



Government of South Australia
Office for Recreation, Sport and Racing

ASSOCIATION INCORPORATION ACT 1985 (SA)

Golden Grove Athletics Centre Incorporated Constitution



Last updated: August 2020

TABLE OF CONTENTS

1. NAME OF CLUB	1
2. DEFINITIONS AND INTERPRETATION	1
2.1 Definitions	1
2.2 Interpretation	2
2.3 Severance	3
2.4 The Act.....	3
3. OBJECTS OF THE CLUB	3
4. POWERS OF THE CLUB	4
5. MEMBERSHIP	4
5.1 The Members of the Club shall consist of:	4
5.2 Honorary Life Members.....	4
5.3 Application for Membership	4
5.4 Discretion to Accept or Reject Application	5
5.5 Renewal.....	5
5.6 Deemed Membership.....	5
5.7 Club to Keep Register	5
5.8 Inspection of Register.....	6
5.9 Use of Register.....	6
5.10 Effect of Membership.....	6
5.11 Resignation of Membership	6
5.12 Discontinuance of Membership for Breach	6
5.13 Member to Re-Apply for Membership	7
5.14 Forfeiture of Rights	7
5.15 Membership May be Reinstated	7
5.16 Refund of Membership Fees	7
5.17 Subscriptions and Fees.....	7
6. DISCIPLINE AND DISPUTE RESOLUTION	8
6.1 Regulations.....	8
6.2 Grievance Procedure	8
7. MEETINGS OF MEMBERS	9
7.1 Types of Meetings.....	9
7.2 Attendance.....	9
7.3 Notice of Annual General Meeting and Special General Meeting	9
7.4 Business	9
7.5 Quorum.....	10
7.6 President to Preside at Meetings	10
7.7 Adjournment	10
7.8 Voting Procedures at Meetings	11
7.9 Proxy Voting	11
7.10 Recording of Determinations.....	11
7.11 Special General Meetings.....	11
7.12 Requisition of Special General Meetings by Members.....	11
8. MANAGEMENT	12
8.1 The Committee	12
8.2 General powers of the Committee.....	12
8.3 Composition of the Committee.....	12
8.4 Portfolios.....	12
8.5 Nominations for Committee	12
8.6 Form of Nominations	12

8.7	Elections	13
8.8	Term of Appointment for Elected Committee Members	13
8.9	Appointment of Appointed Committee Members	13
8.10	Qualifications for Appointed Committee Members	13
8.11	Term of Appointment for appointed Committee Members	13
8.12	Casual Vacancies	13
8.13	Grounds for Termination of a Committee Member	14
8.14	Committee May Act	14
8.15	Committee to Meet	14
8.16	Decisions of the Committee.....	14
8.17	Circulatory Resolutions.....	15
8.18	Resolutions not in Meeting.....	15
8.19	Notice of committee meetings	15
8.20	Conflict of Interest	15
8.21	Committee may delegate	16
8.22	Seal.....	16
9.	RECORDS AND ACCOUNTS.....	16
9.1	Records.....	16
9.2	Records Kept in Accordance with the Act	16
9.3	Committee to Submit Accounts	16
9.4	Accounts Conclusive	17
9.5	Transaction Accounts	17
9.6	Application of Income.....	17
10.	ADMINISTRATION	17
10.1	Winding Up	17
10.2	Distribution of Assets and Property on Winding Up	18
10.3	Amendment of Constitution	18
10.4	Regulations.....	18
10.5	Notices	18
10.6	Indemnity.....	18
10.7	Authority to Trade	19
10.8	Colours of The Club	19
10.9	Transitional Provisions	19
10.10	Status and Compliance of Club.....	19

1. NAME OF CLUB

The name of the Club is the Golden Grove Little Athletics Centre Incorporated (the Club).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution, unless the contrary intention appears:

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

'Committee' means the body consisting of Elected and Appointed Committee Members who are entrusted to manage the affairs of the Club.

'Constitution' means this constitution of the Club.

'Financial year' means the year ending on the next 30 March following incorporation and thereafter a period of 12 months commencing on 1 April and ending on 30 March each year.

'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 activity of or conducted, promoted or administered by the Club in the reregion.

'Local Area' means the geographical area for which the Club is responsible as recognised by the State and National organisations for Little Athletics.

'Meetings' means three types of gatherings where Members have the opportunity to express opinions and/or vote on various matters as listed under clause 7:

- (a) **'Annual General Meeting'** means a meeting held once a year
- (b) **'Committee Meetings'** are meetings held on a regular basis (e.g. monthly); and
- (c) **'Special General Meeting'** are special meetings that are convened by Members or the Committee to discuss extraordinary issues.

'Member' means a Member for the time being of the Club under clause 5 and is further subdivided into the following categories:

- (a) **'Appointed Committee Member'** means a Member appointed under clause 8.
- (b) **'Elected Committee Member'** means a Member elected under clause 8.
- (c) **'Honorary Life Member'** means an Individual Member appointed as an Honorary Life Member of the Club under clause 5.2;
- (d) **'Junior Member'** means a registered Member of the Club who is younger than 18 years of age; and
- (e) **'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.

'Objects' means the Objects of the Club in clause 3.

'Participants' means persons who participate in the sport as athletes, coaches or officials.

'Regulations' means any regulation, including policies, procedures and by-laws made by the committee under clause 10.4.

'Seal' means the common seal of the Club.

'Special Resolution' means a special resolution defined in the Act.

'Sport' means the sport of Little Athletics.

'SSO' means South Australian Little Athletics Association and Little Athletics South Australia, the State Sporting Association which conduct and manage State competitions in Little Athletics.

'Volunteer' means a person who assists with the running or operations of the Sport, but who falls outside the definitions above of Member or Participant.

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 other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) 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.
- (i) any doubt arising as to the application or meaning of any clause or wording therein shall be decided by a vote at a General Meeting, which decision shall be final and conclusive.

2.3 **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.

2.4 **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 Little Athletics throughout the local area and South Australia.
- (b) act, at all times, on behalf of and in the interest of the Members and Little 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) Provide Coaches and Officials to the Sport;
- (e) affiliate and liaise with the SSO and comply with the Constitutions, and Regulations to further these Objects;
- (f) adopt and implement Regulations as may be developed by the SSO, including (as relevant and applicable) Member protection, anti-doping, health and safety, player and child welfare, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in Little Athletics;
- (g) abide by, promulgate, enforce and secure uniformity in the application of the rules of Little Athletics;
- (h) advance the operations and activities of the Club;
- (i) maintain and enhance the reputation of the Club and the Sport and the standards of play and behaviour of Members, Participants and Volunteers;
- (j) promote at all times mutual trust and confidence between the Club, the SSO, and the Members in pursuit of these Objects;
- (k) promote the economic and community service success, strength and stability of the Club, the Members and Little Athletics;
- (l) use and protect the Intellectual Property appropriately;
- (m) pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of the Club;

- (n) have regard to the public interest in the operations of the Club;
- (o) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects;
- (p) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve; and
- (q) promote the health and safety of Members and all other participants in the Sport.

4. POWERS OF THE CLUB

Solely for furthering the Objects, the Club has 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)

5. MEMBERSHIP

5.1 The Members of the Club shall consist of:

- (a) Junior Members, who subject to this constitution, shall have no right to receive notice of Meetings and no right to be present or debate or vote at Meetings;
- (b) Junior Member Representatives, who subject to this constitution, shall have the right to receive notice of annual general and special general meetings, be present, debate and/or vote; and
- (c) Honorary Life Members, who subject to this constitution, shall have the right to receive notice of annual general and special general meetings, be present, debate and/or vote.

5.2 Honorary Life Members

- (a) Honorary Life membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Club or to Little Athletics in South Australia;
- (b) any Member may recommend a person for Honorary Life membership by notice in writing to the Committee as detailed in the Regulations;
- (c) a person may be appointed as an Honorary Life Member only by majority vote of the Committee; and
- (d) an Honorary Life Member cannot be required to pay fees or subscriptions.

5.3 Application for Membership

- (a) An application for membership must:
 - (i) be in a form approved by the Committee (if any) and received from the applicant or nominated representative and lodged with the Club in accordance with the Club Regulations and the Regulations of the SSO;
 - (ii) contain full particulars of the name and address and contact details of the applicant;

- (iii) identify the category of membership for which the applicant is applying;
- (iv) contain any other information prescribed by Regulations of the Club and the SSO for an application for membership in that category; and
- (v) be accompanied by the appropriate fee, if any.

5.4 **Discretion to Accept or Reject Application**

- (a) the Club may accept or reject an application for membership whether or not the applicant has complied with the requirements in this clause 5. The Club shall not be required or compelled to provide a reason for accepting or rejecting the application;
- (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; and
- (c) where the Club rejects an application, any fees forwarded with the application will be refunded and the application shall be deemed rejected by the Club.

5.5 **Renewal**

Members (other than Honorary Life Members) must renew their membership annually in accordance with the procedures set down by the Club or in Regulations from time to time.

5.6 **Deemed Membership**

- (a) all Members who are, prior to the operation of this Constitution, Members of the Club, shall be deemed Members from the time of the approval of this Constitution; and
- (b) any Members of the Club, prior to the operation of this Constitution, who are not deemed Members under clause 5.6(a) shall be entitled to carry on such functions equivalent to their previous functions as are provided for under this Constitution.

5.7 **Club to Keep Register**

Subject to the Act, confidentiality considerations and privacy laws:

- (a) the Club must keep and maintain a register of Members, which shall contain, at a minimum;
 - (i) the full name, address, category of membership and date of entry to membership of each Member and Committee Member; and
 - (ii) where applicable, the date of termination of membership of any previous Member;
- (b) 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; and

- (d) Members shall provide notice of any change and required details to the Club within one month of such change.

5.8 **Inspection of Register**

Subject 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 for a proper purpose.

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 including Junior Member Representatives and Honorary Life Members 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 of the Club, (as well as the constitutions, regulations and policies of the SSO where applicable);
- (b) they shall comply with and observe this Constitution and the Regulations of the Club and also any determination, resolution or decision, which may be made or passed by the Committee or other entity with delegated authority on behalf of the Club;
- (c) by submitting to this Constitution and the Regulations of the Club, they are subject to the jurisdiction of the Club, and the SSO (where applicable);
- (d) the Constitution and the Regulations of the Club are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Little Athletics in the local area and South Australia; and
- (e) they are entitled to all benefits, advantages, privileges, and services of Club membership.

5.11 **Resignation of Membership**

- (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 Committee subject to the clauses below; and
- (b) once the Club receives notice of resignation of membership given under this clause 5.12, it must make an entry in the register that records the date on which the Member ceased to be a Member.

5.12 **Discontinuance of Membership for Breach**

- (a) membership of the Club may be discontinued by the Committee upon breach of any clause of this Constitution or the Regulations of the Club. This includes, but is not limited to, the failure to pay any monies owed to the Club, disciplinary matters, and the 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 5.13(a) without the Committee first giving the relevant Member sufficient opportunity to explain the breach and/or remedy the breach;
- (c) a Member may not be expelled unless the Member has been afforded natural justice in accordance with the Act and procedural fairness generally; and
- (d) where a Member fails, in the Committee's view, to adequately explain or remedy the breach, that Member's membership shall be discontinued under clause 5.13(a). The Club shall give written notice of the discontinuance to the Member. The register shall be amended to reflect any discontinuance of membership under this clause 5.13 as soon as practicable.

5.13 **Member to Re-Apply for Membership**

A Member whose membership has been discontinued under clauses 5.12 or 5.13:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted as a Member at the discretion of the Committee.

5.14 **Forfeiture of Rights**

- (a) a Member who or which 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; and
- (b) 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 of membership as the Committee deems appropriate.

5.16 **Refund of Membership Fees**

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

5.17 **Subscriptions and Fees**

- (a) the Committee may:
 - (i) fix annual membership subscriptions;
 - (ii) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club; and
 - (iii) determine the time for and manner of payment of the fees, and levies by Members to the Club;
- (b) the Committee may fix subscriptions, fees, or levies at different rates for different categories of membership and may determine that no subscriptions are payable by one or more of the categories for any year;

- (c) The Committee may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership;
- (d) On admission to membership, a new Member must pay the current full year's subscription unless the Committee agrees to accept payment in instalments; and
- (e) 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 of the same category if the Committee is satisfied that there are special reasons to do so.

6. DISCIPLINE AND DISPUTE RESOLUTION

6.1 Regulations

The Committee may make Regulations governing the hearing and determination of internal 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, 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 Little Athletics; and
- (c) brought the Club, any other Member, or the sport of Little 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.

6.2 Grievance Procedure

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a member and:
 - (i) another Member; or
 - (ii) the Club;
- (b) 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 SSO to resolve the dispute in accordance with clause 6.1; and

- (c) the Committee may prescribe additional grievance procedures in Regulations under clause 6.1.

7. MEETINGS OF MEMBERS

7.1 Types of Meetings

The Meetings that can be convened where Members have the opportunity to express opinions and vote 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 which 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; and
- (c) Special General Meeting of the Club which are Special Meetings that are convened to discuss extraordinary issues.

7.2 Attendance

Unless this Constitution expressly provides otherwise, each Committee Member is entitled to attend, debate and vote at Committee Meetings.

7.3 Notice of Annual General Meeting and Special General Meeting

- (a) notice of Annual General Meetings and Special General Meetings must be given to every Member Representative and Honorary Life Member entitled to receive notice.
- (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 Members entitled to receive notice, together with:
 - (i) the agenda for the Meeting; and
 - (ii) any notice of motion.

7.4 Business

- (a) the ordinary business to be discussed at the Annual General Meeting includes, but is not limited to, the consideration and approval of financial and other accounts and the reports of the Committee, the election of Committee Members and any amendments to this Constitution;
- (b) all business that is discussed at a Special General Meeting or an Annual General Meeting, other than those matters referred to in clause 7.4(a), is special business;
- (c) no business other than that stated on the notice for an Annual General Meeting or Special General Meeting may be discussed at those meetings; and

7.5 **Quorum**

- (a) no business may be discussed or transacted at the Annual General Meeting or Special General Meeting unless a quorum is present at the time when the Meeting proceeds to business. Subject to clause 7.8 (b) (ii), a quorum for Annual General Meetings or Special General Meeting is twenty (20) voting Members; and
- (b) no business may be discussed or 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%, one of whom must be either the President or Secretary.

7.6 **President to Preside at Meetings**

- (a) the President of the Committee will, subject to this Constitution, preside as chairperson at every General Meeting except:
 - (iii) in relation to any election for which the chairperson of the Committee is a nominee; or
 - (iv) where the chairperson of the Committee has a conflict of interest; and
- (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.

7.7 **Adjournment**

- (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;
- (b) 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 7.13, the Meeting will lapse and will not be adjourned or reconvened; and
 - (ii) in any other case, those Members present will constitute a quorum;
- (c) 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;
- (d) 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; and
- (e) except as provided in clause 7.8(c), it is not necessary to give any notice of an adjournment or the business to be discussed or transacted at any adjourned Meeting.

7.8 **Voting Procedures at Meetings**

- (a) 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 the show of hands or on the declaration of the result) demanded by:
 - (i) the chairperson; or
 - (ii) a simple majority of Members or Members representatives present at the Meeting;
- (b) each Member representative is entitled to one (1) vote at Meetings; and
- (c) the chairperson may not exercise a casting vote at Meetings.

7.9 **Proxy Voting**

Proxy voting shall not be permitted at any meetings.

7.10 **Recording of Determinations**

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

7.11 **Special General Meetings**

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

7.12 **Requisition of Special General Meetings by Members**

- (a) on the requisition in writing of not less than ten percent (10%) of the total number of Members with voting rights, the Committee must, within one month after the receipt of the requisition (and give notice in accordance with clauses 7.3 and 10.5), convene a Special General Meeting for the purpose specified in the requisition;
- (b) every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting, and be sent to the Club. 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 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; and
- (d) a Special General Meeting convened by the 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.

8. MANAGEMENT

8.1 The Committee

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 Annual General Meeting following such adoption of this Constitution, and thereafter the positions of the Committee shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

8.2 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 and Members as a whole, having regard to the Club's position and role in the structure and reputation of Little Athletics in the local area and South Australia; and
- (c) the Committee may not cause the Club to disaffiliate from the SSO, or Little Athletics in any way unless decided by resolution of the Members at a Meeting.

8.3 Composition of the Committee

The Committee will comprise of:

- (a) no less than seven (7) Elected Committee Members who must all be Members and who shall be elected under clause 8.6;
- (b) up to a maximum of five (5) appointed Committee Members who need not be Members and who may be appointed under clause 8.8; and
- (c) sub Committees may be formed under an Elected or Appointed Member.

8.4 Portfolios

The Committee may allocate portfolios to Committee Members.

8.5 Nominations for Committee

Nominations for Elected Committee Member positions shall be called for 21 days prior to the Annual General Meeting. 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.

8.6 Form of Nominations

Nominations can be:

- (a) in writing;
- (b) submitted on the prescribed form provided for that purpose;
- (c) received via email; and

(d) taken from the floor at the Club's Annual General meeting.

8.7 Elections

- (a) if the number of nominations received for the Committee 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 at the Annual General Meeting;
- (b) if the number of nominations exceeds the number of vacancies to be filled, a vote will occur at the Annual General Meeting;
- (c) voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time; and

8.8 Term of Appointment for Elected Committee Members

- (a) Committee members elected under clause 8 shall be elected for a term of one (1) 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 Annual General Meeting at which their relevant election occurred until the conclusion of the following Annual General Meeting; and
- (b) if the law requires the Elected Committee Member is to have a particular qualification or clearance (for example, police clearance), the Committee Members term will not begin until the qualification or clearance has been established.

8.9 Appointment of Appointed Committee Members

The Elected Committee Members may appoint up to a maximum of five (5) Appointed Committee Members, at their sole discretion.

8.10 Qualifications for Appointed Committee Members

In appointing Appointed Committee Members, the Elected Committee Members should consider which personal and professional skills, and experience will complement the Committee composition.

8.11 Term of Appointment for appointed Committee Members

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 Annual General Meeting until after the conclusion of the Annual General Meeting that follows.

8.12 Casual Vacancies

Subject to clause 8.7 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.

8.13 **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) cannot obtain or retain office under section 30 of the Act;
- (d) suffers from mental or physical incapacity;
- (e) is directly or indirectly interested in any contract or proposed contract with the club and fails to declare the nature of that interest;
- (f) in the case of an Appointed Committee Member, is removed from office by the Elected Committee Members;
- (g) 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; and
- (h) is removed by the Members in General Meeting; or
- (i) if a Committee Member is removed by resolution of the Members, the Committee Member cannot be reappointed to the Committee as an Appointed Committee Member without a further resolution of Committee Members authorising the appointment.

8.14 **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.

8.15 **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 at least as often as is required under the Act) and in accordance with principles of good governance. Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit; and
- (b) any Committee Member may at any time convene a meeting of the Committee on reasonable notice to the other Committee Members.

8.16 **Decisions of the Committee**

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by a majority vote of the Committee Members. A determination of a majority of Committee Members shall for all purposes be deemed a determination of the Committee. Each Committee Member has one (1) vote on any question. The

chair does not have a casting vote. Where a majority vote is not received, the motion will be lost.

8.17 **Circulatory Resolutions**

- (a) A resolution in writing, signed or assented to by email, 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;
- (b) A majority vote must be received for the motion to be carried; and

8.18 **Resolutions not in Meeting**

- (a) without limiting the power of the Committee to regulate its meetings as it thinks fit, and subject to clause 8.21, 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 8.20(a)(i) from being satisfied by the number of Committee Members which constitutes a quorum (clause 8.21), 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 8.20(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; and
 - (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 member is there in person. If no Committee Member is there in person, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

8.19 **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 seven (7) days' notice of the meeting of the Committee shall be given to each Committee Member. The agenda shall be forwarded to each Committee Member no less than four days prior to the meeting.

8.20 **Conflict of Interest**

- (a) Committee Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contract in which a Member has an interest;

- (b) a Committee Member shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. They shall, unless otherwise determined by the Committee, absent themselves 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;
- (c) 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; and
- (d) any declaration made and given by a Committee Member, must be recorded in the minutes of the relevant meeting.

8.21 **Committee may delegate**

The Committee may, by instrument in writing, create or establish or appoint special Committees, individual officers and consultants to carry out such duties and functions. The Committee will also determine what powers these entities are given.

8.22 **Seal**

- (a) the Club will have a Seal on which its corporate name appears in legible characters; and
- (b) the Seal may not be used without the express authorisation of the Committee and every use of the Seal must be recorded in the minutes of the Club. The use of the Seal must be witnessed by two (2) Committee Members.

9. **RECORDS AND ACCOUNTS**

9.1 **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.

9.2 **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 (7) years after the completion of the transactions or operations to which they relate.

9.3 **Committee to Submit Accounts**

- (a) The committee shall submit the club's statements of account to the members at the AGM in accordance with this constitution and the Act, and
- (b) financial documents will be submitted to the SSO as part of the affiliation process.

9.4 **Accounts Conclusive**

The statements of account, when approved or adopted by an Annual General Meeting, shall be conclusive except when errors have been discovered within three (3) months after such approval or adoption.

9.5 **Transaction Accounts**

- (a) the Club shall open and keep at least one transaction account as the Committee may from time to time determine, and all monies belonging to the Club shall, as soon as practicable be paid and deposited to the credit of those account(s) of the Club; and
- (b) no withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Club unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Committee for such purposes. All extraordinary and capital expenditure must be unequivocally ratified by the Committee.

9.6 **Application of Income**

- (a) the income and property of the Club shall be applied solely towards the promotion of the Objects;
- (b) except as prescribed in this Constitution or the Act:
 - (i) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member or any associate of a Member;
- (c) Subject to clause 9.6(d), nothing in clauses 9.6(a) or 9.6(b) shall prevent payment to any Member for:
 - (i) any services actually rendered to the Club whether as an Committee Member or otherwise;
 - (ii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Club; or
 - (v) any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club; and
- (d) no payment made under clause 9.6 (c) may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

10. **ADMINISTRATION**

10.1 **Winding Up**

- (a) subject to this Constitution the club may be wound up in accordance with the Act; and
- (b) the liability of the members of the Club is limited.

10.2 **Distribution of Assets and Property on Winding Up**

- (a) if upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed to its Members, but instead, those assets or property must be given or transferred to another organisation(s) that has Objects similar to the Objects of the Club;
- (b) those organisation(s) must prohibit the distribution of income and property among its Members to an extent at least as great as that imposed on the Club by this Constitution; and
- (c) the organisation(s) is to be determined by the Members in a Special General Meeting at or before the time of dissolution. If this does not occur, the decision will be made by a judge of the Supreme Court of South Australia or other Court as may have or acquire jurisdiction in the matter.

10.3 **Amendment of Constitution**

This Constitution shall not be amended except by Special Resolution.

10.4 **Regulations**

- (a) the Committee may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Club and the advancement of the purposes of the Club and Little Athletics in South Australia. Such Regulations must be consistent with the Club Constitution, the Constitutions of the SSO and any Regulations made by them;
- (b) all Regulations are binding on the Club and all Members;
- (c) all clauses, 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; and
- (d) amendments, alterations, interpretations or other changes to Regulations shall be advised to Voting Members by means of bulletins approved by the Committee and prepared and issued by the Club. 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.

10.5 **Notices**

- (a) notices may be given by the Club to any person entitled under this Constitution to receive any notice. Notices will be sent by electronic mail (email) to the Member's registered email address; and
- (b) where a notice is sent by email, service of the notice shall be deemed to be effected the next business day after it was sent.

10.6 **Indemnity**

- (a) the Committee Members of the Club shall be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Members in defending any proceedings, whether civil or criminal; and

- (b) the Club shall indemnify its Committee Members against all damages and losses (including legal costs) for which any such Committee Member may be or become liable to any third party in consequence of any act or omission except wilful misconduct performed or made while acting on behalf of and with the authority, express or implied, of the Club.

10.7 **Authority to Trade**

The Club is authorised to trade in accordance with the Act.

10.8 **Colours of The Club**

The colours of the Club are red and navy blue.

10.9 **Transitional Provisions**

(a) **Continuing Membership**

each Member that is a Member of the Club on the day on which this Constitution is adopted will automatically be admitted to membership as a Member;

(b) **Committee Members**

for the purpose of determining when the term ends for each Committee Member in office on the day on which this Constitution is adopted, time served in the Committee Members current term will be counted as if this Constitution had been in place at the commencement of that term; and

(c) **Regulations deemed applicable**

all rules, by-laws, policies and Regulations of the Club in force at the date of the adoption 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.

10.10 **Status and Compliance of Club**

(a) **Recognition of Club**

the Club is a member of the South Australian Little Athletics Association and is recognised by the South Australian Little Athletics Association as the entity responsible for the delivery of Little Athletics in the local area. Subject to compliance with this Constitution and the Constitutions of the South Australian Little Athletics Association the Club shall continue to be so recognised and it shall administer Little Athletics in the local area in accordance with the Objects;

(b) **Constitution of the Club**

this Constitution will clearly reflect the Objects of the South Australian Little Athletics Association and will conform to the Constitution of the South Australian Little Athletics Association subject always to the Act; and

(c) **Operation of South Australian Little Athletics Association Constitution**

- (i) the Club will take all reasonable steps to ensure this Constitution conforms to the Constitution of the South Australian Little Athletics Association subject always to the Act; and
- (ii) the Club shall provide a copy of this Constitution and all amendments to this Constitution to the South Australian Little Athletics Association. The Club acknowledges and agrees that the South Australian Little Athletics Association has power to veto any provision in its Constitution which, in the opinion of the South Australian Little Athletics Association and acting reasonably, is contrary to the Objects of the South Australian Little Athletics Association.

Constitution Version Control

All changes to the Constitution should be recorded here to allow for clear, concise and easy retrieval of those changes to the Constitution which can be cross-referenced to General Meeting minutes.

Date	Clauses amended	Description of change	Date of AGM
Aug 2020	Entire Constitution	Rewrite	09/09/2020
Mar 2016	Entire Constitution	Rewrite	01/04/2016
Mar 1992	Entire Constitution	Development	