




Adelaide University Scuba Diving Club

Constitution

Revision 12
Updated 5 May 2016

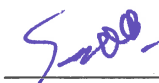
This constitution was adopted at a special general meeting (SGM) held at Adelaide University Scuba Diving Club premises on 5 May 2016.

Signed:



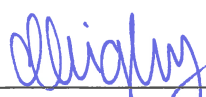
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5/05/2016
(date)



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1 Name of Association

The name of the incorporated association is Adelaide University Scuba Diving Club Incorporated, which is an incorporated body under the Associations Incorporation Act 1985 (SA).

The club is amalgamated with, and forms a part of the Adelaide University Sports Association Incorporated, and is bound by the general rules and conditions laid down in that Association's Constitution and by-laws.

2 Definitions and Interpretation

2.1 Definitions

In this Constitution unless the contrary intention appears:

“Act” means the *Associations Incorporation Act 1985 (SA)*.

“Annual General Meeting” means a meeting of the kind described in Section 17(a).

“Appointed Committee Member” means a member appointed to the Committee when a vacancy has arisen, and not been elected under Section 11.

“AU Sport” means Adelaide University Sports Association Inc.

“AU Council” means Adelaide University Sport Council.

“Club” means the Adelaide University Scuba Diving Club Inc.

“Committee” means the body consisting of the Committee Members and constituting the committee for the purposes of the Act.

“Constitution” means this constitution of the Club.

“Committee Member” means a member of the 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.

“Elected Committee Member” means a member appointed to the Committee under Section 11.

“Financial Year” means the year commencing on 1 January, and ending on 31 December each year.

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

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

“Life Member” means an individual appointed as a life member of the Club under Section 5.4.

“Member” means a member for the time being of the Club.

“Membership Year” is from the date the member pays membership to twelve (12) months following.

“Objects” means the objects of the Club in Section 3.

“Ordinary Member” means a person admitted as an ordinary member of the Club under Section 5.

“Ordinary Resolution” means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; and
- (b) at a meeting of the Committee or a committee of the Committee, a resolution passed by a majority of those present, entitled to vote and voting.

“Regulation” means a rule, regulation, by-law or policy made by the Committee under this Constitution.

“Seal” means the common seal of the Club.

“Special General Meeting” means a general meeting of Members convened in accordance with Section 18.

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

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- (a) at least 14 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

“**Sport**” means the underwater sport(s) and activity(-ies) within the club’s scope.

“**University**” means the University of Adelaide.

2.2 Interpretation

In this Constitution:

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

2.3 Resolutions

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

2.4 The Act

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

3 Objects of the Club

The Objects of the Club are to:

- (a) encourage, promote and advance scuba diving and associated underwater activities/sports throughout South Australia;
- (b) affiliate with AU Sport, and other relevant affiliated bodies, and co-operate with organisations that shares the objects of the Club;
- (c) facilitate opportunities for members to receive scuba diving related training from accredited training providers;
- (d) facilitate opportunities for members to enjoy scuba diving and associated underwater activities/sports to its fullest extent;
- (e) be active in the cause of conservation, in particular of the marine environment;
- (f) allow the study of, and increase members’ knowledge of marine biology and related topics;
- (g) provide enjoyment and recreation for members; and
- (h) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4 Powers of the Club

For furthering the Objects, the Club has:

- (a) the specific rights, powers and privileges conferred on it by Section 25 of the Act; and
- (b) Powers of the Club in line with AU Sport, AU Council and University policies:
 - (i) The Club colours and branding must be in line with AU Sports branding guidelines; and
 - (ii) The Club's use of the term 'University' must be approved by AU Sport and the University.

5 Members

5.1 Categories of Members

The Members of the Club are limited to members of AU Sport and consist of:

- (a) Life Members; and
- (b) Ordinary Members.

5.2 Admission of Members

- (a) A candidate for membership must apply to the Committee in writing.
- (b) The application must:
 - (i) be in a form approved by the 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.

5.3 Discretion to accept or reject application

- (a) The Committee Members may accept or reject an application whether the applicant has complied with the requirements in Section 5.2 or not. The Committee Members are not required, nor can they be compelled to provide any reason for rejection.
- (b) Membership begins on the later to occur of:
 - (i) acceptance of the application by the Committee Members; or
 - (ii) payment of any fees payable by the new Member.

5.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Activity/Sport in South Australia.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Committee. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
- (c) A Life Member has all the rights of an Ordinary Member.
- (d) A Life Member cannot be required to pay Club membership fee (other than fees that are required to be paid to play in an activity or team representing the Club).

5.5 Obligations of Members

Each Member must:

- (a) treat all staff, contractors and representatives of the Club, AU Sport, and other relevant affiliated bodies with respect and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of both the Club and the Sport; and
- (c) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club, AU Sport, and other relevant affiliated bodies, or the Sport.

5.6 Register of Members

- (a) The Club 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 Committee considers appropriate.

- (c) Members must provide the Club with the details required by the Club to keep the register complete and up to date.

5.7 Effect of Membership

- (a) This Constitution constitutes a contract between each of the Members and the Club and each Member is bound by this Constitution and the Regulations.
- (b) Each Member is also bound by the rules and regulations governing competitions in which the Member participates.
- (c) Each Member is required to apply to be admitted to membership of AU Sport.

6 Cessation of Membership

6.1 General

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

- (a) the Member's membership of the Club lapses by virtue of non-payment of any required membership fee;
- (b) the Member ceases to be a member of AU Sport;
- (c) the Member dies;
- (d) the Member is dissolved, wound up or bankrupted;
- (e) the Member resigns from membership in accordance with Section 6.2; or
- (f) the Member is expelled from the Club under Section 6.3.

6.2 Notice of Resignation

A Member may resign from membership of the Club on one month's notice in writing to the Club. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Club.

6.3 Expulsion for breach

- (a) Subject to Clause 6.3(c) but despite anything contained in any Regulation made under Clause 7(a), the Committee may expel a Member from membership of the Club if, in the opinion of the Committee, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- (b) The Committee may, in its discretion, convene a judiciary committee under Clause 7(c) to hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution or the Regulations and to make recommendations to the Committee about the appropriate consequences of its findings. The Committee may rely on the findings and recommendations of the judiciary committee.
- (c) A member may not be expelled under Clause 6.3(a) unless the Member has been afforded natural justice.

6.4 Return of Property

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

6.5 Membership Reinstatement

- (a) Nothing in this Section 6 prevents a former Member from applying for readmission to Membership but, in considering the readmission application, the Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under this Section 6 may be reinstated at the discretion of the Committee without an application having been made under Clause 6.5(a), with such conditions as it deems appropriate.

6.6 Refund of Membership Fees

Membership fees or subscriptions paid by the former Member may, at the Committee's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

7 Discipline

- (a) If any Member is found to abuse or misuse club equipment, or to act as to place in danger or harm, themselves or any other person, while on a club dive or not, the Committee shall take such disciplinary action towards that member as they see fit.
- (b) The 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.
- (c) A Regulation made under Clause 7(b) may:
 - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under Clause 7(a);
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties; and
 - (iv) otherwise prescribe the procedures for dealing with cases falling under Clause 7(a).
- (d) Despite any Regulation made under Clause 7(a), the Committee may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- (e) All proceedings relating to cases falling under Clause 7(a) must be conducted according to the rules of natural justice.

8 Subscriptions and Fees

- (a) The Committee will:
 - (i) fix annual membership subscriptions;
 - (ii) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.
- (b) On admission to membership, a new Member must pay the current full year's subscription, or temporary subscription (Come and Try).
- (c) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members if the Committee is satisfied that there are special reasons to do so.

9 Powers of the Committee

9.1 General Powers of Committee

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

9.2 Limitation

The Committee may not cause the Club to disaffiliate from AU Sport without an Ordinary Resolution of the Members in General Meeting. If it chooses to do so, the club will have to remove all reference to AU Sport and the University.

The Committee may not cause the Club to disaffiliate from other relevant affiliated bodies without an Ordinary Resolution of the Members in General Meeting.

10 Composition of the Committee

10.1 Composition of the Committee

- (a) The Committee will comprise up to nine (9) Elected Committee Members elected under Section 11.
- (b) The Committee executive is to be elected in turn as follows:
 - (i) President, responsible for the overall organisation of club affairs, meetings and business;
 - (ii) Vice-President, who shall be an aid to the President, and oversee overall club safety;
 - (iii) Treasurer, responsible for club monetary affairs and documentation of such; and
 - (iv) Secretary, responsible for club documents, minutes, and communication.
- (c) The remaining five (5) Elected Committee Members to be voted in based on advised non-executive portfolios, to be elected under Section 11.
- (d) The Committee should comprise at least two (2) AU student members, unless there does not exist any nominations under this membership status.

10.2 Portfolios

- (a) The Committee may allocate additional portfolios to Committee Members.

11 Elected Committee Members

11.1 Nominations

- (a) The Committee must call for nominations for Elected Committee Member at least thirty (30) days prior to the Annual General Meeting.
- (b) The Committee may, when it calls for nominations, indicate which portfolios on the Committee it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.
- (c) The Committee must nominate a Returning Officer to chair over the elections of the Committee.

11.2 Returning Officer

- (a) The role of a returning officer is to conduct, in its entirety, the election for the Committee. Broadly speaking, this role includes:
 - (i) preparing the notice inviting nominations;
 - (ii) ensuring the notice is published;
 - (iii) receiving nominations;
 - (iv) acceptance of nominations and declaring formal acceptance when nominations close;
 - (v) conducting the draw for positions on the ballot paper;
 - (vi) drafting and printing ballot papers;
 - (vii) distributing ballot papers to eligible members;
 - (viii) counting ballot papers; and
 - (ix) providing the result to the club.
- (b) A returning officer should not be a candidate for any position being contested in an election. A returning officer cannot be seen to have any affiliation with or show support to any candidate or group of candidates. The integrity of an election relies on the ability and complete impartiality of the returning officer.
- (c) The returning officer may or may not be a member of the Club.

11.3 Form of Nomination

Nominations must:

- (a) be in writing;
- (b) be in the prescribed form (if any) provided for that purpose;
- (c) be signed by the nominee; and
- (d) be delivered to the Club not less than fourteen (14) days before the date fixed for the Annual General Meeting.

11.4 Elections

- (a) If the number of nominations received for the Committee does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, nominations for the remaining Elected Committee Member positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (c) If at any stage the number of nominations for the Committee exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (d) Elections must be conducted by secret ballot.
- (e) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies.

11.5 Scrutiny and Counting

- (a) In the event that two or more candidates have an equal number of votes and one has to be excluded or one has to be elected, a vote is to take place again. Should a tie occur once again, "a draw from a hat" will be conducted by the returning officer.
- (b) A scrutineer is a person appointed by the candidate to observe the counting process on his/her behalf. A scrutineer is therefore not entitled to assist the returning officer in the counting of ballot papers.
- (c) A candidate may not act as a scrutineer in any of the ballots being contested.

11.6 Term of Appointment for Elected Committee Members

- (a) Subject to Clause 11.4(b), the term of office of each Elected Committee Member begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) 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.
- (c) The term of office of each Elected Committee Member ends at the conclusion of the next Annual General Meeting following their election, but the Elected Committee Member is eligible for re-election.

12 Vacancies on the Committee

12.1 Casual Vacancies

- (a) Any casual vacancy occurring in the position of Elected Committee Member may be filled by the remaining Elected Committee Members, or otherwise by an interested Member within the Club.
- (b) A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting irrespective of the term of office of the person whom he or she replaces.

12.2 Grounds for Termination of Committee Member

- (a) The office of a Committee Member becomes vacant if the Committee Member:
 - (i) dies;
 - (ii) becomes bankrupt or makes any arrangement or composition with her creditors generally;
 - (iii) suffers from mental or physical incapacity;
 - (iv) is disqualified from office under Section 30 of the Act;
 - (v) resigns his or her office by notice in writing to the Club;
 - (vi) is absent without the consent of the Committee from meetings of the Committee held during a period of six (6) months;
 - (vii) holds any office of employment with the Club;

- (viii) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest;
 - (ix) is removed by the Members in General Meeting (by vote of 50% majority); or
 - (x) would otherwise be prohibited from being a director of a corporation under the Corporations Act 2001 (Cth).
- (b) If a Committee Member is removed by resolution of the Members, the Committee Member cannot be reappointed to the Committee as an Appointed Committee Member without a further resolution of Members authorising the appointment.
- (c) In the event of a no-confidence vote in any committee member being passed by a Committee Meeting, then the committee shall call a Special General Meeting and recommend that the position be declared vacant and an election called forthwith. The committee member may continue to perform the duties of his/her position pending the Special General Meeting unless a motion to suspend the member is placed on notice and subsequently passed by a Committee meeting with a 75% majority.

12.3 Committee May Act

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

13 Meetings of the Committee

13.1 Committee to Meet

- (a) The Committee must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the 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 Committee on reasonable notice to the other Committee Members. At least seven (7) days' notice shall be given to all Committee Members, and notice must be in writing, by telephone, or personal contact.
- (c) If it is necessary for a motion to be placed on notice, the notice will be the same amount of time required for the meeting (seven (7) days).

13.2 Attendance by Telephone

A Committee Member may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

13.3 Decisions of Committee

- (a) Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution. Each Committee Member has one (1) vote on any question.
- (b) In the event of a tied vote, then the chair will have the casting vote.

13.4 Resolutions not in Meeting

- (a) Subject to Clause 13.4(d), the Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution either:
 - (i) sign a document containing a statement that they are in favour of the resolution set out; or
 - (ii) write by e-mail confirming that they are in favour of the resolution set out.

The resolution is passed when the last Committee Member signs.

- (b) For the purposes of Clause 13.4(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

- (d) A resolution may not be passed under Clause 13.4(a) if, before it is circulated for voting under Clause 13.4(a), the Committee resolves that it can only be put at a meeting of the Committee.
- (e) A resolution passed under this clause must be recorded in the minute book.

13.5 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is:

- (a) if the number of Committee Members then in office is an even number, half of the number of Committee Members plus one; or
- (b) 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.

13.6 Chairperson

The President will act as chair of any Committee meeting or General Meeting at which he or she is present and unless the Committee decides otherwise is the nominal head of the Club. If the President is not present, or is unwilling or unable to preside at a Committee meeting, the Vice-President will preside as chair for that meeting only. If the President and Vice-President are both not present, or are unwilling or unable to preside at a Committee meeting, the remaining Committee Members must appoint another Committee Member to preside as chair for that meeting only.

13.7 Committee Members' Interests

The Committee Members must comply with Section 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Committee Member has an interest.

14 Executive

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

15 Delegations

The Committee may, in writing, establish subcommittees and delegate to each of them the exercise of the functions of the Committee that are specified in the instrument of delegation, other than:

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

16 Seal

- (a) The Club 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 Committee and every use of the Seal must be recorded in the minute books of the Club. The affixing of the Seal must be witnessed by two (2) Committee Members or by one Committee Member and another person authorised by the Committee for that purpose.

17 Annual General Meeting

- (a) An Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.
- (b) The Annual General Meeting will be held at a date not more than fourteen calendar months after the last Annual General Meeting.
- (c) Minutes of Annual General Meeting must be sent to AU Sport within two (2) weeks of the meeting.
- (d) All General Meetings other than the Annual General Meeting will be Special General Meetings.

18 Special General Meetings

18.1 Special General Meetings may be held

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

18.2 Requisition of Special General Meetings

- (a) On the requisition in writing of not less than five percent (5%) of the total number of Members, the Committee must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- (d) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.
- (e) Minutes of Special General Meeting must be sent to AU Sport within two (2) weeks of the meeting.

19 Attendance and Voting at General Meetings

- (a) Each Member is entitled to attend General Meetings.
- (b) Only those Members who have paid full year subscriptions are entitled to vote at General Meetings.
- (c) Each of the Committee Members and the auditor (if any) is entitled to attend General Meetings, but not to vote unless he or she is a Member.

20 Notice of General Meeting

- (a) Notice of every General Meeting must be given to every Member, the auditor and the Committee Members by the means authorised in Section 32.
- (b) A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least fourteen (14) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Members entitled to vote.

21 Business

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in Clause 21(a), is special business.
- (c) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

22 Proceedings at General Meetings

22.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to Clause 22.3(a)(ii), a quorum for General Meetings is:

- (a) 10 Members should the membership be less than 50 members; or
- (b) 15 Members for those clubs with more than 50 members.

Note proxies to be included for quorum requirements.

22.2 Chairperson to preside

The chairperson of the Committee will, subject to this Constitution, preside as chairperson at every General Meeting except:

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

If the chairperson of the Committee is not present or is unwilling or unable to preside, the Members present must appoint another Committee Member to preside as chair for that meeting only.

22.3 Adjournment of meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting.
 - (i) if the meeting was convened on the requisition of Members under Section 18.2, the meeting will lapse; and
 - (ii) in any other case, those Members present will constitute a quorum.
- (b) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in Clause 22.3(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

22.4 Voting Procedure

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

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

22.5 Recording of Determinations

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

23 Voting at General Meetings

23.1 Members entitled to vote

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

23.2 Chairperson may not exercise casting vote

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

23.3 Proxies

- (a) A Member (in this clause, called the "Appointing Member") shall be entitled to appoint in writing a natural person who is also a member of the Club to be their proxy, and attend and vote at any General Meeting of the Club.
- (b) The Appointing Member must submit a notice of proxy to the club Secretary by either:
 - (i) e-mail no later than 48 hours prior to the scheduled commencement of the general meeting; or
 - (ii) surface mail posted no later than seven (7) days prior to the scheduled date of the General Meeting.
- (c) The notice of proxy must contain the name of the Appointing Member, and the appointee.
- (d) At any vote in which proxy votes are counted, the Chairperson shall declare at the conclusion of the vote the number of proxy votes included in the tally, but not the manner in which they were applied.
- (e) No person may have more than two proxies allocated to them.
- (f) Should an option be available for a prepared voting document prior to the Meeting, a Member may elect to complete this rather than appointing a proxy, and submit to the Secretary (or Returning Officer should there be elections), in line with Clause 23.3(b).

24 Dispute Resolution Procedure

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - (i) another Member; or
 - (ii) the Club.
- (b) The parties to the dispute should attempt to meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to AU Sport Board for resolution.
- (d) The Committee may prescribe additional grievance procedures in Regulations consistent with this Section 24.
- (e) In this clause 'Member' includes any former Member whose membership ceased not more than six months prior to the dispute occurring.

25 Records and Accounts

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

26 Auditor

26.1 External auditor appointee

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

26.2 AU Sport

AU Sport has the power to audit all of the Club books, accounts and other documents relating to the affairs of the Club, and the Club is obligated to hand these documents over when requested.

27 Application of Income

- (a) The income and property of the Club must be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution or the Act, no portion of the income or property of the Club may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- (c) Subject to Clause 27(d), nothing in Clause 27(a) or 27(b) prevents a payment in good faith to any Member:
 - (i) in accordance with Section 3 and Clause 27(a) where that Member is a not-for-profit entity with a similar purpose to the Club;
 - (ii) for any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
 - (iii) for goods supplied to the Club in the ordinary and usual course of operation;
 - (iv) for interest on money borrowed from any Member;
 - (v) for rent for premises demised or let by any Member to the Club;
 - (vi) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.
- (d) No payment made under Clause 27(c) may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

28 Winding Up

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

29 Distribution of Assets on Winding Up

- (a) If, on winding up, dissolution or deregistration of the Club and after satisfaction of all the Club's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to AU Sport.

30 Alteration of Constitution

This Constitution may be repealed or altered or a new provision may be added by Special Resolution passed by 75% of those members in attendance at a duly convened General Meeting and approved by AU Sport.

31 Regulations

31.1 Committee to formulate Regulations

The Committee may make and amend rules, regulations, by-laws or policies (Regulations) for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and the Sport in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

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

The Regulations must be consistent with the Constitution, AU Sport, and other relevant affiliated bodies' constitution and any regulations made by AU Sport, and other relevant affiliated bodies.

31.2 Regulations Binding

All Regulations are binding on the Club and all Members.

31.3 Publication of Regulations

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

32 Notice

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

33 Patrons and Vice Patrons

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

34 Indemnity

- (a) Every Committee Member, and employee of the Club is entitled to be indemnified out of the property and assets of the Club 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 proceedings in which relief is granted by the Court.
- (b) The Club must 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:
 - (i) in the case of a Committee Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Club; and
 - (ii) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Club.

35 Transitional Provisions

35.1 Continuing Membership

Each person who is a Member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Committee, is the category most appropriate for that Member.

35.2 Committee Members

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

35.3 Regulations deemed applicable

All rules, by-laws, policies and regulations of the Club 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.

Document Control

Revision	Date	Comments
1	09/1983	
2	09/1984	
3	13/03/1997	
4	16/03/2000	
5	14/03/2002	
6	17/03/2003	
7	15/05/2003	
8	4/03/2010	Added officers in 5.1; grammar and spelling corrections
9	7/03/2013	Added officers in 5.1.i; added 5.11
10	22/03/2014	Added Section 16 <i>Application of Income and Property</i> to comply with Incorporation Act.
11	17/03/2016	<p>Total revamp of document based on Government of SA Office for Recreation and Sport model club constitution, and includes AU Sport references. Some of the main points to note with this update:</p> <ul style="list-style-type: none"> • Recognition and greater power recognised towards AU Sport due to affiliation status; • Incorporation of underwater rugby items where appropriate, with rewording from solely “scuba diving activities”, to “scuba diving and associated underwater activities”; • Life membership criteria included; • Changed around committee members to nine, with removal of non-executive officers voted. Expanded description of portfolios to be taken up by committee general members; • Committee able to vote on motions in e-mail communications, rather than waiting on formal meetings (noting these in the next meeting’s minutes); • Changed required quorum from 20 members, to 10/15 members depending on club size; • Changed membership year from fixed term to end February each year, to 12 months rolling club membership; • Returning officer definition; • Proxy information defined; and • Constitution Appendix A Rules and Regulations removed, to be incorporated within Club policies/by-laws.

Constitution

Revision	Date	Comments
12	5/05/2016	<ul style="list-style-type: none">• Section 30 <i>Alteration of Constitution</i>: Deleted clause that allowed Committee to change constitution in special circumstances, based on feedback by <i>Consumer and Business Services</i> that it contradicts and gives confusion to the previous clause of only changing constitution by member vote alone. <p>Other minor revisions:</p> <ul style="list-style-type: none">• Section 2.1 – Ordered defined terms in alphabetical order;• Clause 2.3 – Renamed sub-committees to subcommittees for consistency;• Clause 3(f) – Deleted unnecessary “and”;• Clause 26.2 – Added comma within sentence for clarity.