

ASSOCIATIONS INCORPORATION ACT 1985 (SA)

**The Governing Council of the Cat Fancy of
South Australia Constitution**

ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

THE GOVERNING COUNCIL OF THE CAT FANCY OF SOUTH AUSTRALIA INC.

1. NAME OF ASSOCIATION

- 1.1 The name of the incorporated association is "The Governing Council of the Cat Fancy of South Australia Incorporated" ("Association")

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

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

"Acting Chairperson" means in the absence of the Chairperson, the person elected from among the Delegates present who shall hold Office for the duration of the meeting only.

"Affiliated Club" means an incorporated Club, Association or Society that has paid its membership.

"Annual General Meeting" means a meeting of the kind described in clause 19.

"cat" includes both sexes, and kittens, entire, neutered and speyed.

"Chairperson" to preside at the meetings of the Governing Council.

"Club Vote" means a vote which may be called for by any person present at a General Meeting and where each Affiliated Club may only make one vote.

"Constitution" means this constitution of the Association.

"Delegate" means up to 3 people appointed by each Affiliated Club to have voting rights for the purposes of Meetings and any person acting in that capacity from time to time appointed in accordance with this Constitution.

"Financial year" means the year ending on the next 31 December following incorporation and thereafter a period of 12 months commencing on 1 January and ending on 31 December each year.

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

"Governing Council" means the body consisting of the Officeholders and Delegates.

"Individual Member" means a person admitted as a member of the Association upon payment of an annual membership fee and is without voting rights.

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

“Life Member” means an individual who has paid the required one off membership fee to the Association and is without voting rights.

“Honorary Life Member” means a class of membership which may be awarded to a person who, in the opinion of Governing Council, has made an outstanding contribution to the interests of the Association.

“Meetings” means a meeting of the Delegates as contemplated by clause 15.

“Member” means a member for the time being of the Association in accordance with clause 7.

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

“Officeholders” means those positions as described in clause 12.

“Ordinary Resolution” means at a meeting of the Governing Council, a resolution passed at a General Meeting by a majority of Delegates present, entitled to vote and voting.

“Participant” means a person who participates in the showing and/or judging of cats whether as breeders, exhibitors, judges, other officials or Members.

“Reserve Delegate” has the meaning given to it in clause 6.

“Rule/s” means a regulation, by-law or policy made by the Governing Council under this Constitution.

“Seal” means the common seal of the Association.

“Shows” means cat shows.

“Special Meetings” means a meeting convened in accordance with clause 20.

“Special Resolution” means a resolution passed at General Meeting of the Delegates if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Delegates and Officeholders; and
- (b) it is passed at a duly convened meeting of the Delegates by a majority of not less than three-quarters of Delegates present, entitled to vote and voting.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;

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

2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed at an Annual General Meeting or at a General Meeting, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.4 The Act

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

3. OBJECTS OF THE ASSOCIATION

The Objects of the Association are to:

- (a) To promote in every way and foster the welfare of cats. the interests of cat owners generally; and the general improvement of the standard, breeding and exhibition of cats, plus good sportsmanship among its members.
- (b) To keep proper registers which provide for the registration of pedigree cats and owners, prefixes and transfers, and to accept affiliation or association with kindred associations and clubs, within and beyond the State of South Australia.
- (c) Generally to make Rules for the furtherance of these objects and for the general control of pedigree cats in South Australia.
- (d) To approve dates for shows to be held by affiliated Clubs.
- (e) To approve and adopt show classes and breed standards for cats under its control.
- (f) To maintain a list of qualified Judges for shows.
- (g) To appoint Judges, Judge Instructors and Judge Examiners.
- (h) To conduct instructional classes for Judges.

- (i) To approve the issue of Challenge and Award of Merit Certificates. To approve the granting of Champion, Grand Champion and Double Grand Champion and medallion awards to all entire cats, and Premier, Grand Premier and Double Grand Premier and medallion awards for all neutered cats and Merit Award Certificates for unpedigreed cats.
- (j) To issue rules for the conduct of shows.
- (k) To form a judiciary committee with disciplinary powers in accordance with this Constitution.
- (l) To invest and bank money and adopt such financial measures as shall be determined by the Association.
- (m) To allow the Association to conduct National and/or South Australian Championships.
- (n) To do all such other things as are incidental or conducive to the attainment of the above Objects.

4. POWERS OF THE ASSOCIATION

For furthering the Objects, the Association has:

- (a) the specific rights, powers and privileges conferred on it by section 25 of the Act;
- (b) in addition, all the powers it would have if it were a company incorporated under the *Corporations Act 2001* (Cth);
- (c) to grant permission for shows to be held under the auspices of the Association.
- (d) to keep registers of pedigrees of cats, litters and kittens.
- (e) to certify to the pedigree of cats and kittens in its registers.
- (f) to appoint such Committees as it thinks fit and to delegate thereto such powers as it considers proper, subject to the provisions of this Constitution.
- (g) to take action against any Member or Participant not conforming with this Constitution or with any rules made by the Association.
- (h) may appoint a Solicitor, honorary or otherwise.
- (i) to record the notification of the Governing Council Judges officiating at local, Interstate or Overseas shows.
- (j) to make any rules, regulations, by-laws and policies under this Constitution.

5. MEETINGS OF THE ASSOCIATION

- (a) There shall be an Annual General Meeting of the Association which shall be in January on a date to be fixed by the Governing Council for the purpose of:
 - (i) Receiving the report/s of the Officeholders
 - (ii) Receiving the Statement of Accounts
 - (iii) Electing the Officeholders

- (iv) Appointing the Auditor/s for the current year
 - (v) Any other business specified in the notice convening the meeting.
- (b) General Meetings of the Members shall be held as the Governing Council shall determine.
- (c) Special Meetings of the Members shall be convened by the Secretary as directed by the Chairman or on the request in writing made by an Officer of the Association as described in clause 7 or by not less than two thirds of the Affiliated Clubs and shall be called within fourteen days of such request. Such request shall state the object for which the meeting is convened.
- (d) Seven days notice in writing shall be given by the Secretary to all Delegates of all meetings and of the business to be transacted at the meeting.

6. DELEGATES AND PROXY REPRESENTATIVES

- 6.1** The Governing Council will be comprised of Delegates of each Affiliated Club who will be known as Affiliated Club Delegates.
- (a) The Delegate from an Affiliated Club based in the metropolitan area must not be an office bearer or committee member of any other Affiliated Club.
 - (b) The Delegate or Reserve Delegate for an Affiliated Club based in the country may be a non-executive member of, but not a Delegate for, any other Affiliated Club.
- 6.2**
- (a) In the event that a Delegate is unable to attend a meeting, a Reserve Delegate will attend in their place.
 - (b) The Secretary must be notified prior to the Meeting of the Reserve Delegate.

7. MEMBERS

7.1 Category of Members

The Members of the Association consist of:

- (a) Affiliated Club Members;
- (b) existing Life Members; and
- (c) Individual Members.
- (d) Honorary Life Member
 - (i) An Honorary Life Member shall pay no fee and shall be entitled to all benefits of an Individual Member.

7.2 Admission of Members

- (a) The Governing Council will not accept applications for Life Members.

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

7.3 Discretion to accept or reject application

- (a) The Delegates may accept or reject an application whether the applicant has complied with the requirements in clause 7.2 or not. The Delegates are not required, nor can they be compelled to provide, any reason for rejection.
- (b) Membership begins on the later to occur of:
 - (i) acceptance of the application by the Association; or
 - (ii) payment of any fees payable by the new Member.

7.4 Obligations of Members

Each Member must:

- (a) treat all Members, staff and contractors of the Association with respect and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of both the Association and its affiliated clubs, associations and societies;
- (c) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association and its affiliated clubs, associations and societies; and
- (d) in the case of an Affiliated Club:
 - (i) take reasonable steps to prevent any of its members or any Participant associated with it from acting in a way that is likely to bring the Association into disrepute or which might adversely affect or derogate from the standards, quality and reputation of the Association, its Members and other Participants and its maintenance and development; and
 - (ii) take reasonable steps to discipline appropriately any of its members or any Participant associated with it if the member or Participant acts in such a way.

7.5 Register of Members

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

7.6 Effect of Membership

- (a) This Constitution constitutes a contract between each of the Members and the Association and each Member is bound by this Constitution and the By Laws.

8. CESSATION OF MEMBERSHIP

8.1 General

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

- (a) the Member dies;
- (b) the Affiliated Club is dissolved, wound up or bankrupted;
- (c) the Member resigns from membership in accordance with clause 8.2; or
- (d) the Member is expelled from the Association under clause 8.3.
- (e) the member becomes unfinancial

8.2 Notice of Resignation

A Member Club must give one month's notice in writing to the Association if they intend to resign their membership of the Association. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Association.

8.3 Expulsion for breach

- (a) Subject to clause 8.3(c) but despite anything contained in any Rule made under clause 9(a) the Governing Council may expel a Member from membership of the Association if, in the opinion of the Governing Council, the Member has materially breached any of its obligations under this Constitution or the Rules.
- (b) The Governing Council may, in its discretion, convene a judiciary committee under clause 9(c) to hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution or the Rules and to make recommendations to the Governing Council about the appropriate consequences of its findings. The Governing Council may rely on the findings and recommendations of the judiciary committee.
- (c) A member may not be expelled under clause 8.3(a) unless the Member has been afforded natural justice.

8.4 Return of Property

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

8.5 Membership may be Reinstated

- (a) Nothing in this clause 8 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Governing Council is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under this clause 8 may be reinstated at the discretion of the Governing Council without an application having been made under clause 8.5(a), with such conditions as it deems appropriate.

9. DISCIPLINE

- (a) The Governing Council may make Rules governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Rules against Members or Participants.
- (b) A Rule made under clause 9(a) may:
 - (i) provide for one or more judiciary committees or tribunals with a minimum of three (3) persons, to hear and resolve cases falling under clause 9(a);
 - (ii) prescribe penalties for breaches of this Constitution or the Rules;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties;
 - (iv) and otherwise prescribe the procedures for dealing with cases falling under clause 9(a).
- (c) Despite any Rule made under clause 9(a), the Association may itself deal with any matter referred to it or appoint a judiciary committee to do so.
- (d) All proceedings relating to cases falling under clause 9(a) must be conducted according to the rules of natural justice.
- (e) In order for Members or Participants to represent their interests at minimal cost to them, a lawyer or other advocate will not be permitted to appear for them at proceedings constituted under this clause 9. Legal assistance can be sought for the purposes of preparing for such proceedings only.

10. SUBSCRIPTIONS AND FEES

- (a) The Governing Council will:
 - (i) fix annual membership subscriptions;

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

11. POWERS OF THE GOVERNING COUNCIL

11.1 Governing Council

The Governing Council constitutes the Committee for the purposes of the Act.

11.2 General powers of Association

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

12. COMPOSITION OF THE GOVERNING COUNCIL

12.1 Composition of the Governing Council

The Governing Council will comprise the following Officeholders elected from the Delegates:

Chairperson	The person elected at the Annual General Meeting and shall not be a member of any affiliated Club.
Acting Chairperson	In the absence of the Chairperson an Acting Chairperson shall be elected from among the Delegates present. An Acting Chairperson shall hold Office for the duration of the meeting only.
Secretary	To be elected by the Delegates annually. Duties as defined in the By-Laws.
Assistant Secretary	To be elected by the Delegates annually. Duties as defined in the By-Laws.

Treasurer	To be elected by the Delegates annually. Duties as defined in the By-Laws.
Auditors	To be appointed by the Association annually. Duties as defined in the By-Laws.
Registrars	To be elected by the Delegates annually. Duties as defined in the By-Laws.
Public Relations Officer	To be elected by the Delegates annually. Duties as defined in the By-Laws.
Stationary Officer	To be elected by the Delegates annually. Duties as defined in the By-Laws.
Public Officer	To be elected by the Delegates annually. Duties as defined in the By-Laws.

13. OFFICEHOLDERS

13.1 Nominations

- (a) The Governing Council must call for nominations for Chairperson at least thirty (30) days prior to the Annual General Meeting.
- (b) The Governing Council may, when it calls for nominations for Officeholders, indicate the job descriptions for those Officeholders and the qualifications or experience it considers desirable for those Officeholders.

13.2 Form of Nomination

Nominations must:

- (a) be in writing or be minuted at a meeting;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by the nominee or such acceptance minuted at a meeting;
- (d) disclose any position the nominee holds in an Affiliated Club, including as an officer, a member or an employee; and
- (e) be delivered to the Association not less than fourteen (14) days before the date fixed for the Annual General Meeting if in writing or minuted at the Annual General Meeting.

13.3 Elections

- (a) If the number of nominations received for the Governing Council does not exceed the number of vacancies to be filled, then, subject to clause 13.3(e), those nominated will be declared elected at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Governing Council, nominations for the remaining officeholder positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of

vacancies to be filled, then, subject to clause 13.3(e), those nominated will be declared elected at the Annual General Meeting.

- (c) If at any stage the number of nominations for the Governing Council exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (d) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Governing Council from time to time or if the Governing Council has not made a determination, by the method determined by the Chairperson of the Annual General Meeting.
- (e) If at the close of the Annual General Meeting, vacancies on the Governing Council remain unfilled, the vacant positions will be casual vacancies under clause 14.1.

13.4 Term of Appointment for Officeholders

- (a) Subject to clause 13.4(b), the term of office of each Officeholder begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) If the law requires the Officeholder to have a particular qualification or clearance (for example, police clearance), the Officeholder's term will not begin until the qualification or clearance has been established.
- (c) The term of office of each Officeholder ends at the conclusion of the Annual General Meeting following their election, but the Officeholder is eligible for re-election.

14. VACANCIES ON THE GOVERNING COUNCIL

14.1 Casual Vacancies

Any casual vacancy occurring in the position of Elected Officeholder may be filled by the remaining Delegates. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting irrespective of the term of office of the person whom he or she replaces.

14.2 Grounds for Termination of Officeholder

The office of an Officeholder becomes vacant if the Officeholder:

- (a) dies;
- (b) becomes bankrupt;
- (c) suffers from mental or physical incapacity;
- (d) is disqualified from office under section 30 of the Act;
- (e) resigns his or her office by notice in writing to the Association;
- (f) is absent without the consent of the Governing Council from meetings of the Governing Council held during a period of six (6) months;
- (g) holds any office of employment with the Association;

- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- (i) is removed from office by the Chairperson;
- (j) is removed by the Members in General Meeting; or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

If an Officeholder is removed by resolution of the Members, the Officeholder cannot be reappointed to the Governing Council as an Officeholder without a further resolution of Members authorising the appointment.

14.3 Association May Act

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

15. MEETINGS OF THE GOVERNING COUNCIL

15.1 Governing Council to Meet

The Governing Council must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Governing Council may adjourn and otherwise regulate its Meetings as it thinks fit.

15.2 Decisions of Governing Council

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

15.3 Resolutions not in Meeting

- (a) Subject to clause 15.3(d), the Governing Council may pass a resolution without a meeting being held if one Delegate from each Affiliated Club entitled to vote on the resolution, returns a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Delegate votes.
- (b) For the purposes of clause 15.3(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) A resolution may not be passed under clause 15.3(a) if, before it is circulated for voting under clause 15.3(a), the Governing Council resolves that it can only be put at a meeting of the Governing Council.
- (e) A resolution passed under this clause must be recorded in the minute book.

15.4 Quorum

At meetings of the Governing Council the number of Delegates whose presence is required to constitute a quorum is one delegate from 75% of the Affiliated Clubs.

15.5 Chairperson

The Delegates must elect a Chairperson. The Chairperson will act as chair of any Meeting at which he or she is present and unless the Governing Council decides otherwise is the nominal head of the Association. If the Chairperson is not present, or is unwilling or unable to preside at a Meeting the remaining Delegates must appoint another Delegate to preside as chair for that meeting only.

15.6 Delegates' Interests

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

16. EXECUTIVE

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

17. SUBCOMMITTEES

The Governing Council may, in writing, establish subcommittees which include as its member the President and the Secretary of the Association and delegate to each of them the exercise of the functions of the Governing Council that are specified in the instrument of delegation, other than:

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

18. SEAL

- (a) The Association will have a Seal on which its corporate name appears in legible characters.
- (b) The Seal may not be used without the express authorisation of the Governing Council and every use of the Seal must be recorded in the minute books of the Association. The affixing of the Seal must be witnessed by the two (2) people authorised by the Governing Council for that purpose.

19. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Association must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Governing Council.

20. SPECIAL MEETINGS

20.1 Special Meetings may be held

The Governing Council may, whenever it thinks fit, convene a Special Meeting of the Association.

20.2 Requisition of Special Meetings

- (a) On the requisition in writing of not less than five per cent (5%) of the total number of Members, the Governing Council must, within one month after the receipt of the requisition convene a Special Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Governing Council 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 Meeting to be held not later than three (3) months after the receipt of the requisition.
- (d) A Special Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Governing Council and for this purpose the Governing Council must ensure that the Affiliated Club Members making the requisition are supplied free of charge with particulars of the Affiliated Club Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

21. ATTENDANCE AT GENERAL MEETINGS AND APPOINTMENT OF RESERVE DELEGATE

- (a) Unless this Constitution expressly provides otherwise, Members, the auditor and Delegates are entitled to attend a General Meeting but only Delegates are entitled to vote.
- (b) Each Affiliated Club Member, by notice to the Association, may appoint a natural person to act as its proxy in all matters connected with the Member as if the Association were a body corporate to which section 253B of the Corporations Act 2001 applies and the appointed proxy will have the powers in relation to the Member as if section 253B applied to the Association.
- (c) An Affiliated Club Member may, by notice to the Association, revoke an appointment made under clause 21(b).
- (d) For all the purposes of this Constitution, an Affiliated Club Member represented at a General Meeting by a proxy is to be taken to be present in person at the meeting.

22. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting must be given to every Member, the auditor and the Delegates by the means authorised in clause 34.
- (b) A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least seven (7) days notice of a General Meeting must be given, together with:

- (i) the agenda for the meeting;
- (ii) any notice of motion received from Members entitled to vote.

23. BUSINESS

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Governing Council and auditors, the election of Officeholders under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 23(a), is special business.

24. PROCEEDINGS AT GENERAL MEETINGS

24.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 24.3(a)(ii), a quorum for General Meetings is 75% of Affiliated Club Members with the Chairperson to preside

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

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

If the Chairperson of the Governing Council is not present or is unwilling or unable to preside, the Delegates present must appoint another Officeholder to preside as chair for that meeting only.

24.2 Adjournment of meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the Chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (i) if the meeting was convened on the requisition of Members under clause 20.2, the meeting will lapse; and
 - (ii) in any other case, those Members present will constitute a quorum.
- (b) The Chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

- (d) Except as provided in clause 24.2(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

24.3 Voting Procedure

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

- (a) the Chairperson; or
- (b) a simple majority of the Delegates present at the meeting.

24.4 Recording of Determinations

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

25. VOTING AT GENERAL MEETINGS

25.1 Members entitled to vote

Each Delegate is entitled to one (1) vote at General Meetings or in the case of a Club Vote, then each Affiliated Club is entitled to one (1) vote.

25.2 Chairperson may not exercise casting vote

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

26. DISPUTE RESOLUTION PROCEDURE

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and/or Participant and:
 - (i) another Member and/or Participant;
 - (ii) member/s of the general public; or
 - (iii) the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to the Governing Council for resolution.
- (d) The Governing Council may prescribe additional grievance procedures in the Rules consistent with this clause 26.
- (e) In this clause 'Member' or 'Participant' includes any former Member or Participant who was a Member or Participant not more than six months before the dispute occurred.

27. RECORDS AND ACCOUNTS

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

28. AUDITOR

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

29. APPLICATION OF INCOME

29.1 The income and property of the Association must be applied solely towards the promotion of the Objects.

29.2 Except as prescribed in this Constitution or the Act, no portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or Delegate, or any associate of a Member or Delegate.

29.3 Subject to clause 29.4, nothing in clauses 29.1 or 29.2 prevents a payment in good faith to any Delegate or Member:

- (a) in accordance with clauses 3 and 29.1 where that Member or Delegate is a not-for-profit entity with a similar purpose to the Association;
- (b) for any services actually rendered to the Association whether as an employee, Delegate or otherwise;
- (c) for goods supplied to the Association in the ordinary and usual course of operation;
- (d) for interest on money borrowed from any Member or Delegate;
- (e) for rent for premises demised or let by any Member or Delegate to the Association;
- (f) for any reasonable out-of-pocket expenses incurred by the Member or Delegate on behalf of the Association.

29.4 No payment made under clause 29.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

30. WINDING UP

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

31. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remain

surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.

- (b) The organisation or organisations to whom the distribution is to be made under clause 31(a) may be determined by the Delegates in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Delegates, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

32. CONSTITUTION

32.1 Alteration of Constitution

- (a) Subject to clause 32.1(b), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.
- (b) If, in the opinion of the Governing Council, it is necessary to amend this Constitution:
 - (i) to achieve or maintain affiliation of the Association with another State or a Federal Association; or
 - (ii) to achieve or maintain a particular tax status,the Governing Council may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

33. RULES

33.1 Governing Council to formulate Rules

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

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

The Rules must be consistent with the Constitution.

33.2 Rules Binding

All Rules are binding on the Association and all Members.

33.3 Publication of Rules

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

34. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member, Delegate or Participant may be served on the Member, Delegate or Participant personally or by sending it through the post in a prepaid envelope addressed to the Member, Delegate or Participant at the Member, Delegate or Participant's last known address or by facsimile, email or other electronic means or by its insertion on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to its Members.
- (b) Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at its registered office or by sending it through the post in a prepaid envelope addressed to the Association at the registered office.
- (c) A notice served by post will be taken to have been received by the recipient on the second working day after it was posted.
- (d) A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two hours after it was sent.

35. PATRONS AND VICE PATRONS

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

36. INDEMNITY

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

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

37. TRANSITIONAL PROVISIONS

37.1 Continuing Membership

- (a) Each member that is a member of the Association on the day on which this Constitution is adopted will automatically be admitted to a category of membership in accordance with clause 7.1.
- (b) Each other person who is a member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Association, is the category most appropriate for that Member.

37.2 Officeholders

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

37.3 Rules deemed applicable

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