



ASSOCIATIONS INCORPORATION ACT 1985 (SA)

# Northern Districts Athletics Club Incorporated



## Constitution

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## CONSTITUTION

### OF NORTHERN DISTRICTS ATHLETICS CLUB INCORPORATED

#### 1. NAME OF CLUB

The name of the club is the Northern Districts Athletics Club Incorporated.

#### 2. DEFINITIONS AND INTERPRETATION

##### Definitions

In this constitution, unless the contrary intention appears:

- **'Act'** means the *Associations Incorporation Act 1985 (SA)*.
- **'Committee'** means the body managing the club and consisting of the elected committee members.
- **'Constitution'** means this constitution of the club.
- **'Financial year'** means the year ending on the 31<sup>st</sup> March following incorporation and thereafter a period of 12 months commencing on 1<sup>st</sup> April each year.
- **'Meetings': There are three meetings allowing Members to have the opportunity to express opinions and vote on various matters as listed under Clause 6:**
  - a) **'Committee Meetings'** of the Club are usually held on a regular basis (e.g. monthly)
  - b) **'Annual General Meeting'** is held once per year to receive financial accounts and elect the Committee.
  - c) **'Special General Meeting'** are special meetings that are convened by Members or the Committee to discuss extraordinary issues.
- **'Individual member'** means a registered, financial member of the club who is at least 18 years of age.
- **'Junior member'** means a registered member of the club who is younger than 18 years of age.
- **'Junior Member representative'** means an individual that has the power, authority and duty to act on a Member's behalf and in doing so, is also bound by this Constitution. The Member representative of a Junior Member under 18 years of age means their parent/guardian.
- **'Life member'** means an individual appointed as a life member of the club under **clause 5.2**
- **'Local area'** means the geographical area for which the club is responsible as recognised by the state organisations for Athletics South Australia and Little Athletics South Australia, of which the club is a member.
- **'Member'** means a member of the club for the time being under **clause 5**.
- **'Objects'** means the objects of the club in **clause 3**.

- **‘Special resolution’** means a special resolution defined in the Act.
- **‘Sport’** means the Sport of Athletics.
- **‘SSO’** means the State Sport Association - Athletics South Australia and Little Athletics South Australia.

### **Interpretation**

In this constitution:

- A reference to a function includes a reference to a power, authority and duty.
- 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.
- Words importing the singular include the plural and vice versa.
- Words importing any gender include the other genders.
- References to persons include corporations and bodies politic.
- References to a person include the legal personal representatives, successors and permitted assigns of that person.
- A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).
- A reference to ‘writing’ shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

### **Severance**

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

### **The Act**

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

## **3. OBJECTS OF THE CLUB**

The club is established solely for the objects. The objects of the club are established to:

- (a) Conduct, encourage, promote, advance and administer Athletics throughout the local area and South Australia.
- (b) Act, at all times, on behalf of and in the interest of the members and Athletics in the local area.

- (c) Encourage the development of participants of all abilities by promoting positive attitudes and a healthy lifestyle through family and community involvement in the Sport, both as a social, recreational activity and as competition.
- (d) Affiliate and otherwise liaise with the state organisations of which the club is a member and adopt their rule and policy frameworks to further these objects
- (e) Abide by, promulgate, enforce and secure uniformity in the application of the rules of Athletics.
- (f) Advance the operations and activities of the club throughout the local area.
- (g) Provide coaches and officials to the sport.
- (h) Enter Members and teams of Members in regional and state competitions and events in the Sport.
- (i) Maintain and enhance the reputation of the Sport and the standards of play and behaviour of Members; Participants and Volunteers.
- (j) Have regard to the public interest in its operations.
- (k) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

#### **4. POWERS OF THE CLUB**

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

##### **4.1.1 General Powers of Committee**

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 their role of supporting the Sport's reputation in the state.

##### **4.1.2 Limitation**

The Committee may not cause the Club to disaffiliate from an SSO without an Ordinary Resolution of Members at a General Meeting.

#### **5. MEMBERS**

##### **5.1 Members of the club shall consist of:**

- (a) Individual members, who subject to this constitution, shall have the right to receive notice of annual general and special general meetings and to be present, to debate and to vote.
- (b) Junior members, who subject to this constitution, shall have no right to receive notice of annual general and special general meetings, be present, debate or vote.
- (c) Junior member representatives, shall have the right to receive notice of annual general and special general meetings to debate and to vote. They may be present.
- (d) Life members, who subject to this constitution, shall have the right to receive notice of annual general and special general meetings and to be present, to debate and to vote.

## **5.2 Life Members**

- (a) The Committee may recommend to the AGM that any person who has rendered distinguished service to the club be appointed as a life member subject to the Life Member criteria as detailed in the regulations.
- (b) A resolution of the Committee Meeting to confer life membership (subject to **clause 5.2(c)**) on the recommendation of the committee must be a special resolution.
- (c) A person may reject the club's resolution to confer life membership in writing.

## **5.3 Application for membership**

An application for membership must be:

- (a) in writing on the form prescribed from time to time by the committee (if any), from the applicant or its nominated representative and lodged with the club
- (b) contain full particulars of the name and addresses and contact details of the applicant; and
- (c) accompanied by the appropriate fee, if any.

## **5.4 Discretion to Accept or Reject Application**

- (a) The club may accept or reject an application whether the applicant has complied with the requirements in **clause 5.3** or not. The club shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the club accepts an application, the applicant shall become a member. Membership shall be deemed to commence upon acceptance of the application by the club. The register shall be amended accordingly as soon as practicable.
- (c) Where the club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the club.

## **5.5 Renewal**

Members (other than life members) must renew their membership annually in accordance with the procedures set down by the club in regulations from time to time.

## **5.6 Deemed Membership**

- (a) All persons who are, prior to the approval of this constitution under the Act, members of the club shall be deemed members from the time of approval of this constitution under the Act.
- (b) Any members of the club, prior to approval of this constitution under the Act, who are not deemed members under **clause 5.6(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this constitution.

## **5.7 Club to Keep Register**

The club shall keep and maintain a register in which shall be entered (as a minimum):

- (a) the full name, address and date of entry of each member.
- (b) where applicable, the date of termination of membership of any member.

Members shall provide notice of any change and required details to the club within one month of such change.

#### **5.8 Inspection of Register**

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any member, shall be available for inspection (but not copying) by members, upon reasonable request.

#### **5.9 Use of register**

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

#### **5.10 Effect of Membership**

Members and Junior Member representatives acknowledge and agree that:

- (a) This constitution forms a contract between each of them and the club and that they are bound by this constitution and the regulations.
- (b) They shall comply with and observe this constitution and the regulations and any determination, resolution or policy, which may be made or passed by the committee or other entity with delegated authority.
- (c) By submitting to this constitution and regulations, they are subject to the jurisdiction of the club, SSO.
- (d) The constitution and regulations are necessary and reasonable for promoting the objects and particularly the advancement and protection of Athletics.
- (e) They are entitled to all benefits, advantages, privileges and services of club membership.

#### **5.11 Notice of Resignation**

- (a) A member who has paid all arrears of fees payable to the club may resign or withdraw from membership of the club by giving one month's notice in writing to the club.
- (b) Once the club receives a notice of resignation of membership given under **clause 5.11(a)**, it must make an entry in the register that records the date on which the member ceased to be a member.

#### **5.12 Discontinuance for Breach**

- (a) Membership of the club may be discontinued by the committee upon breach of any clause of this constitution or the regulations, including, but not limited to, the failure to pay any monies owed to the club, failure to comply with the regulations or any resolutions or determinations made or passed by the committee or any duly authorised committee.
- (b) Membership shall not be discontinued by the committee under **clause 5.12(a)** without the committee first giving the accused member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a member fails, in the committee's view, to adequately explain the breach, that member's membership shall be discontinued under **clause 5.12(a)** by the club giving written notice of the discontinuance to the member. The register shall be amended to reflect any discontinuance of membership under this **clause 5.12** as soon as practicable.

### **5.13 Member to Re-Apply**

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

- (a) must seek renewal or re-apply for membership in accordance with this constitution
- (b) may be re-admitted at the discretion of the committee.

### **5.14 Forfeiture of Rights**

A member who ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the club and its property and shall not use any property of the club including intellectual property. Any club documents, records or other property in the possession, custody or control of that member shall be returned to the club immediately.

### **5.15 Membership May be Reinstated**

Membership, which has been discontinued under this **clause 5**, may be reinstated at the discretion of the committee, with such conditions as it deems appropriate.

### **5.16 Refund of Membership Fees**

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

### **5.17 Discipline**

The Committee may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members, Member Representatives, Participants or Volunteers and any other matter involving the enforcement of this Constitution or the Regulations against Members, or Member Representatives, Participants or Volunteers.

The committee may commence or cause to be commenced disciplinary proceedings against a member who has allegedly:

- (a) Breached, failed, refused or neglected to comply with a provision of this constitution, the regulations or any resolution or determination of the committee or any duly authorised committee
- (b) Acted in a manner unbecoming of a member, or prejudicial to the purposes and interests of the club and/or Athletics.
- (c) Brought the club, any other member or Athletics into disrepute.

That member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the club set out in the regulations.

The committee may appoint a judiciary committee to deal with any disciplinary matter referred to it. Such judiciary committee shall operate in accordance with the procedures expressed in the regulations but is subject always to the Act.

### **5.18 Grievance Procedure**

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a member and:
  - (i) Another member
  - (ii) The club.

- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.
- (c) The committee may prescribe additional grievance procedures in regulations consistent with this **clause 5.18**.

#### **5.19 Subscriptions And Fees**

The annual membership subscription (if any) and any fees or other levies payable by members to the club and the time for and manner of payment shall be as determined by the committee.

### **6. MEETINGS OF MEMBERS**

#### **6.1 Types Of Meetings**

The meetings that can be convened on various matters are:

- (a) Committee Meetings of the Club that are usually held on a regular basis.
- (b) Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.
- (c) Special General Meetings of the Club are special meetings that are convened by Individual or Life Members to discuss extraordinary issues.

#### **6.2 Attendance At Meetings**

Each of the Committee members, sub-committee members (if any) is entitled to attend and debate at Committee Meetings.

#### **6.3 Notice Of Annual General and Special General Meetings**

- (a) Notice of annual general and special general meetings shall be given to every individual member, member representative and life member entitled to receive notice. Notices shall be sent to the addresses appearing in the club's register. No other person shall be entitled, as of right, to receive notices of Committee meetings.
- (b) A notice of a Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of an annual general and special general Meeting must be given to those Members and Member representatives entitled to receive notice, together with:
  - (i) The agenda for the meeting;
  - (ii) Any notice of motion.
- (d) 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 the auditors.
- (e) All business that is transacted at a Special Meeting, other than those matters referred to in clause 6.3(d) is special business. No business other than that stated on the notice for a Special Meeting may be transacted at that meeting.

#### **6.4 Proceedings At Meetings**

- (a) No business may be transacted at the Annual General or a Special General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for Annual General or a Special general meetings of the club shall be 20 voting members.
- (b) No business may be transacted at a Committee Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for Committee meetings of the club shall be greater than 50%.

#### **6.5 President To Preside At Meetings**

- (a) The President of the Committee will, subject to this Constitution, preside as chairperson at every Meeting except:
  - (i) In relation to any election for which the chairperson of the Committee is a nominee; or
  - (ii) Where the chairperson of the Committee has a conflict of interest.
- (b) If the President 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.

#### **6.6 Adjournment Of Meeting At Meetings**

- (a) If within half an hour from the time appointed for the Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
  - (i) if the meeting was convened on the requisition of Members under clause 6.10, the meeting will lapse; and
  - (ii) in any other case, those Members present will constitute a quorum.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in clause 6.6(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

#### **6.7 Voting Procedure At Meetings**

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

- (a) the chairperson/president; or
- (b) a simple majority of Members or Member representatives present at the meeting.

- (c) Proxy voting shall not be permitted at any meetings

#### **6.8 Recording Of Determinations At Meetings**

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

#### **6.9 Voting At Meetings**

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

#### **6.10 Special General Meetings**

- (a) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) Requisition of Special General Meetings
  - (i) On the requisition in writing of not less than ten per cent (10%) of the total number of persons with voting rights, the Committee must, within one month after the receipt of the requisition, and give notice as per Clause 9.6, convene a Special General Meeting for the purpose specified in the requisition.
  - (ii) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
  - (iii) If the 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 (3) months after the receipt of the requisition.
  - (iv) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.

### **7. MANAGEMENT**

The committee members of the club in office immediately prior to approval of this constitution under the Act shall continue in those positions until the next AGM following such adoption of this constitution, and thereafter the positions of committee members shall be filled, vacated and otherwise dealt with in accordance with this constitution.

#### **7.1 Powers Of The Committee**

Subject to the Act and this constitution, the business of the club shall be managed and the powers of the club shall be exercised by the committee. In particular, the committee shall act

in accordance with the objects and shall operate for the benefit of the members and the community.

## **7.2 Composition of the Committee**

The committee shall comprise:

- (a) No less than seven elected committee members
- (b) up to two appointed committee members who need not be members and who may be appointed by the committee elected under **clause 7.9**
- (c) sub committees may be formed under an executive committee.

## **7.3 Election and Appointment of Committee Members**

The elected committee members shall be elected under **clause 7.7**.

The appointed committee members may be appointed under **clause 7.9**.

**President:** If the nominations under **clause 7.7 (b)** do not indicate portfolios or the elections under clause 7.7 do not result in the portfolio of President being filled, then the Committee must appoint one of the Committee Members as its President. The President will act as chair of any Committee meeting or General Meeting at which he or she is present and unless the Committee decides otherwise is the normal head of the Club. If the President 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.

## **7.4 Portfolios**

The committee may allocate portfolios to committee members.

## **7.5 Nomination for Committee**

Nominations for elected committee member positions shall be called for 21 days prior to the AGM. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Committee Member role descriptions shall be determined by the committee from time to time.

## **7.6 Form of Nomination**

Nominations can be in writing.

## **7.7 Elections**

- (a) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the committee, then those nominated shall be declared elected only if approved by the majority of members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the committee, or if a person is not approved by the majority of members under **clause 7.7**, the positions will be deemed casual vacancies and open to the floor nominations.
- (c) If the number of nominations exceeds the number of vacancies to be filled, a vote will occur
- (d) Voting shall be conducted in such a manner and by such a method as determined by the committee from time to time.

#### **7.8 Term of Appointment for Elected Committee Members**

Committee Members elected under shall be elected for a term of one year. Subject to provisions in this constitution relating to early retirement or removal of committee members, elected committee members shall remain in office from the conclusion of the AGM at which the election occurred until the conclusion of the second AGM following.

#### **7.9 Appointment of Committee Members**

The elected committee members may appoint up to two appointed committee members.

#### **7.10 Qualifications for Appointed Committee Members**

The appointed committee members may skills which complement the committee composition.

#### **7.11 Term of Appointment**

Appointed committee members may be appointed by the elected committee members under this constitution for a term of one year, which shall commence from the first committee meeting after the AGM until after the conclusion of the second AGM that follows

#### **7.12 Casual Vacancies**

Any casual vacancy occurring in the position of the committee may be filled by the remaining committee members from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the committee members term under this constitution.

#### **7.13 Grounds for Termination of a Committee Member**

In addition to the circumstances in which the role of a committee becomes vacant by virtue of the Act, the role of a committee members becomes vacant if the member:

- (a) resigns their role in writing to the club committee
- (b) is absent without the consent of the committee from meetings held during a period of three months
- (c) is directly or indirectly interested in any contract or proposed contract with the club and fails to declare the nature of that interest
- (d) in the opinion of the committee (but subject always to this constitution):
  - (i) has acted in a manner unbecoming or prejudicial to the objects and interests of the club
  - (ii) has brought the club into disrepute
- (e) is removed by special resolution

#### **7.14 Committee May Act**

In the event of a casual vacancy or vacancies in the roles of the committee, the remaining committee members may act. However, if the number of remaining committee members is not sufficient to constitute a quorum at a meeting of the committee they may act only for the purpose of increasing the number of committee members to a number sufficient to constitute a quorum.

#### **7.15 Committee to Meet**

The committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to this constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A committee member may at any time convene a meeting of the committee within reasonable time.

#### **7.16 Decisions of Committee**

Subject to this constitution, questions arising at any meeting of the committee shall be decided by a majority of votes and a determination of a majority of committee members shall for all purposes be deemed a determination of the committee. All committee members shall have one vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

#### **7.17 Circulatory Resolutions**

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

#### **7.18 Resolutions Not in Meeting**

- (a) Without limiting the power of the committee to regulate its meetings as it thinks fit, a meeting of the committee may be held where one or more of the committee members is not physically present at the meeting, provided that:
  - (i) All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
  - (ii) Notice of the meeting is given to all the committee members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the committee or this constitution. The notice will specify that committee members are not required to be present in person.
  - (iii) If a failure in communications prevents clause 7.18(a)(i) from being satisfied by the number of committee members which constitutes a quorum, and none of such committee members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until clause 7.18(a)(i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
  - (iv) Any meeting held where one or more of the committee members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a committee members is there present. If no committee members is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

### **7.19 Notice of Committee Meetings**

Unless all committee members agree to hold a meeting at a shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen days' written notice of the meeting of the committee shall be given to each committee members. The agenda shall be forwarded to each committee members no less than four days prior to the meeting.

### **7.20 Conflict of Interest**

A committee member shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He/she shall, unless otherwise determined by the committee, absent himself/herself from discussions of such matters and shall not be entitled to vote in respect of such matters. If the committee member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a committee member to absent them self from discussions and refrain from voting, the issue should be immediately determined by vote of the committee. If this is not possible, the matter shall be adjourned or deferred. Any declaration made and given by a committee member, must be recorded in the minutes of the relevant meeting.

### **7.21 Committee May Delegate Functions**

7.21.1 The committee may, by instrument in writing, create, establish or appoint special committees, individual job roles and consultants to carry out specific duties and functions.

7.21.2 It will determine what powers these committees are given. In exercising its power under this clause, the committee must take into account broad stakeholder involvement.

### **7.22 Common Seal**

7.22.1 The club shall have a seal upon which its corporate name shall appear in legible characters.

7.22.2 The seal shall not be used without the express authorisation of the committee. Every use of the seal shall be recorded in the club's minute book. Two committee members must witness every use of the seal.

## **8. RECORDS AND ACCOUNTS**

### **8.1 Records**

The club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the committee). It shall produce these as appropriate at each committee or general meeting.

### **8.2 Records Kept in Accordance with the Act**

Proper accounting and other records shall be kept in accordance with the Act. The club shall retain such records for seven years after the completion of the transactions or operations to which they relate.

### **8.3 Committee to Submit Accounts**

The committee shall submit the club's statements of account to the members at the AGM in accordance with this constitution and the Act.

#### **8.4 Accounts Conclusive**

The statements of account, when approved or adopted by an AGM, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

#### **8.5 Negotiable Instruments**

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised committee members or in such other manner as the committee determines.

#### **8.6 Auditor For Prescribed Clubs**

- (a) A properly qualified auditor or auditors shall be appointed by the club in a general meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth.)* and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the club in a general meeting.
- (b) The accounts of the club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

#### **8.7 Application Of Income**

- (a) The income and property of the Club must be applied solely towards the promotion of the Objects.
- (b) 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.
- (c) Subject to clause 8.7(d), nothing in clauses (a) or (b) prevents a payment in good faith to any Member:
  - (i) in accordance with clauses 3 and 8.7(a) where that Member is a not-for-profit entity with a similar purpose to the Club;
  - (ii) for any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
  - (iii) for goods supplied to the Club in the ordinary and usual course of operation;
  - (iv) for interest on money borrowed from any Member;
  - (v) for rent for premises demised or let by any Member to the Club;
  - (vi) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.
- (d) No payment made under clause 8.7(c) may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## **9. ADMINISTRATION**

### **9.1 Winding Up**

- (a) Subject to this constitution the club may be wound up in accordance with the Act.
- (b) The liability of the members of the club is limited.

### **9.2 Distribution Of Property On Winding Up**

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

### **9.3 Alteration Of Constitution**

This constitution shall not be altered except by special resolution.

### **9.4 Regulations**

- (a) The committee may formulate, issue, adopt, interpret and amend regulations for the proper advancement, management and administration of the club, the advancement of the purposes of the club and Athletics in the local area. Such regulations must be consistent with the constitution and any policy directives of the committee.
- (b) All regulations are binding on the club and all members.
- (c) All clauses, rules, by-laws and regulations of the club in force at the date of the approval of this constitution (as long as such clauses, rules/by-laws and regulations are not inconsistent with or have been replaced by, this constitution) shall be deemed to be regulations and shall continue to apply.
- (d) Amendments, alterations, interpretations or other changes to regulations shall be advised to members by means of bulletins approved by the committee and prepared and issued by the club. The club shall take reasonable steps to distribute information in the bulletins to members. The matters in the bulletins are binding on all members.
- (e) The Regulations must be consistent with the Constitution, the SSO constitution and any regulations made by the SSO.

### **9.5 Status And Compliance Of Club**

- (a) The club is a member of the regional and/or state bodies for Athletics South Australia and Little Athletics South Australia and is recognised by those bodies as the entity responsible for the delivery of Athletics in the local area and is subject to compliance with this constitution. The regional and/or state bodies' constitutions shall continue to be so recognised and shall administer Athletics in the local area in accordance with the objects.
- (b) This constitution will clearly reflect the objects of the region and state bodies for Athletics and will conform to the constitutions of those bodies, subject always to the Act.

- (c) The club may not resign, disaffiliate or otherwise seek to withdraw from its regional and/or state body without approval by special resolution.

#### **9.6 Notices**

- (a) Notices may be given by the club to any person entitled under this constitution to receive any notice. The notice can be sent by pre-paid post or by electronic mail to the member's registered address or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected six days after posting.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by the second business day after it was sent.

#### **9.7 Authority To Trade**

- (a) The club is authorised to trade in accordance with the Act.

#### **9.8 Transitional Provisions**

- (a) Continuing Membership
  - (i) Each Club that is a member of the Association on the day on which this Constitution is adopted will automatically be admitted to membership as an Affiliate Member.
  - (ii) Each other person who is 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.
- (b) Regulations deemed applicable
  - (i) All rules, by-laws, policies and regulations of the Association in force at the date of the approval of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.