implied, of the Club; and
 - (b) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Club.

33. TRANSITIONAL PROVISIONS

33.1 Continuing Membership

Each person who is a member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Committee, is the category most appropriate for that member.

33.2 Committee Members

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

33.3 Regulations deemed applicable

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

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