



INVITATION TO ATTEND INFORMATION MEETING GARVILLE CONSTITUTION UPDATE

All members are invited to an **information and consultation meeting at 7.15pm on Monday 5 August 2019** at Priceline Stadium meeting room. Come and find out more, and share our barbecue.

The Board has resolved to adopt a new constitution. The Board wishes to consult with members about the goals of the new constitution and the changes from existing constitution.

We attach two documents:

- The existing constitution of Garville Netball Club Inc
- A draft proposed constitution for consultation.

The draft proposed constitution has four main goals:

- to clarify the Club's arrangements for membership and voting at meetings;
- to change the Club's financial year to allow a reasonable time for preparation of financial accounts before the annual general meeting;
- to permit the temporary appointment of auxiliary (unelected) Board members to meet special needs; and
- to improve the clarity of the constitution, and to make it conform to modern expectations for sporting club constitutions.

The planned process for approval of the draft proposed constitution is as follows:

1. The information and consultation meeting will be held on **Monday 5 August 2019 at 7.15pm**. The meeting is scheduled for half an hour between training sessions so junior and senior members can attend. A separate session will be offered to premier league players. The Board will present briefly on the proposed changes. Members will have an opportunity to ask questions.
2. Members may submit any comments in writing by no later than **Friday 9 August 2019**. By end of August 2019, the Board will consider comments received, and will resolve on the form of proposed constitution to put to members for approval.
3. A special general meeting, convened under the procedures of the existing constitution, will be held in about late September 2019 to approve the proposed constitution.
4. The annual general meeting in about early November 2019 will be convened under the procedures of the new constitution.

Please send any comments on the draft proposed constitution or process to **info@garville.com.au**.

GARVILLE NETBALL CLUB INC. CONSTITUTION

OFFICIAL CONSTITUTION OF THE GARVILLE NETBALL CLUB INCORPORATED

GARVILLE NETBALL CLUB INCORPORATED CONSTITUTION
01/10/2017 *Supersedes all previous copies*

1. NAME:

1.1. The name of the Club shall be the 'Garville Netball Club Incorporated', hereinafter, referred to as the 'Club'.

1.2. A major sponsors name may be included from time to time.

2. COLOURS:

2.1. The colours of the Club shall include Red and Grey, which are to be the predominant colours.

3. OBJECTS:

3.1. The objects and purposes of the Club shall be:

3.1.1. To encourage and develop the playing of the Sport of Netball.

3.1.2. To promote good fellowship, enjoyment, co-operation, teamwork and fair play amongst the members of the Club.

3.1.3. To provide coaching, training, skills development and general facilities to assist in the fulfilment of the above objectives.

3.1.4. To fulfil the club's commitments to Netball SA as a Premier League Club. To provide pathways for players, coaches and umpires to achieve the highest level of competition that they can.

3.1.5. To provide professional management of the Club

4. AFFILIATION:

4.1. The Club shall be an affiliated member in the divisions of the South Australian Netball Association Incorporated.

5. MEMBERSHIP:

5.1. Members shall be persons who have agreed to the above objects, paid the prescribed membership fee if any, and who

5.1.1. are the parent or legal guardian of an Associate Member; and can only be one representative per Associate Member and

5.1.2. are 17 years of age or older and play, coach, umpire or manage a team on behalf of the Club: or

5.1.3. have applied in writing for membership and who are accepted as members by a majority vote of the Board or of a General Meeting.

5.1.4. are the Board, being those persons elected by Members at the Annual General Meeting.

5.2. Associate Members shall be persons under 17 years of age who have agreed to accept the above objects, paid the prescribed membership fee if any and who currently play, coach, umpire or manage a team on behalf of the Club. Both the Associate member and the parent/legal guardian are not both permitted to vote.

5.3. Organisation Members shall be organisations, which have applied in writing for membership, expressed support for the above objects and paid the prescribed membership fee if any, and which are accepted as members by a majority vote of the Committee or of a General Meeting.

5.3.1. An organisation member may appoint from its members a representative who may speak and vote on its behalf.

5.4. Your membership is valid for the period -of the - Club financial year which runs from 1st November to 31st October. Fees are due twice per year in line with the Summer and Winter seasons

6. LIFE MEMBERSHIP:

6.1. Nominations for Life Membership must be endorsed by the Board and must be carried by a majority vote at the Annual General Meeting. Maximum Life Members per Year = two (2).

6.2. Qualification for Life Membership is as follows:

6.2.1. Playing 150 State League or Premier League matches with the Club.

6.2.2. Playing ten (10) years of Senior Netball or fifteen (15) years playing with the Club.

6.2.3. Rendering meritorious service to the Club

7. HONORARY LIFE MEMBER:

7.1. The Club may, upon recommendation of the Committee at any Annual General Meeting, elect any person Honorary

Life Member of the Club for service rendered and such membership shall entitle them to all the privileges of the Club without payment of any Subscription fee.

CLUB MANAGEMENT:

8.1. The General Management Structure shall consist of the following: President, Vice President, Secretary, Treasurer, Premier League Representative and up to 4 elected persons and shall be called the Board of Management

8.2. The Executive Committee shall consist of the following: President, Vice President, Secretary, Treasurer and one other elected Committee Member. They meet for the purpose of expediting any decisions with the prior authority of the Committee. All outcomes shall be ratified by the Committee.

8.3. The Board of Management will be responsible for all decisions made and all decisions will be in the best interests of the Garville Netball Club.

8.4. The Board of Management shall form sub-committees to be headed up by a Board Member. Duties and functions of the club will be delegated to each Board Member to oversee. Recommendations to the Board by the sub-committee will be made via the designate Board Member, as per the Garville Netball Club Business Plan.

8.5 The President or an appointed representative will automatically assume the role of overseeing the Premier League program and Netball SA

8.6. The Vice President to assume the role of Proxy President when absence of President.

8.7. Any member of the Board absenting oneself from three (3) consecutive meetings without reasonable excuse shall be deemed to have vacated their office.

9. ELECTION OF CLUB MANAGEMENT:

9.1. All Board members (President, Vice President, Secretary, Treasurer, Premier League representative and up to 4 general members) are to be elected at the Annual General Meeting. may be appointed to the Board of Management immediately after their appointment.

9.2. No more than one (1) person to be elected from any one (1) immediate family member to cover the above positions. Immediate family includes parents, spouses, siblings, children.

9.3. The term of office for each position of the Board shall be for two years except for the initial year after the adoption of this Constitution, when the positions of Vice President, Treasurer and the first two (2) elected General Members be held for a period of one year only. Thereafter, elections for these positions will be on a biannual basis alternating with elections for the positions of President, Secretary, and the other two (2) elected General Members in the initial year and in any subsequent year. Where a vacancy necessitates the election of more Board members for any year than is prescribed above, the term of office of the elected Board shall be based on the majority of votes received and the term will be based on the term available to the vacant position.

9.4. The Board shall have the power to form sub-committees and delegate any duties to these sub-committees it deems necessary for the efficient organisation of Club affairs. Each sub-committee shall have a Board Member as its chair.

9.5. All casual vacancies as they occur may be filled by the vote of the Board for the term until the next Annual General Meeting when the position shall be declared vacant and elections held as prescribed above.

9.6. Any member of the Board whose term of office has expired shall be eligible for re-election.

9.7. Nominations for positions on the Board shall be in writing and in the hands of the Secretary fourteen (14) days prior to the Annual General Meeting.

9.8. The only nominations that will be accepted from the floor at an Annual General Meeting will be for positions for which no written nomination has been received.

9.9. A Strategic Committee - may be formed from time to time for the purpose of formulating and updating the Club's Business Plan, overseeing and monitoring the Plan, direction of the Club and interviewing and recommending Premier League coaching positions as they fall vacant. All recommendations must be ratified by the Board for approval and adoption. Members of the Committee will include the President and selected experienced and credentialed persons with a strong understanding of netball and associated activities.

10. DUTIES OF THE BOARD:

10.1. The Board may do on behalf of the Club, all such duties as are by these rules, expressly required to be done.

10.2. The Board shall control and manage the affairs, disputes and property of the Club.

10.3. The Board shall meet at least once a month during the Winter Netball Season and when required by the President, but in any event not less than once every two (2) calendar months outside of the Winter Netball Season.

10.4. Minutes of all resolutions and proceedings shall be kept as a hard copy.

10.5. The Board shall be empowered to raise loans from recognised lending authorities, provided that at least six (6) of the Board which must include three (3) Executive Committee Members are satisfied that such a loan is necessary and in the best interests of the Club.

10.6. The Board has the power to raise money and create funds for any purpose of the Club, by subscription or otherwise, and to use funds for carrying out the said objects of the Club.

10.7. The Board may acquire any property real or personal as necessary for the benefit of the Club.

11. POWER TO SUMMON ADDITIONAL BOARD MEETINGS:

11.1. The President and any two (2) members of the Board may summon additional meetings of the Board. At least forty-eight (48) hours notice of such a meeting must be given.

12. DELEGATES:

12.1. As required by Netball SA, the President shall be the club delegate for Netball SA and attend all President Advisory Meetings on behalf of the Club. In the absence of the President, the Vice President or an alternative Board Member will attend giving prior notice to Netball SA.

13. SELECTORS:

13.1. A Coaches Sub-Committee will be formed and will be made up of the President and other experienced and credentialed persons. It is the responsibility of the Coaches sub-committee to appoint selectors in accordance with relevant policies which may be changed from time to time.

13.2 Selectors will be recommended to the board prior to the commencement of trials.

14. APPOINTMENT OF COACHES:

14.1. All Premier League and pathway coaching positions may be advertised when they become vacant and if appointed will be responsible for adhering to coaching and playing policies.

Applications for coaches are to be submitted to the Secretary in writing by the date determined by the Board. A sub-committee shall be formed for the appointment of team coaches and will be presented to the Board for ratification.

14.2. The Premier League Head Coach shall be appointed by the Board and shall be responsible for the overall coaching and playing policies of the Club and shall be accountable directly to the Board for their actions.

14.3. Team coaches will be recommended to the Board by the Head Coach and the Coaches sub-committee.

14.4. Any vacancies in the position of Coaches during the appointed term shall be filled by Coaches sub-committee in the most expeditious manner with Board of Management approval.

15. ANNUAL GENERAL MEETINGS:

15.1. The Annual General Meeting of the Club shall be held within 30 days of the end of the netball financial season (November - October) or as close thereto as possible .

15.2. At least twenty-one (21) days notice of the Annual General Meeting shall be given to members by circular. Accidental omission to give notice to a member shall not invalidate the meeting.

15.3. The notice must state the time, date and place of the meeting.

16. ORDER OF BUSINESS:

16.1. The following shall be the order of business at all Annual General Meetings:

- i) Apologies
- ii) Confirmation that previous Annual General Meeting Minutes.
- iii) Annual Reports
 - (1) President
 - (2) Treasurer
 - (3) Auditor
 - (4) Club Coach
 - (5) Designated Board Members
- iv) Election of Officers
 - (1) Board
 - (2) Patron(s)
 - (3) Life Members
- v) General Business

17. SPECIAL GENERAL MEETINGS:

17.1. Special General Meetings shall be held whenever the Committee directs, or upon written requisition received by the Secretary from at least ten (10) financial Club members.

17.2. Such Meetings shall be called within twenty-one (21) days after written notice has been received by the Secretary. At least seven (7) days' notice of any such meeting shall be given to members by circular.

17.3. The object for calling such meetings shall be clearly stated in the requisition and notice calling the same and no other business shall be transacted at such meetings.

18. CHAIRPERSON OF MEETINGS:

18.1. The President of the Club shall preside over the Committee and all Special General Meetings of the Club but in the event of his/her absence, and the absence of the Vice President, the members shall elect a Chairman from amongst their numbers.

19. AUDITOR:

19.1. Auditors (who are not members of the Committee) shall be appointed at the Annual General Meeting or at the discretion of the Committee.

20. QUORUMS:

20.1. Twenty (20) financial members personally present, or by proxy, shall form a quorum for all Special or Annual General Meetings of the Club.

20.2 Proxy votes will be accepted for the Annual General Meeting at one vote per member.

20.3. At any meeting of the Committee a quorum of six (6) is necessary and must include two (2) Executive Committee members.

20.4. In absence of a quorum the Secretary shall make a note to that effect in the Minute Book.

21. VOTING:

21.1. To have voting rights at the Annual General Meeting or any Special General Meeting all members must be financial prior to the date of the Annual General Meeting or Special General Meeting or be a Life Member.

21.2. Each financial member personally present at any meeting shall have one vote and, in the event of an equality of voting on a matter, the Chairperson of the Meeting shall have a casting vote only.

21.3. All voting may be by show of hands but if any member present should require the voting to be by way of a secret ballot, thereupon such a vote shall be taken in this manner. Voting papers shall be destroyed after the results of the ballot have been announced.

22. SUBSCRIPTIONS:

22.1. The subscriptions shall be set by the Board as soon as possible prior to the commencement of each season.

22.2. Subscriptions shall be due on the date set by the Board provided that the aforesaid date is advised to all Members.

22.3. Differential subscriptions may be levied at the discretion of the Board.

23. UNFINANCIAL MEMBERS:

23.1. Any member failing to pay their subscription or fee within thirty (30) days of receiving written notice from the Treasurer requesting payment shall be deemed to be unfinancial.

23.2. The neglect of a member to pay their subscription or fee (as before stipulated) may, at the discretions of the Board, deprive them of all privileges of membership and the player may be ineligible to play for the Club or any other affiliated member of The South Australian Netball Association, but such member may, upon payment of their subscription or fee be reinstated by the Board.

24. EXPULSION AND REPRIMANDS:

24.1. The Board shall have the power to expel or reprimand any member whose character or conduct is found to be unsatisfactory.

24.2. Any member called to answer charges under this rule shall receive seven (7) days written notice to appear before the Board.

24.3. Should a vote be required on any action to be taken, this may be done by a majority vote of the Board.

25. CLUB RULES AND REGULATIONS:

25.1. The Club rules and regulations shall be binding on every member and no member shall be absolved from effect of same.

25.2. The Club will effect specific policies for the handling of dispute and grievances.

25.3 The Club will annually appoint a Club Safety Officer.

26. CHANGE OF ADDRESS:

26.1. Players and/or members must immediately notify the Secretary of any change of residence.

27. PAYMENT OF ACCOUNTS:

27.1. All accounts are to be ratified by two (2) Board Members and cheques or internet payments authorised/signed by two (2) signatories consisting of President, Vice President, Secretary or Treasurer, with an option to include another Board Member if required.

28. RECORDS:

28.1. The records of account, Minutes and other records of the Club and of all Board or Sub - Committees thereof, the register of members, and all other records relating to the transactions, business, rules and management of the Club shall be written in the English language.

28.2. The said register of members/players of the Club shall be maintained on the approved software Netball SA software system.

28.3. Correct accounts and books shall be kept showing the financial affairs of the Club and the particulars usually shown in the books of account of a like nature and will be audited at the end of the financial year

28.4 In accordance with the Corporations Act (2001), the records will be audited annually and a report submitted at the Annual General Meeting.

29. DISSOLUTION OF THE CLUB:

29.1. The Club may be dissolved or wound-up by a resolution passed at a Special General Meeting called for that purpose, provided that at least Twenty-one (21) days' notice of the proposed resolution shall have been given to members. A two-thirds majority of the members present and entitled to vote shall be necessary to pass the resolution.

29.2. Upon the winding-up or dissolution of the Club the Board shall proceed to realise the property of the Club and, after the discharge of all liabilities, shall transfer any surplus funds and property to the the South Australian Netball Association Incorporated or the governing body at the time of dissolution.

30. ALTERATION OF CONSTITUTION:

30.1. No existing Rule shall be altered or repealed, or any new Rule adopted except at the Annual General Meeting or at a Special General Meeting of the Club.

30.2. Twenty-one (21) days written notice at least of any proposed alterations or amendment of Rules shall be given to the Secretary who shall forthwith communicate the same to the members.

31. INTERPRETATION:

31.1. Any doubt arising as to the application or meaning of any clause shall be decided by the Board whose decision will remain until altered by a vote of a General Meeting, whose decision shall then be final and conclusive.

31.2. If any case occurs which, in the opinion of the Board, is not provided for in this constitution, it shall be determined by the Board in such manner as deemed expedient.

32. COPIES OF CONSTITUTION:

32.1. The Secretary shall supply a copy of this constitution, without charge, upon reasonable request, to any new member or existing member.



GARVILLE NETBALL CLUB CONSTITUTION

OFFICIAL RULES OF GARVILLE NETBALL CLUB INCORPORATED

DRAFT FOR CONSULTATION



Garville Netball Club Incorporated Constitution

(approved [insert date] superseding all previous versions)

1. Name

- 1.1 The name of the Club is 'Garville Netball Club Incorporated', referred to in this Constitution as 'the Club'.
- 1.2 The Board may resolve from time to time that the name of a sponsor name may be appended to or used in conjunction with the name of the Club.

2. Interpretation

'**Board**' means the board of management of the Club.

'**Constitution**' means the rules and constitution of Garville Netball Club Incorporated as comprised in this document.

'**general meeting**' means a general meeting of members of the association convened in accordance with this Constitution.

'**Member**' means a member of the Club.

'**month**' means a calendar month.

'**Member Representative**' means:

- (a) in respect of a Junior Member, a parent or legal guardian of the Junior Member acting as the representative of the Junior Member,
- (b) in respect of an Organisation Member, the person appointed to act as the representative of the Organisation Member,

for the purposes of a general meeting.

'**Premier League**' means the Premier League competition or highest grade or division of netball played by females under the organisation of the State Governing Body.

'**regulations**' means any regulations made by the Board under clause 8.6.

'**special resolution**' means a special resolution as defined in the Act.

'**State Governing Body**' means South Australian Netball Association Inc, trading as Netball SA, or any successor organisation.

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

'**year**' means a calendar year.



Headings and notes are for assistance only and do not affect interpretation of this Constitution.

3. **Affiliation**

The Club shall be an affiliated member of the State Governing Body, and accepts the objects and requirements of the State Governing Body.

4. **Objects**

The objects and purposes of the Club shall be:

- 4.1 to promote and encourage Members to play netball;
- 4.2 to encourage and develop the sport of netball in the general community;
- 4.3 to compete in Premier League and other netball competitions;
- 4.4 to promote good fellowship, enjoyment, co-operation, teamwork and fair play;
- 4.5 to encourage and develop players, coaches and umpires to achieve a high level of competition or accreditation; and
- 4.6 to provide coaching, training, skills development and general facilities to assist in the fulfilment of the above objectives.

5. **Powers of the Club**

In addition to all of the powers conferred by section 25 of the Act, the Club shall have the powers of a natural person, and may exercise those powers in any way it considers conducive to the furtherance of the objects and purposes of the Club.

6. **Prohibition against securing profits for Members**

The income and capital of the Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

Note: Section 55 of the Act prohibits securing profits for Members.

7. **Membership**

Types of Members

- 7.1 The Club shall have four types of Members:
- 7.1.1 Adult Members,
 - 7.1.2 Junior Members,
 - 7.1.3 Life Members, and



7.1.4 Organisation Members.

Adult Members

7.2 A person is an Adult Member if she or he meets all of the following requirements:

7.2.1 is 18 years of age or older;

7.2.2 has paid the prescribed fee, or entered into an arrangement with the Club to pay the prescribed fee;

7.2.3 plays for the Club, or coaches for the Club, or manages a netball team for or on behalf of the Club, or umpires for or on behalf of the Club, or meets any other criteria set by the Board; and

7.2.4 agrees to support the objects of the Club.

7.3 Notwithstanding any other provision of this Constitution, a member of the Board is deemed to be an Adult Member.

7.4 An Adult Member is entitled to one vote in a general meeting.

Junior Members

7.5 A person is a Junior Member if she or he meets all of the following requirements:

7.5.1 is 17 years of age or younger;

7.5.2 has paid the prescribed fee, or entered into an arrangement with the Club to pay the prescribed; and

7.5.3 plays for the Club, or coaches for the Club, or manages a netball team for or on behalf of the Club, or umpires for or on behalf of the Club.

7.6 A Junior Member is entitled to one vote in a general meeting.

7.7 The vote of a Junior Member may be exercised:

7.7.1 if the Junior Member is 13 years of age or older, by the Junior member herself or himself; or

7.7.2 in any case, by a Member Representative in lieu of the Junior Member.

7.8 No Junior Member may have more than one Member Representative at a general meeting. No person may act as the Member Representative of more than one Junior Member at a general meeting.

Note: This Constitution provides that responsible Junior Members may vote on their own behalf, but votes can also be exercised by a parent or guardian, subject to limits. In effect, only one parent or guardian may represent each Junior Member, and one person may not represent more than one Junior Member.



Life Members

- 7.9 A person is a Life Member if she or he has, on the nomination of the Board, been elected to that position at the annual general meeting. A Life Member holds her or his position for life, unless membership ends by resignation in writing or expulsion under the Constitution.
- 7.10 A Life Member is entitled to the rights and privileges of an Adult Member without the payment of any fee, together with such other rights or privileges as the Board may resolve from time to time. If the Life Member is active in the Club as a player, coach, umpire, manager or member of the Board, the Club may, in its discretion, pay all or part of any applicable registration fee with the State Governing Body.
- 7.11 A Life Member is entitled to one vote in a general meeting.
- 7.12 The Board may nominate a person for election as a Life Member if the person has:
- 7.12.1 played 100 netball matches for the Club in Premier League or equivalent competition; or
 - 7.12.2 played netball for the Club for 10 years in senior grades or alternatively 15 years in any grades; or
 - 7.12.3 rendered meritorious service to the Club as a player, coach, umpire, manager or member of the Board.
- 7.13 The Board may, in its discretion, nominate up to two persons each year to become Life Members.
- 7.14 Nominees for the position of Life Member will be considered by the Club at the annual general meeting and, if approved by a majority of the Members present in person or by proxy, will be elected a Life Member.

Organisation Members

- 7.15 A body corporate or registered business or entity is an Organisation Member if it has applied in writing for membership, agrees to support the objects of the Club, paid the prescribed fee, and has been accepted as a Member by a majority vote of the Board or of a general meeting.
- 7.16 An Organisation Member is entitled to one vote in a general meeting.
- 7.17 An Organisation Member may appoint in writing a Member Representative who may speak and vote on its behalf, and the Organisation Member may revoke such an appointment.

Subscriptions

- 7.18 The subscription fees for each type of Member shall be such sum, if any, as the Board may determine.



- 7.19 The subscription fees shall be payable annually on 1 November or at a time that the Board determines. Additional fees, determined by the Board, may apply as a prerequisite to being permitted to compete in any competition season.
- 7.20 The neglect of a Member to pay the applicable subscription fee or additional fee may, at the discretion of the Board, deprive them of the privileges of membership and the player may be ineligible to play for the Club or any other affiliated member of the State Governing Body while the fee remains unpaid.
- 7.21 Any Member whose subscription is outstanding for more than three months after the due date for Payment shall cease to be a Member, provided always that the Board may reinstate such a person's membership on such terms as it thinks fit.
- 7.22 The Board may waive, vary or defer all or any part of the subscription fees of a Member in its discretion, and on such terms as it sees fit.

Expulsion of a member

- 7.23 Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.
- 7.24 Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Board at which the matter will be determined.
- 7.25 The determination of the Board shall be communicated to the Member, and in the event of an adverse determination the Member shall, (subject to clause 7.27 below), cease to be a member 14 days after the Board has communicated its determination to the Member.
- 7.26 It shall be open to a Member to appeal the expulsion to the Club at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Club within 14 days after the determination of the committee has been communicated to the Member.
- 7.27 In the event of an appeal under clause 7.26:
- 7.27.1 the Board may call a special general meeting or defer the appeal to the next annual general meeting; and
 - 7.27.2 the appellant's membership of the association shall not be terminated unless the determination of the Board to expel the Member is upheld by the Members of the Club in general meeting after the appellant has been heard by the Members of the Club, and in that event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.



Register of members

- 7.28 A register of Members must be kept and contain:
- 7.28.1 the name and address of each Member,
 - 7.28.2 the date of birth of each Junior Member,
 - 7.28.3 the date on which each Member was admitted to the Club, and
 - 7.28.4 if applicable, the date of and reasons for expulsion of a Member from the Club.
- 7.29 The register of Members may be maintained in electronic form using the approved software system of the State Governing Body.

8. Board of management

Powers and duties

- 8.1 Subject to any more specific provision of this Constitution, the affairs of the Club shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by the Constitution, may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by this Constitution required to be done by the Club in general meeting.
- 8.2 The Board must implement and apply any resolution of the Club in general meeting.
- 8.3 The Board has the management and control of the funds and other property of the Club.
- 8.4 The Board may form committees and delegate to the committees any powers or duties as it deems necessary for the efficient organisation of Club affairs. Each committee shall include a member of the Board, and other members of the committee may be appointed by the Board from amongst the Members. Each committee will report its activities to the Board as directed by the Board.
- 8.5 The Board shall appoint a public officer as required by the Act, and in the absence of an alternative appointment, the Secretary shall be the public officer.

Note: Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change with: Consumer and Business Services, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1719, Adelaide 5001.

Regulations

Note: The Regulations are the key 'delegated legislation' of the Club (sometimes referred to as by-laws). These are key rule and policy documents, which can address a whole range of issues for a Club. These include disciplinary regulations, election procedures, policies including member protection and anti-doping (subject to the Club and NSO requirements), financial management and particular sporting matters.



- 8.6 The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Club and the advancement of the objects of the Club as it thinks necessary or desirable. Such regulations must be consistent with the Constitution and the constitution of the State Governing Body (and any regulations made by it).
- 8.7 The Regulations are binding on the Club and its Members.
- 8.8 Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the Board and prepared and issued by the Secretary.

Composition and appointment

- 8.9 The Board shall include the following elected Directors, who must be natural persons:
- 8.9.1 President,
 - 8.9.2 Vice President,
 - 8.9.3 Secretary,
 - 8.9.4 Treasurer, and
 - 8.9.5 up to four general Directors.
- 8.10 The Board may appoint a Head Coach who shall be *ex officio* a member of the Board, with the same rights and privileges as a general Director.
- 8.11 The President or the President's delegate will represent the Club at meetings or proceedings of the State Governing Body.
- 8.12 The elected Directors are to be elected at the annual general meeting.
- 8.13 Elected Directors are to be elected for terms, as follows:
- 8.13.1 the positions of President and Secretary are to be elected in odd-numbered years and serve for two years, and
 - 8.13.2 the positions of Vice President and Treasurer are to be elected in even-numbered years and serve for two years;
 - 8.13.3 the positions of general directors are elected annually and serve for one year.
- 8.14 A retiring elected Director shall be eligible to nominate herself or himself and to stand for re-election. No other person shall be eligible to stand for election unless nominated by a Member of the Club other than the nominee.

Note: Each director, if seeking re-election, must nominate. A director can nominate herself or himself, and need not be nominated by another Member. Any non-Director must be nominated by another Member and cannot nominate herself or himself.



- 8.15 A person who is not a Member may be nominated for election and may be elected to the Board.
- 8.16 All nominations must be in writing and delivered to the Secretary not less than 14 days before the annual general meeting at which the election is to take place by. The nomination shall be in a form prescribed by the Board and shall be signed by the nominator, if required, and by the nominee.
- 8.17 If no nomination for an elected office has been received by the time specified in clause 8.14, nominations for that elected office may be accepted from the floor at the annual general meeting in accordance with the ordinary process for motions at a general meeting.
- 8.18 The Board may appoint a person to fill a casual vacancy of an elected office, and such a Director shall hold office until the next annual general meeting of the Club and shall be eligible for election to the Board. If a person is appointed to fill a casual vacancy of a position with a two year term, the position must be declared vacant and subject to election at the next annual general meeting, after which subsequent elections for that position will proceed in accordance with clause 8.13.
- 8.19 In addition to the elected Directors, the Board may appoint up to two auxiliary Directors on such terms as it sees fit for a fixed period of up to two years. An auxiliary Director will have the same rights and privileges as a general Director.
- Note: The Board shall have the ability to fill roles with specialist skills, even if there is no casual vacancy. The Board is not obliged to appoint auxiliary Directors.*
- 8.20 No person is eligible to be elected or appointed to the Board if that person is the parent, child, sibling or spouse of person who is a member of the Board at the time of the election or appointment.
- Note: The intention of this clause is to prevent more than one member of the same immediate family being a member of the Board at any one time.*

Proceedings of the Board

- 8.21 The Board shall meet not less than once every two months, and not less than once every month between the months of March and September, inclusive.
- 8.22 The President or any two members of the Board may summon additional meetings of the Board on not less than 48 hours' notice.
- 8.23 The President shall act as Chair at any meeting of the Board. In the absence of the President, the elected office holders shall act as Chair in the following order of precedence: Vice President, Secretary, Treasurer.
- 8.24 Meetings of the Board may be held in person, or with the aid of technological means including telephone or video, at the discretion of the Chair.



- 8.25 A quorum for a meeting of the Board shall be one half of the members of the Board, and must include at least two of the following elected Directors: President, Vice President, Secretary and Treasurer.
- 8.26 If the Chair believes, on reasonable grounds, that a quorum will not be achieved at any meeting of the Board, the Chair may adjourn the meeting to a new date and time.
- 8.27 Motions arising at any meeting of the Board shall be decided by a majority of votes, and in the event of equality of votes the Chair shall have a casting vote in addition to a deliberative vote.
- 8.28 Notwithstanding any other provision of this Constitution, any motion of the Board that the Club raise loans, other than on interest-free terms, shall require the approval of both a majority of votes of the members of the whole Board, and the approval of not less than three of the President, Vice President, Secretary and Treasurer.
- 8.29 A Director having a direct or indirect pecuniary interest in a contract or proposed contract with the Club must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Board must disclose the nature and extent of her or his interest in the contract at the next annual general meeting.
- 8.30 The Board may pass a resolution without a meeting by written agreement of a majority of the Directors for the time being.
- 8.31 The Secretary shall keep minutes of all resolutions and proceedings.
- 8.32 The proceedings of the Board shall not be invalidated by any vacancy or vacancies amongst the Board or by reason of any defect which may afterwards be discovered in the appointment or election.

Disqualification of Directors

- 8.33 The office of a Director shall become vacant if a Board member is:
- 8.33.1 disqualified from being a Director by the Act,
 - 8.33.2 expelled as a Member under this Constitution,
 - 8.33.3 permanently incapacitated, or
 - 8.33.4 absent without apology from more than four meetings in a year.

9. General meetings

Annual general meetings

- 9.1 The Board shall call an annual general meeting in accordance with the Act and this Constitution.



- 9.2 The next annual general meeting after the adoption of the Constitution will be held within five months after the end of the financial year of the Club, notwithstanding that more than 12 months may elapse since the previous annual general meeting. Thereafter, the annual general meeting will be held within five months after the end of each succeeding financial year of the Club.
- 9.3 The following shall be the order of business at all annual general meetings:
- 9.3.1 confirmation of the minutes of the previous annual general meeting and of any special general meetings held since that date,
 - 9.3.2 the presentation and consideration of the accounts and the reports of the President, Treasurer, Auditor and Head Coach,
 - 9.3.3 the election of Directors,
 - 9.3.4 the election of Life Members, and
 - 9.3.5 any other business required to be considered by the Club in general meeting.

Special general meetings

- 9.4 The Board may call a special general meeting at any time.
- 9.5 Upon written requisition received by the Secretary from at least 10 Members, the Board shall within one month call a general meeting for the purpose specified in the requisition, and for any other purpose the Board considers fit. Every requisition for a special general meeting shall be signed by the requisitioning Members and shall state the purpose of the special general meeting.
- 9.6 If a special general meeting is not called within one month, as required by clause 9.5, the requisitioning Members, or at least 50 percent of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitioning Members 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 shall be borne by the Club.

Notice of general meetings

- 9.7 At least 21 days' notice of any general meeting shall be given to Members by circular. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 9.8 Where a question requiring a special resolution is to be considered at a general meeting, the terms of the resolution shall be provided with the notice of meeting.
- 9.9 Any Member entitled to vote may submit a notice of motion for inclusion as special business at the annual general meeting. All notices of motion must be submitted in writing to the Secretary not less than 14 days prior to the general meeting.



- 9.10 Notice of the particulars of all business to be transacted at the general meeting, including the names of persons nominated for election to the Board, shall be given to all Members not less than seven days before the annual general meeting at which the election is to take place, together with instructions to members as to appointment of proxies and absentee voting, where applicable.
- 9.11 A notice may be given by the Club to any Member by serving the Member with the notice personally, or by sending it by post to the address appearing in the register of Members, or by sending it by electronic mail or similar service to the electronic address appearing in the register of Members or provided by the Member for that purpose.
- 9.12 Notice will be deemed to be received:
- 9.12.1 if sent by post, on the second business day after being posted; and
- 9.12.2 if sent by electronic means, on the day it is sent.
- 9.13 Inadvertent omission to give notice to a Member shall not invalidate the meeting.

Note: The Constitution provides the following timetable for notices:

21 days – notice of meeting (and description of business for SGM). Club to provide proforma for nominations and notices of motion for special business, instructions and proformas regarding proxies and absentee votes.

14 days – nominations received (AGM only)

14 days – any notices of motion for special business (AGM only)

7 days – nomination details circulated to members (AGM only). Club to provide proforma for proxies and absentee votes.

At the meeting – proxies and absentee ballots received

10. **Proceedings at general meetings**

- 10.1 Fifteen Members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting of the Club.
- 10.2 A Member may be represented in person or by proxy at such meeting, provided that a person must not act as a proxy for more than one Member.
- Note: The intention of this clause is to minimise the concentration of voting power in any one person. Members remain free to exercise their voting rights in person or by proxy (subject to this limitation), or by absentee voting.*
- 10.3 If within 30 minutes after the time appointed for the general meeting a quorum of Members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present in person or by proxy shall form a quorum.
- 10.4 If a quorum of members is present the Secretary will record in the Minute Book:
- 10.4.1 the names of the Members present personally,



- 10.4.2 the name of Member Representatives present personally, and
- 10.4.3 the names of Members represented by proxy, and the name of each respective proxy.
- 10.5 In absence of a quorum the Secretary shall make a note to that effect in the Minute Book.
- 10.6 The President, or in her or his absence, the Vice President, shall preside as Chair at a general meeting of the Club. If the President and Vice President are not present within five minutes after the time appointed for holding the general meeting, or she or he is present but declines to take or retires from the Chair, the Members present may choose a Director or one of their own number to be the Chair of that meeting.
- 10.7 No person may preside as Chair at a general meeting during consideration of:
 - 10.7.1 any election for which that person is a nominee, or
 - 10.7.2 any business in which the person has a conflict of interest.

Voting

- 10.8 Subject to clause 10.14, every Member may exercise only one vote at a general meeting, to be in accordance with the rights pertaining to her, his or its membership.

Note: In effect, no person can ever exercise more than two votes: one vote per person, and up to one additional vote as proxy. For example, an Adult Member may not exercise a vote on her or his own behalf and also exercise a second vote as Member Representative for a Junior Member. However, a Junior Member may appoint an Adult Member as proxy. A person entitled to membership in more than one class or capacity is only entitled to only one vote.
- 10.9 Subject to any contrary provision of the Constitution, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of votes cast at that general meeting.
- 10.10 Voting for the election of Directors shall be by way of a secret ballot. Voting papers shall be destroyed after the results of the ballot have been announced.
- 10.11 For the election of general Directors, 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, then those nominated shall be declared elected only if approved by the majority of votes cast.
- 10.12 Voting on a question other than the election of Directors may be by show of hands unless a Member present in person demands that the voting be by way of a secret ballot, in which case voting on that question will be by way of a secret ballot. Voting papers shall be destroyed after the results of the ballot have been announced.
- 10.13 In the event of an equality of votes on a matter, the Chair shall have a casting vote in addition to a deliberative vote.



Proxies

- 10.14 Subject to the Constitution, a Member, or a person acting as a Member Representative, may appoint in writing a natural person who is also a Member or a person acting as the Member Representative of a Member, to be their proxy, and to attend and vote at any general meeting.
- 10.15 No proxy will be valid unless the appointment:
- 10.15.1 is recorded in writing,
 - 10.15.2 identifies the proxy by name,
 - 10.15.3 identifies by name the Member appointing the proxy,
 - 10.15.4 is signed by the Member, or a person acting as the Member Representative of the Member, appointing the proxy,
 - 10.15.5 is handed to the Chair of the general meeting at the commencement of the meeting, or as soon as practicable after that time, and is initialled by the Chair as being a valid proxy.
- 10.16 A proxy accepted and initialled by the Chair shall be deemed to be valid for all purposes.
- 10.17 The details of the appointment of each valid proxy must be recorded in the minutes of the general meeting.

Absentee votes

- 10.18 Subject to the Constitution, a Member, or a person acting as a Member Representative where so permitted in the Constitution, may vote by absentee ballot:
- 10.18.1 for the election of office holders, and
 - 10.18.2 on any question requiring a special resolution.
- 10.19 An absentee ballot will not count towards the quorum at a general meeting.
- 10.20 An absentee ballot for the election of office holders will be received by the Chair if it is received by the Secretary before or at the commencement of the annual general meeting in a sealed envelope which, on the outside of the envelope:
- 10.20.1 identifies name the Member voting,
 - 10.20.2 is signed by the Member, or a person acting as the Member Representative of the Member, and
 - 10.20.3 indicates one and only one office for which the envelope contains a vote or votes.



- 10.21 A separate envelope and absentee ballot is required for the election for each office. Any envelope that contains or appears to contain votes for more than one office will not be received, and must not be counted amongst the votes at the meeting.
- 10.22 An absentee ballot for a question requiring a special resolution will be received by the Chair if it is received by the Secretary before or at the commencement of the general meeting in a sealed envelope which, on the outside of the envelope:
 - 10.22.1 identifies name the Member voting,
 - 10.22.2 is signed by the Member, or a person acting as the Member Representative of the Member, and
 - 10.22.3 indicates one and only one question for which the envelope contains a vote.
- 10.23 The Chair of the general meeting will initial all absentee ballot envelopes received, and the identity of the Member voting by absentee ballot, but not the vote, will be recorded in the minutes of the general meeting.
- 10.24 At the time of counting of ballots for the election of each office holder or on each question, any absentee ballots will be opened, and will be added to the count of ballots.

11. **Minutes**

- 11.1 Proper minutes of all proceedings of general meetings of the Club and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 11.2 The minutes kept pursuant to this rule must be confirmed by the Members of the Club or the members of the Board, as the case may be, at a subsequent meeting.
- 11.3 The minutes kept pursuant to this rule shall be signed by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting at which the minutes are confirmed.
- 11.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.
- 11.5 The Board shall report to the State Governing Body on the operations of the Club.

12. **Financial reporting**

- 12.1 The financial year of the Club shall be the period of 12 months commencing on 1 September and ending on 31 August of each year.
- 12.2 The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.



Note: Refer to regulation 8 of the Associations Regulations.

- 12.3 An auditor (who is not to be a Member of the Board) shall be appointed at the annual general meeting or at the discretion of the Board.

Note: Refer to sections 35(2)(b) and 35(4) of the Act for qualifications of auditor.

- 12.4 The accounting records will be audited annually.

- 12.5 A statement of financial position, together with any auditor's report, and the report of the Board required by section 35(5) of the Act shall be laid before Members at the annual general meeting.

Note: There is a legislative requirement under section 35(5) of the Act for a report regarding any payments or benefits to any member of the Board. There is a requirement under section 35(6) of the Act for an auditor's report.

13. **Payment of accounts**

All accounts are to be ratified by two members of the Board, and cheques or internet payments authorised by two signatories, at least one of whom must be the President, Vice President, Secretary or Treasurer. The Board may authorise the Treasurer to arrange petty cash or other methods of payment of small value.

14. **Appointment of Head Coach and other positions**

- 14.1 A Head Coach may be appointed by the Board and shall be accountable directly to the Board for her or his actions.

- 14.2 All paid positions shall be appointed by the Board and such persons shall be accountable directly to the Board for their actions.

15. **The Constitution**

- 15.1 No clause of the Constitution shall be altered or repealed, or any new clause adopted except at a general meeting of the Club.

- 15.2 The Constitution may be altered, including an alteration to the Club's name or replacement of the Constitution, by special resolution of the Members.

- 15.3 The registered Constitution shall bind the association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

- 15.4 Subject to any provision in the Constitution or a resolution to the contrary, an alteration to the Constitution comes into force at the time that the alteration is passed, unless otherwise provided by the Act.

Note: Any alteration must be registered within one month, section 24(2) of the Act. Any alteration to the name comes into effect only when registered, section 24(7) of the Act.



- 15.5 A copy of the Constitution shall be provided to the State Governing Body within one month from the time that any alteration is passed.
- 15.6 Any doubt arising as to the application or meaning of the Constitution shall be decided by the Board whose decision will remain unless and until altered by a resolution of a general meeting.
- 15.7 If any case occurs which, in the reasonable opinion of the Board, is not provided for in the Constitution, it shall be determined by the Board.

16. **Dissolution of the Club**

- 16.1 The Club may be dissolved or wound-up by a special resolution.
- 16.2 Upon the winding-up or dissolution of the Club the Board shall proceed to realise the property of the Club and, after the discharge of all liabilities, shall transfer any surplus funds and property to the State Governing Body or, if that is not possible, to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

Note: Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to Members or former Members, or associates of those persons.

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