

McLaren Flat Recreation Ground Inc.

Constitution

Date Endorsed: 1st May 2018

This is annexure marked 'A' referred to in the statutory declaration of McLaren Flat Recreation Ground.

Made on theday of.....2018

Before me

Justice of the Peace

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ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

McLaren Flat Recreation Ground Incorporated

1. NAME OF ASSOCIATION

The name of the association is McLaren Flat Recreation Ground Incorporated." (**'Association'**).

2. DEFINITIONS AND INTERPRETATION

2.1 DEFINITIONS

In this constitution, unless the contrary intention appears:

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

'Affiliate Member' means a Club that is utilising the Recreation Grounds and is admitted as an Affiliate Member under **clause 5**.

'Affiliate Clubs' means the same as "**'Affiliate Member'**"

'Association' means "McLaren Flat Recreation Ground Incorporated."

'Annual General Meeting' means a meeting of the kind described in **clause 6** and must be held within 5 months, after the end of the financial year of the association.

'Appointed Management Committee member' means a member appointed under **Clause 7.7**.

'Facility' means the McLaren Flat Recreation Grounds and/or buildings.

'Club' means a club that is sanctioned to use the facilities of the association. Refer to Affiliate Member **clause 5.1**.

'Committee' means the body consisting of the management committee members managing the Association.

'Committee Member' means a member of the Management Committee and includes Elected committee members and appointed committee members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

'Community Club' This is the Trading Name of the social and community activities for residents.

'Constitution' means this constitution of the association.

'Council' means the Local Government body that currently owns the land and buildings at MFRG

'Community' means the township of McLaren Flat and its surrounding district

'Delegate' means the person(s) appointed from time to time to act for and on behalf of a club and to represent the club at general meetings.

'Elected Committee Member' means a member appointed under clause 7.

'Executive officer' means the executive officer of the association for the time being appointed under this constitution. Where the association does not have an executive officer, the association secretary or public officer will, subject to confirmation by the Management Committee, assume the functions of the executive officer under this constitution.

'Facility' means the McLaren Flat Recreation Grounds and/or buildings.

'Financial year' means a period of 12 months commencing on 1 October and ending on 30 September each year.

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

'Individual member' means a registered financial member of a club or a natural person who is otherwise recognised by the association as an individual member.

'Intellectual property' means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment (including computer software), images (including photographs, videos or films) or service marks relating to the association or any activity of or conducted, promoted or administered by the association in the region.

'Land' means the McLaren Flat Recreation Ground at 41-47 Main Road, McLaren Flat, SA, 5171

'Management Committee' means the same as **'Committee'** above

'Member' means a member for the time being of the association under **Clause 5**.

'Objects' means the objects of the association in **clause 3**.

'Regulations' means any regulations made by the Management Committee under **clause 9.4**

'Seal' means the common seal of the association.

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

2.2 INTERPRETATION

In this constitution:

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

2.1. 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.

2.2. 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 ASSOCIATION

The objects of the association are to:

- a. Obtain a lease or other tenure of the land.
- b. Manage, maintain, and improve the said land.
- c. Promote, recreation, sporting and social activities of all descriptions to be placed or enjoyed upon the said land.
- d. To establish and maintain appropriate facilities upon the said land for the above purposes.
- e. Act at all times on behalf of, and in the interest of, the members.
- f. Promote the economic and community service success, strength and stability of the association and its members.
- g. Use and protect the intellectual property.

- h. Pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of the affiliate clubs and its members.
- i. Have regard to the public interest in its operations.
- j. Do all that is reasonably necessary to enable these objects to be achieved and enable members to receive the benefits that these objects are intended to achieve.
- k. Promote the health and safety of members and all other participants when participating on the grounds.

4. POWERS OF THE ASSOCIATION

The association shall have all powers conferred by section 25 of the Act.

5. MEMBERS

5.1 CATEGORIES OF MEMBERS

The members of the association shall consist of:

- a. **Affiliate Members**, which subject to this constitution, shall be represented by a delegate, and which shall have the right to receive notice of general meetings and to be present, debate and vote on behalf of the club at general meetings.
- b. **Social Members – Members of Affiliates**, who subject to this constitution, shall have the right to receive notice of general meetings and to be present and to debate at general meetings, but shall have no voting rights at general meetings.
- c. **Social Members – Community Club**, who subject to this constitution, shall have the right to receive notice of general meetings and to be present and to debate at general meetings, but shall have no voting rights at general meetings. Shall have the right to vote for the appointment of 5 representatives on the Sub-Committee that oversee the operations of the community club.
- d. **Volunteer Members**, who subject to this constitution, shall have the right to receive notice of general meetings and to be present and to debate at general meetings, but shall have no voting rights at general meetings.

The Management Committee may create new categories of members. Any new category of member created by the Management Committee cannot be granted voting rights without the approval of the association in general meeting.

5.2 AFFILIATE MEMBERS

- a. A Club may apply to the Management Committee for admission to membership as an Affiliate Member.
- b. To be, or remain, eligible for Membership, a Club must be incorporated or be in the process of incorporation as detailed in the Regulations.

- c. An Affiliate Member has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.
- d. Each Affiliate Member is taken, by virtue of that membership, to have agreed:
 - I. that it recognises the Association as the authority for the management of the facilities at McLaren Flat Recreation Ground;
 - II. nominate a delegate annually to attend general meetings, and shall inform the association of the details of that person accordingly;
 - III. that it will conscientiously nominate candidates for the Management Committee positions and volunteers for the various functions required to manage the Association,
 - IV. that, if requested by the Association, it will provide the Association with copies of its audited accounts, annual financial reports and other associated documents as soon as practicable following the Affiliate Member's annual general meeting.
 - V. take reasonable steps to prevent any of its members or any Participant associated with it from acting in a way that is likely to bring the Association into disrepute or which might adversely affect or derogate from the standards, quality and reputation of Sport and its maintenance and development; and
 - VI. take reasonable steps to discipline appropriately any of its members or any Participant associated with it if the Member or Participant acts in such a way;
 - VII. be or remain incorporated in South Australia;
 - VIII. adopt and implement such communications and intellectual property policies as may be developed by the Association;
 - IX. have regard to the objects in any matter of the club pertaining to the Association;
- e. If an Affiliate Member is not incorporated at the time of applying for membership, the process of incorporation must be completed within one year of applying for membership. If it is not, its membership will lapse but it may reapply on becoming incorporated.
- f. Each Affiliate Members shall maintain, in a form acceptable to the association, a register of all members of the Affiliate club. They shall also provide regular updates of the register to the association.
- g. Each Affiliate Member must have constituent documents which:
 - I. clearly reflect the Objects;
 - II. conform with this Constitution the Regulations and the Constitution, and policies of its respective SSO (if applicable), and

- III. remain up-to-date and be able to provide copies of its constituent documents to the Management Committee as and when requested by the Management Committee or required by the Regulations.

5.3 APPLICATION FOR AFFILIATED MEMBERS

- a. Subject to **clause 5.6**, a candidate for affiliate membership must apply to the Management Committee in writing.
- b. The application must:
 - I. be in a form approved by the Management Committee;
 - II. contain full particulars of the name and address and contact details of the applicant; and
 - III. contain any other information prescribed by Regulation for an application for membership in that category.

5.4 APPLICATION FOR OTHER MEMBERSHIPS

An application for other membership as detailed in **clause 5.1** must be:

- a. in writing in a form approved by the Management Committee,
- b. contain any other information prescribed by Regulation for an application for membership in that category,
- c. accompanied by the appropriate fee, if any.

5.5 OBLIGATIONS OF MEMBERS

Each Member must:

- a. treat all staff, contractors and representatives of the Association with respect and courtesy at all times;
- b. maintain and enhance the standards, quality and reputation of the Association, and the Sport or activity which they represent,
- c. not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association,
- d. must abide by all values, rules and regulations of the association; and
- d. must agree to uphold the objects of the association.

5.6 DISCRETION TO ACCEPT OR REJECT APPLICATION

- a. The association may accept or reject an application whether or not the applicant has complied with the requirements in **clauses 5.1** and **5.3**. The association shall not be required or compelled to provide a reason for accepting or rejecting the application.

- b. Where the association accepts an application, the applicant shall become a member. Membership shall be deemed to commence upon acceptance of the application by the association. The secretary shall amend the register accordingly as soon as practicable.
- c. Where the association rejects an application, any fees forwarded with the application will be refunded and the application shall be deemed rejected.

5.7 RE-AFFILIATION

- a. Clubs must re-affiliate annually with the association in accordance with the procedures set down by the association in regulations from time to time.
- b. Upon re-affiliation, a club must lodge with the association an updated copy of its constitution (including all amendments) and it must provide details of any change in its delegate and any other information reasonably required by the association. Each club is to ensure that its constitution is amended to conform to any amendments made to this constitution and/or the Association's constitution.

5.8 DEEMED MEMBERSHIP

- a. All members which or who are, prior to the approval of this constitution under the Act, members of the association, shall be deemed members from the time of approval of this constitution under the Act.
- b. Clubs shall provide the association with such details as are reasonably required by the association under this constitution within one month of the approval of this constitution under the Act.
- c. Any members of the association, prior to approval of this constitution under the Act, who are not deemed members under **clause 5.6a** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this constitution.

5.9 ASSOCIATION TO KEEP REGISTER

- a. The Association must keep and maintain a register of Members in accordance with the Act.
- b. In addition to the information required by the Act, the Register may contain such other information, as the Management Committee considers appropriate.
- c. All Members must provide the Association with the details required by the Association to keep the register complete and up to date.
- d. Affiliates and committee members shall provide notice of any change and required details to the association within one month of such change.

5.10 INSPECTION OF REGISTER

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

5.11 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 Management Committee considers appropriate.

5.12 EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- a. This constitution constitutes a contract between each of them and the association and that they are bound by this constitution and the regulations and the Association's constitutions and regulations,
- b. They shall comply with and observe this constitution and the regulations and any determination, resolution or policy, which may be made or passed by the Management Committee or other entity with delegated authority,
- c. By submitting to this constitution and regulations, they are subject to the jurisdiction of the association,
- d. The constitution and regulations are necessary and reasonable for promoting the objects and particularly the advancement and protection of members using the facility.
- e. They are entitled to all benefits, advantages, privileges and services of association membership.

5.13 NOTICE OF RESIGNATION

- a. A member who has paid all arrears of fees payable to the association may resign or withdraw from membership of the association by giving one month's notice in writing to the association.
- b. A club may not resign, disaffiliate or otherwise seek to withdraw from the association without approval by special resolution of the club. A copy of the relevant minutes of the club meeting showing that the special resolution has been passed by the club must be provided to the association.
- c. If a club ceases to be a member under this constitution, the association membership of all individual members affiliated or registered with or through the club shall not automatically cease at that time, but shall be dealt with in accordance with the regulations.
- d. Once the association receives notice of resignation of membership given under clauses 5.13.a it must make an entry in the register that records the date on which the member who or which gave notice ceased to be a member.

5.14 DISCONTINUANCE FOR BREACH

- a. Membership of the association may be discontinued by the Management Committee upon breach of any clause of this constitution or the regulations. This includes, but is not limited to, the failure to pay any monies owed to the association, and the failure to comply with the regulations or any resolutions or determinations made or passed by the Management Committee or any duly authorised committee.
- b. Membership shall not be discontinued by the Management Committee under **clause 5.15** without the Management Committee first giving the accused member the opportunity to explain the breach and/or remedy the breach.
- c. A member may not be expelled under **clause 5.9.c** unless the Member has been afforded natural justice
- d. Where a member fails, in the Management Committee's view, to adequately explain the breach, that member's membership shall be discontinued under **clause 5.14.a**. The association shall give written notice of the discontinuance to the member. The register shall be amended to reflect any discontinuance of membership under this **clause 5.14** as soon as practicable.

5.15 DISCONTINUANCE FOR FAILURE TO RE-AFFILIATE

Membership of the association may be discontinued by the Management Committee if a club has not re-affiliated with the association within one month of the re-affiliation falling due. In that case, that club's membership will be deemed to have lapsed from that time. The register shall be amended to reflect any discontinuance lapse of membership under this **clause 5.15** as soon as practicable.

5.16 MEMBER TO RE-APPLY

A member whose membership has been discontinued under clauses 5.13, 5.14 or 5.15:

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

5.17 FORFEITURE OF RIGHTS

A member who or which ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the association and its property and shall not use any property of the association including intellectual property. Any association documents, records or other property in the possession, custody or control of that member shall be returned to the association immediately. Where a club ceases to be a member, it shall also forfeit all representation rights on the Management Committee and at general meetings.

5.18 DELEGATE POSITION LAPSES

The position of delegate shall lapse immediately on cessation of membership of a club.

5.19 REFUND OF MEMBERSHIP FEES

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

5.20 DISCIPLINE AND DISPUTE RESOLUTION

- a. The Management Committee may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Regulations against Members or Participants.
- b. A Regulation made under clause 5.20.a may:
 - I. provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause;5.2.a
 - II. prescribe penalties for breaches of this Constitution or the Regulations;
 - III. invest a judiciary committee or tribunal with power to impose penalties;
 - IV. and otherwise prescribe the procedures for dealing with cases falling under clause 5.20.a.
- c. Despite any Regulation made under clause,5.20.a the Management Committee may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- d. All proceedings relating to cases falling under clause 5.20.a must be conducted according to the rules of natural justice.
- e. The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - I. another Member; or
 - II. the Association.
- f. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- g. If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to the State Sport Dispute Centre for resolution.
- h. The Committee may prescribe additional grievance procedures in Regulations consistent with this clause 5.18.

- i. In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

5.21 SUBSCRIPTIONS AND FEES

The Management Committee:

- a. will 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,
- b. will fix such other fees or levies as the Management Committee considers prudent for the effective and sustainable management of the affairs of the Association; and
- c. will determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Association.
- d. will on admission to membership a new Member must pay the current full year's subscription unless the Management Committee agrees to accept payment in instalments.

6. MEETINGS OF MEMBERS

- a. discuss extraordinary issues.

6.1 GENERAL MEETINGS

There are two (2) General meetings that can be convened in accordance with this clause 6 where Members have the opportunity to express opinions and vote subject to clause 5 on various matters. They are:

- a. Annual General Meeting; of the Association must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Management Committee,
- b. Special General Meetings; of the Association are special meetings that are convened by either the Management Committee or Affiliate Members to discuss extraordinary issues.

6.2 ATTENDANCE AT MEETINGS

- a. Unless this Constitution expressly provides otherwise, Members, the auditor and the Management Committee members are entitled to attend Annual & Special General Meetings but only Affiliate Members are entitled to vote.
- b. Each Affiliate Member, by notice to the Association, may appoint a natural person to act as its delegate in all matters connected with the Member as if the Association were a body corporate to which section 253B of the

Corporations Act 2001 applies and the appointed Delegate will have the powers in relation to the Member as if section 253B applied to the Association.

- c. An Affiliate Member may, by notice under clause 9.5 to the Association, revoke an appointment made under clause 6.2.b
- d. A delegate appointed under clause 6.2.b may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.
- e. For all the purposes of this Constitution, an Affiliate Member represented at an Annual or Special General Meeting by a Delegate is to be taken to be present in person at the meeting.

6.3 NOTICE OF MEETINGS

- a. Notice of every Annual or Special General Meeting must be given to every Affiliate Member, the auditor and the Management Committee members by the means authorised in clause 9.5.
- b. A notice of an Annual or Special General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- c. At least twenty-one (21) days' notice of an Annual or Special General Meeting must be given to those Members entitled to receive notice, together with:
 - I. the agenda for the meeting;
 - II. any notice of motion received from Members entitled to vote.

6.4 BUSINESS OF MEETINGS

- a. The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Management Committee and auditors (in accordance with the act), the election of Management Committee members under this Constitution;
- b. All business that is transacted at a Special Meeting or an Annual General Meeting, other than those matters referred to in clause 6.4.a, is special business;
- c. No business other than that stated on the notice for a Meeting may be transacted at that meeting.

6.5 QUORUM FOR MEETINGS

No business may be transacted at any Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 6.7.a.ii a quorum for General Meetings is **50%** plus one (1) of Affiliate Members.

6.6 CHAIRPERSON TO PRESIDE AT MEETINGS

- a. The chairperson of the Management Committee will, subject to this Constitution, preside as chairperson at every Meeting except:
 - I. in relation to any election for which the chairperson of the Management Committee is a nominee; or
 - II. where the chairperson of the Management Committee has a conflict of interest.
- b. If the chairperson of the Management Committee is not present or is unwilling or unable to preside, the Affiliate Members present must appoint another Committee member to preside as chair for that meeting only.

6.7 ADJOURNMENT OF MEETING AT MEETINGS

- a. If within half an hour from the time appointed for the Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - I. if the meeting was convened on the requisition of Affiliate Members under clause 6.12.b, the meeting will lapse; and
 - II. in any other case, those Affiliate Members present will constitute a quorum.
- b. The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- c. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- d. Except as provided in clause 6.7.c, it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

6.8 VOTING PROCEDURE 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 or on the declaration of the result of the show of hands) demanded by:

- b. the chairperson; or
- c. a simple majority of Affiliate Members present and entitled to vote at the meeting.

6.9 RECORDING OF DETERMINATIONS AT MEETINGS

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

6.10 VOTING AT MEETINGS

Members entitled to vote

- a. Each Affiliate Member is entitled to one (1) vote at General Meetings.
- b. The chairperson of a General Meeting does not have a casting vote.

6.11 PROXY VOTING

Proxy voting is not permitted

6.12 SPECIAL GENERAL MEETINGS

- a. The Management Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- b. Requisition of Special General Meetings
 - i. On the requisition in writing of **50%** of the total number of Affiliate Members, the Management Committee must, within one month after the receipt of the requisition, and give notice as per Clause 9.5, convene a Special General Meeting for the purpose specified in the requisition.
 - ii. Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
 - iii. If the Management Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
 - iv. A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Management Committee and for this purpose the Management 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 Association.

6.13 STRATEGIC FORUM OF ASSOCIATION

The association may hold a strategic forum at least once per year. The object of a strategic forum is to:

- a. inform the Management Committee of significant membership issues
- b. assist the Management Committee to design or review the association's strategic plan and direction
- c. discuss region-wide issues
- d. provide feedback to the Management Committee on the results of its governance decisions in practice at the member level.

6.14 ATTENDEES AT STRATEGIC FORUMS

The following persons may attend strategic forums of the association:

- a. up to two representatives from each Affiliate club
- b. the management committee members
- c. other persons the Management Committee would like to invite.

7. MANAGEMENT

The Management Committee constitutes the Committee for the purposes of the Act.

7.1 GENERAL POWERS OF MANAGEMENT COMMITTEE

- a. Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Management Committee, which may exercise the powers of the Association for that purpose.
- b. The Management Committee must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole, having regard to the Association's position in the Community.

7.2 COMPOSITION OF THE MANAGEMENT COMMITTEE

For all the positions detailed in clause 7.2.a to 7.2.g, a committee member cannot also be an affiliate member delegate and must satisfy the requirements that they are fit and proper persons. As legislated by Act e.g. Liquor Licensing Act 1997.

The Management Committee will comprise the following positions:

- a. Chairperson elected under clause 7.6,
- b. Vice Chairperson elected under clause 7.6,
- c. Secretary elected under clause 7.6,
- d. Treasurer who will also be the chairperson of Risk, Finance, Governance and Licensing Sub Committee elected under clause 7.6,
- e. Chairperson of Operations Sub Committee elected under clause 7.6,
- f. Two (2) Elected Committee members elected under clause 7.6,
- g. Up to two (2) Appointed Committee members appointed under clause 7.7

The Management Committee may request in writing to the Council One non-voting guest representative.

7.3 NOMINATIONS FOR ELECTED COMMITTEE MEMBERS

- a. The Management Committee must call for nominations for the Elected Management Committee (clause 7.2) at least forty-eight (48) days prior to the Annual General Meeting.
- b. The Management Committee may, when it calls for nominations, indicate which portfolios on the Management Committee it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

7.4 NOMINATIONS MUST:

- a. be in writing; and
- b. be in the prescribed form (if any) provided for that purpose; and
- c. be signed by the nominee if nominating as an individual member; and
- d. if the nomination is from an Affiliated Club member, disclose any position the nominee holds in the Affiliate Club, including as an officer, a Participant, a Delegate or an employee, and be signed by the Chairperson of the Affiliated Club; and
- e. be delivered to the Association not less than seven (7) days before the date fixed for the Annual General Meeting.

7.5 ELECTIONS

- a. If the number of nominations received for the Management Committee is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Management Committee, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- b. If the number of nominations exceeds the number of vacancies to be filled, an election must be conducted.

- c. Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.
- d. Elections must be conducted by secret ballot
- e. If at the close of the Annual General Meeting, vacancies on the Management Committee remain unfilled, the vacant position(s) will be deemed casual vacancies under clause 7.12.

7.6 TERM OF APPOINTMENT FOR ELECTED COMMITTEE MEMBERS

- a. Committee members elected under clause 7.5 shall be elected for a term of two years. 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 the election occurred until the conclusion of the second annual general meeting following.
- b. To ensure continuity, the election of Committee members shall be dispersed between odd and even years in accordance with clause 7.6.c
- c. The sequence of election under clause 7.6.b shall be:
 - I. even years – Chairperson, Treasurer and one (1) general committee member
 - II. odd years – Vice Chairperson, Secretary and Operations Chairperson and one (1) general committee members
- d. Following the adoption of this Constitution, no person who has served as an elected committee member for a period of four (4) consecutive full terms shall be eligible for election as an elected committee member until the next annual general meeting following the date of conclusion of their last term as an elected committee member.
- e. If the law requires the elected committee member to have a particular qualification or clearance (for example, police clearance), the elected committee member's term will not begin until the qualification or clearance has been established.

7.7 APPOINTMENT OF “APPOINTED” COMMITTEE MEMBERS

The elected committee members may appoint up to two (2) appointed committee members.

- a. Qualifications for appointed committee members

In appointing Appointed committee members, the elected committee members should have regard to which personal skills and experience the management committee thinks will complement the committee's composition.

- b. Term of appointment

The term of office of each appointed committee member must be fixed by the elected committee members at the time of the Appointed committee members appointment but it cannot exceed one (1) year.

7.8 CHAIRPERSON

The chairperson shall be the nominal head of the Association and will act as chair of any Committee meeting at which they are present. If the chairperson is not present, or is unwilling or unable to preside at a committee meeting the remaining committee members shall appoint another committee member to preside as chair for that meeting only.

7.9 CASUAL VACANCIES

Subject to clause 7.6.e the remaining committee members may fill any casual vacancy occurring in the position of a committee member. Any casual vacancy may only be filled for the remainder of the original committee member's term under this Constitution.

7.10 GROUNDS FOR TERMINATION OF COMMITTEE MEMBER

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

- a. dies;
- b. becomes bankrupt or makes any arrangement or composition with her creditors generally;
- c. suffers from mental or physical incapacity;
- d. is disqualified from office under section 30 of the Act;
- e. resigns his or her office by notice in writing to the Association;
- f. is absent without the consent of the Management Committee from meetings of the Management Committee held during a period of six (6) months;
- g. holds any office of employment with the Association;
- h. is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- i. in the case of an Appointed Committee member, is removed from office by the Elected Committee members;
- j. is removed by the Members in General Meeting; or
- k. would otherwise be prohibited from being a committee member of a corporation under the *Corporations Act 2001 (Cth)*.
- l. If a Committee member is removed by resolution of the Members, the Committee member cannot be reappointed to the Management

Committee as an Appointed Committee member without a further resolution of Members authorising the appointment.

7.11 INSUFFICIENT MEMBERS ELECTED TO FORM A COMMITTEE

If the number of Committee members elected under Clause 7.2 is not sufficient to constitute a quorum as required under Clause 7.16, the Committee may act only for the purpose of increasing the number of Committee member to a number sufficient to constitute a quorum.

7.12 MANAGEMENT COMMITTEE TO MEET

- a. The Management 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). Subject to this Constitution, the Management Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- b. Any Committee member may at any time convene a meeting of the Management Committee on reasonable notice to the other Committee members.

7.13 DECISIONS OF MANAGEMENT COMMITTEE

Subject to this constitution, questions arising at any meeting of the management committee may be decided by ordinary resolution. Each committee member has one (1) vote on any question. The chair does not have a casting vote.

7.14 CIRCULATORY RESOLUTIONS

- a. A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Committee members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee members duly convened and held. Any such resolution may consist of several documents in like form each signed or assented by one (1) or more of the Committee members.
- b. A resolution may not be passed under clause 7.14.a if, before it is circulated for voting under clause 7.14.a the Management Committee resolves that it can only be put at a meeting of the Management Committee.
- c. A resolution passed under this clause must be recorded in the minute book.
- d. Refer to Regulations for detail of the process

7.15 RESOLUTIONS NOT IN MEETING

- a. Without limiting the power of the Management Committee to regulate its meetings as it thinks fit, and subject to clause 7.16 a meeting of the Management 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 Management Committee or this constitution. The notice will specify that committee members are not required to be present in person.
- iii. If a failure in communications prevents clause 7.15.a.i from being satisfied by the number of committee members which constitutes a quorum (clause 7.16), and none of such committee members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until clause 7.15.a.i is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
- iv. Any meeting held where one or more of the committee members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a committee member is there present. If no committee member is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

7.16 QUORUM - MANAGEMENT COMMITTEE

- a. At meetings of the Management Committee the number of Committee members whose presence is required to constitute a quorum is:
 - i. if the number of Committee members then in office is an even number, half of the number of Committee members plus one; or
 - ii. if the number of Committee members then in office is an odd number, half of the number of Committee members rounded up to the next whole number.
- a. The Elected Chairperson of the Association will act as chairperson of any Management Committee meeting or General Meeting at which he or she is present and unless the Management Committee decides otherwise is the nominal head of the Association. If the chairperson is not present, or is unwilling or unable to preside at a Management Committee meeting the remaining Committee members must appoint another Committee member to preside as chair for that meeting only.
- b. The Committee members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Committee member has an interest.

7.17 DELEGATIONS

- a. Management Committee May Delegate Functions

The Management Committee may, by instrument in writing, create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions. It will also determine what powers these committees are given. In exercising its power under this clause, the Management Committee must take into account broad stakeholder involvement.

b. Delegation by Instrument

The Management Committee may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:

- i. this power of delegation
- ii. a function imposed on the Management Committee or the executive officer by the Act or any other law, or this constitution or by resolution of the association in general meeting.

c. Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

d. Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Management Committee under clause 7.15. The entity exercising delegated powers shall make decisions in accordance with the objects. It shall promptly provide the Management Committee with details of all material decisions and shall provide any other reports, minutes and information as the Management Committee may require from time to time.

e. Delegation May be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function. These may be specified in the delegation.

f. Revocation of Delegation

By instrument in writing, the Management Committee may at any time revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by such body or person under this clause.

7.18 SEAL

- a. The Association will have a Seal on which its corporate name appears in legible characters.
- b. The Seal may not be used without the express authorisation of the Management Committee and every use of the Seal must be recorded in

the minute books of the Association. The affixing of the Seal must be witnessed by two (2) Committee members or by one Committee member and another person authorised by the Management Committee for that purpose.

7.19 APPOINTMENT OF MANAGER

The Committee members may appoint a Manager/s.

- a. Powers, duties and authorities of Manager
 - i. The Manager holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Committee members.
 - ii. The exercise of those powers and authorities, and the performance of those duties, by the Manager are subject at all times to the control of the Committee members.
- b. Subject to the terms and conditions of the appointment, the Committee members may suspend or remove the Manager from that office.
- c. The Committee members may delegate to the Manager the power (subject to such reservations on the power as are decided by the Committee members) to conduct the day-to-day management and control of the business and affairs of the Organisation. The delegation will include the power and responsibility to:
 - i. develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Committee members and to implement them to the extent approved by the Committee members;
 - ii. manage the financial and other reporting mechanisms of the Organisation;
 - iii. approve and incur expenditure subject to specified expenditure limits;
 - iv. sub-delegate his or her powers and responsibilities to employees or internal management committees of the Organisation; and
 - v. any other powers and responsibilities which the Committee members consider appropriate to delegate to the Manager.
- d. The Manager is entitled, subject to a determination otherwise by the Committee members, to attend all meetings of the Organisation, all meeting of the Committee members and any Committees and may speak on any matter, but does not have a vote

7.20 Public Officer

- a. There must be at least one Public Officer who is to be appointed by the Management Committee.
- b. The Management Committee members may suspend or remove a Public Officer from that office.
- c. A Public Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Management Committee members.

8. RECORDS AND ACCOUNTS

- 8.1** The Committee members will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Corporations Act.
- 8.2** The Manager or other Management Committee appointed committee member shall have a copy of the statements of account, the Management Committee's report, the auditor's report and every other document required under the Act (if any) sent to all persons entitled to receive notice of AGMs in accordance with this constitution.
- 8.3** The Club shall open and keep at least one transaction account as the Management Committee may from time to time determine, and all monies belonging to the Association shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of the account(s) of the Association.
- 8.4** No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Association unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two of the persons appointed by the Management Committee or such purposes. All extraordinary and capital expenditure must be ratified by the Management Committee
- 8.5** Auditor
- a. If required under the Act a properly qualified auditor or auditors shall be appointed by the Committee members and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Act
 - b. The association shall prepare and make available to the members an annual financial report comprising; an annual profit and loss statement, a balance sheet, a statement of cash flows and a committee members' report.
 - c. The auditor may be removed by the Committee members.
- 8.6** Application Of Income
- a. The income and property of the association 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 association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any member
 - II. no remuneration or other benefit in money or money's worth shall be paid or given by the association to any member who holds any office of the association.
 - c. Nothing in clauses 9.5.a or 9.5.b shall prevent payment in good faith of or to any member for:

- I. any services actually rendered to the association whether as an employee, committee member or otherwise
 - II. goods supplied to the association 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 association
 - V. any out-of-pocket expenses incurred by the member on behalf of the association.
- d. provided that any such payments shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

9 ADMINISTRATION

9.1 WINDING UP

The Association may be wound up in a manner provided for in the Act.

9.2 DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the association 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. Instead, the assets or property must be given or transferred to another organisation(s) that has objects similar to those of the association. The organisation(s) must prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the association by this constitution. The organisation(s) is to be determined by the members in 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.

9.3 ALTERATION OF CONSTITUTION

This constitution shall not be altered except by special resolution.

9.4 REGULATIONS

- a. Management Committee to Formulate Regulations
 - i. The Management Committee may formulate, issue, adopt, interpret and amend such regulations for the proper advancement, management and administration of the association and the advancement of the purposes of the association as it thinks necessary or desirable. Such regulations must be consistent with the constitution.
- b. Regulations Binding
 - i. All regulations are binding on the association and all members.
- c. Regulations Deemed Applicable

- i. All clauses, rules, by-laws and regulations of the association in force at the date of the approval of this constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by, this constitution) shall be deemed to be regulations and shall continue to apply.
- d. Bulletins Binding on Members
 - i. Amendments, alterations, interpretations or other changes to regulations shall be advised to members by means of bulletins approved by the Management Committee and prepared and issued by the executive officer. Clubs shall take reasonable steps to distribute information in the bulletins to individual members. The matters in the bulletins are binding on all members.

9.5 NOTICE

- a. Notices may be given by the association to any person entitled under this constitution to receive any notice. Notices will be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the member's registered address or facsimile number or electronic mail address. Notices to delegates will be sent to the last notified address, facsimile number or electronic mail address.
- b. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected six (6) days after posting.
- c. Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- d. Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.
- e. Notices given to the Association are subject to clauses 9.5a, b, c and d.

9.6 PATRONS AND VICE PATRONS

At a General Meeting, the association, on the recommendation of the Management Committee, may annually appoint a chief patron and the number of patrons, as it considers necessary. This is subject to approval of that person or persons.

9.7 INDEMNITY

- a. Every committee member and employee of the association shall be indemnified out of the property and assets of the association against any liability incurred by them in their capacity as committee member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the court.

- b. The association shall indemnify its committee members and employees against all damages and losses (including legal costs) for which any such committee member or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - i. in the case of a committee member, performed or made while acting on behalf of and with the authority, express or implied, of the association
 - ii. in the case of an employee, performed or made in the course of, and within the scope of, their employment by the association.

9.8 AUTHORITY TO TRADE

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

9.9 TRANSITIONAL PROVISIONS

- a. Continuing Membership
 - i. Each Club that is a member of the Association on the day on which this Constitution is adopted will automatically be admitted to membership as an Affiliate Member.
 - ii. Each other person who is a member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Management Committee, is the category most appropriate for that Member.
- b. Committee members
 - i. 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 member's current term will be counted as if this Constitution had been in place at the commencement of that term.
- c. Regulations deemed applicable
 - i. All rules, by-laws, policies and regulations of the Association in force at the date of the approval of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.

Constitution Version Control

Date	Who	Description
June 2017	Management Committee STARCLUB consultant	STARCLUB consultation identified significant and critical risk issues with current constitution.
June 2017	Meeting with working group, council and consultant	To discuss current document and to identify any issues MFRG have
July 2017	Consultant, Management Committee and "Club"	To discuss integration and liquor licence compliance.
October 2017	Consultant	Entire Constitution Re-written by consultant on behalf of MFRG
November 2017	Committee to review content	
12 December 2017	Final Draft Prepared and sent to MFRG committee	Formatting and numbering Spell checking
December 2017 – January 2018	Circulated to members	For general comments
14 February	Members – Forum to discuss new constitution	Open workshop to discuss the content of the new constitution
Proposed 11 May 2018	Members only	Special General Meeting

Internal – Management Committee Representatives

Roger Westland
Annette Osmond
Tom Bowden

External

Consultant – Tim White
Council Representative - Craig Hobart (STARCLUB consultant)
Council Representative – Lyn Walkley (Community Governance Officer)