



**Constitution of  
The Adelaide University Wing Chun Kung Fu Club**

**In accordance with**

**THE ASSOCIATIONS INCORPORATION ACT 1985 (SA)**

Passed by Special Resolution of the Club 29.1.18

Ratified by AUSport board 12.2.18

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## 1. NAME OF ASSOCIATION

The full name of this incorporated association is "The Adelaide University Wing Chun Kung Fu Club" referred to herein as the "**Club**".

## 2. DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

In this Constitution unless the contrary intention appears:

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

**"Committee"** means the body consisting of 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 according to the rules of the Constitution.

**"Elected Committee Member"** means a committee member appointed under clause 10.

**"Life Member"** means an individual appointed as a life member of the Club under clause 5.

**"Member"** means any member of the Club according to the requirements of this Constitution.

**"Objects"** means the objects of the Club in clause 3.

**"Ordinary Member"** means a person admitted as an ordinary member of the Club under clause 5.

**"Ordinary Resolution"** means;

- a resolution passed by a vote of members at a General Meeting or;
- a resolution passed by the majority of the Committee.

**"Regulations"** means a rule, regulation, by-law, or policy made by the Committee under this Constitution but not necessarily of this Constitution.

**"AU Sport"** means Adelaide University Sports Association.

**"Council"** means Adelaide University Sport Council.

**"University"** means The University of Adelaide.

**"Special Resolution"** means

- a resolution passed by a 75% vote of members at a General Meeting, with 21 days notice.

**"Art"** means the art of Wing Chun kung fu.

**"Student"** means an enrolled student of the University of Adelaide

**"AWCF"** refers to the Australian Wing Chun Federation, a national governing body for the Art.

## 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 sub-committee 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 clause 2.1 above 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) promote and advance authentic Wing Chun;
- (b) through Wing Chun practice, nurture emergent notions of self-defence, physical development, and intellectual development;
- (c) participate with the greater Wing Chun community; and

- (d) undertake activities which are 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) those conferred by AU Sport, AWCF, Council, and University policies.

#### **5. MEMBERS**

##### **5.1 Categories of Members**

Any members of AU Sport are eligible to apply for memberships, which consist of:

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

##### **5.2 Admission of Members**

- (a) A candidate 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 deemed necessary by the Committee;
  - (iii) contain any other information prescribed by Regulation for an application for membership; and
  - (iv) include an agreement to abide by this constitution and the Club's relevant codes of conduct until the application is approved.

##### **5.3 Discretion to accept or reject application**

- (a) All membership is subject to Committee approval;
  - (i) whether the applicant has complied with the requirements in clause 5.2 or not.
  - (ii) The Committee is not required, nor can they be compelled, to provide any specific reason for rejection.
- (b) Membership begins on the later to occur of;
  - (i) acceptance of the application by the Committee Members; and
  - (ii) payment of AU Sport fees

- (iii) payment of the relevant club fees, unless specifically not required by the Committee.

#### 5.4 Life Members

- (a) Life Membership is a rare honour that can be bestowed by the Club for longstanding and valued service to the club.
- (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 or citation outlining the history of services of the nominee.
- (c) A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Committee.
- (d) A Life Member has all the rights of an Ordinary Member.
- (e) A Life Member of the Club is not necessarily a Life Member of AU Sport, and will still require AU Sport membership while regularly attending Club activities.

#### 5.5 Obligations of Members

Each Member must:

- (a) treat all members, contractors, and representatives of the Club, AU Sport, and AWCF with respect and courtesy at all times;
- (b) follow the code of conduct of the Club; 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, AWCF or the Art.

#### 5.6 Register of Members

The Club must keep and maintain a register of Members in accordance with the Act.

- (a) In addition to the information required by the Act, the Register may contain such other information as the Committee considers appropriate.
- (b) 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 serves as a contract between each of the Members and the Club.
- (b) Each Member is bound by this Constitution and its policies.
- (c) Each Member is also bound by the rules and regulations governing competitions or events in which the Member represents the Club.
- (d) Each Member authorises the Club to apply on the Member's behalf for the Member to be admitted to membership of AU Sport and the AWCF.

## 6. CESSATION OF MEMBERSHIP

### 6.1 General

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

- (a) the Member dies;
- (b) the Member fails to pay Club or AU Sport fees by the specified deadline;
- (c) the Member resigns or is resigned from membership in accordance with clause 6.2; or
- (d) the Member is expelled from the Club under clause 6.3.

### 6.2 Notice of Resignation

A Member may resign from membership of the Club by notifying the Club in writing.

- (a) Refunding of Club fees and payment of outstanding fees for the resigning Member are organised entirely at the Committee's discretion.
- (b) A member who does not attend for an extended period and does not make payment of Club or AU Sport fees without notice may be deemed as resigned at the Committee's discretion.

### 6.3 Expulsion for breach

- (a) Subject to clause 6.3(e) but despite anything contained in any Regulation made under clause 7(a), the Committee may enact an expulsion of 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 Regulation.
- (c) The Committee may overrule the findings of judicial committee by a vote.
- (d) A Member may be banned by a committee member or instructor from class immediately if behaviour or safety is of an immediate concern, however cannot be expelled without due course as outlined in this Constitution.
- (e) A member may not be expelled unless the Member has been afforded natural justice, and been given an opportunity to discuss any allegations with the Committee or appointed judicial committee.
- (f) An expulsion must also be approved by a vote of the Committee or the appointed judicial committee.

### 6.4 Return of Property

- (a) A Member who ceases to be a Member must not thereafter use any property of the Club and must immediately return to the Club all of the Club's documents, records, equipment, or other property in the possession, custody, or control of the former Member.

- (b) Grades, grading badges, and grading certificates are not property of the Club after they have been issued by the Club in recognition for achievements.
- (c) Any granted permissions, such as the permission to teach, represent the Club, speak on behalf of the Club, may be retracted or no longer recognised by the Club, Principal Instructor, AWCF, or Committee at their discretion.

#### 6.5 Membership may be Reinstated

- (a) Nothing in this clause 6 prevents a former Member from reapplying for Membership but, in considering the new 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 clause 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 Grievances of Expelled or Ceased Members

Should a membership be ceased, the Member in question may escalate their case to AS Sport up to 3 months after the cessation of the membership;

- (a) where that cessation conflicted with clause 6;
- (b) where that cessation conflicted with the rules or policies of AU Sport, the University, Council, or South Australian Law; or
- (c) where an individual feels that natural justice was not afforded.

### 7. DISCIPLINE

- (a) 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.
- (b) A Regulation made under clause 7(a) 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;
  - (iv) and otherwise prescribe the procedures for dealing with cases falling under clause 7(a).
- (c) Despite any Regulation made under clause 7(a), the Committee may itself deal with any disciplinary matter referred to it or overrule a judiciary committee's ruling.
- (d) All proceedings relating to cases falling under clause 7(a) must be conducted according to the rules of natural justice.



## **8. SUBSCRIPTIONS AND FEES**

On admission to membership a new Member shall purchase a current Club subscription before the date set by the Committee for that period of subscription or fees.

- (a) The Committee will be responsible for setting membership and training fees;
- (b) set such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club;
- (c) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club; and
- (d) will make clear to all members the fees and charges due, when they are due, and that AU Sport membership fees are a prerequisite for membership.
- (e) The Committee may waive all or part of a Member's Club 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 at the University of Adelaide.

### **9.2 Limitation**

- (a) The Committee may not cause the Club to disaffiliate from AU Sport or the AWCF without a Special Resolution.

## **10. COMPOSITION OF THE COMMITTEE**

### **10.1 Composition of the Committee**

- (a) The Club's Committee will have at minimum the following office bearers:
  - (i) A President
  - (ii) A Treasurer
  - (iii) A Secretary
- (b) These office bearers shall constitute the Club's committee.
- (c) They shall hold office until the following Annual General Meeting.
- (d) An appointed Principal Instructor of the club is also considered to be an honorary office bearer with following conditions:

- (i) The Principal Instructor must be a member, volunteer, or contracted individual who is appointed (not elected) by the Committee to the position, and;
  - (ii) If providing instruction under a financial contract, the Principal Instructor cannot deliberate or vote on any issue that may contain a conflict of interest as per the Act.
- (e) A deputy may optionally be elected or appointed for each office bearer, including the Principal Instructor, who, with permission of that office bearer, may act or vote in place of but not in addition to that office bearer.

## 10.2 Appointing a Principal Instructor

The Principal Instructor serves as both the most experienced practitioner and qualified coach at the Club, and is treated differently to other Committee members. The Principal Instructor;

- (a) is not be eligible to serve in any other role on the Committee;
- (b) must have a minimum of a Level 1 AWCF instructors grade;
- (c) has a nationally recognised sports or martial arts coaching qualification;
- (d) is either a Member, Lifetime Member, Volunteer Member, or a contracted professional who is not a Member;
- (e) in the case of a contracted professional, must agree in writing to uphold the code of conduct and Constitution of the Club as well as the details of any contract with the Club; and
- (f) may participate as an Honorary Officer of the Committee where there is no conflict of interest as per the Act.

## 10.3 Duties of the President

The President is the Chair of the club. The President is typically a senior student figure, the elected leader, and figure head of the Club, and oversees many of the day to day and long-term plans for the Club. The duties of the President can vary according to the needs of the club, and should be defined by the Committee as required, however the following duties and limitations are required:

- (a) The President is not considered an instructor unless appointed as one, shall not be the Principal Instructor, and is not inherently afforded any unusual training advantages or grading opportunities over any other Member.
- (b) The President may have duties of leadership outside of instruction, but these should not be confused or extrapolated as experience in the art unless appointed as an instructor by the Committee or by direct instruction from the Principal Instructor.
- (c) The President is responsible for overseeing and delegating all aspects of the running of the club, even where those aspects are part of another's duties.

- (d) The President shall, where all the eligible votes, including the presidents, have been counted as a tie, be able to cast a second vote to break that tie, but not to create one.
- (e) The President shall ensure that a Public Officer is maintained at the Club according to the Act.

#### 10.4 Duties of the Secretary

The Secretary is typically responsible for the Member Registrar, record keeping, and other Club related documentation.

- (a) The Secretary is not considered an instructor unless appointed as one, shall not be the Principal Instructor, and is not afforded any unusual advantages or training over any other Member.
- (b) The Secretary is specifically responsible for overseeing the Member Registrar, and may have duties, at the Committee's discretion, in any aspects of the running of the club, even where those aspects are part of another's duties.

#### 10.5 Duties of the Treasurer

The Treasurer is typically responsible for management of the finances of the Club, delivering regular financial reports to AU Sport, and ensuring the Club honours financial commitments.

- (a) The Treasurer is not considered an instructor unless appointed as one, shall not be the Principal Instructor, and is not afforded any unusual advantages or training over any other Member.
- (b) The Treasurer is specifically responsible for managing the Club's finances, and delivering any required financial reports to the Committee each quarter and AU Sport.

### 11. ELECTED COMMITTEE MEMBERS

#### 11.1 Nominations

- (a) The Committee will call for nominations for office bearers at least 10 days prior to an Annual General Meeting.
- (b) Any nominee must provide full disclosure where they are a part of another sports club committee, another martial arts committee, an instructor, senior, or coach of another martial arts school, or martial arts related business with the exception of the AWCF.
- (c) Any nominee must provide full disclosure where they have an active criminal record, legal restrictions (such as parole or violence order), or an active bankruptcy status.
- (d) The Committee has the authority to reject a nominee by a vote;
  - (i) on the grounds of a conflict of interest as outlined in 11.1, or any other rule in the Act, or;
  - (ii) where a nominee refuses to provide full disclosure according to 11.1, and is legally required to do so.

## 11.2 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) Nominations for Elected Committee Member positions may be made from the floor of 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 in such manner as defined by the chair of the meeting, subject to approval by the Committee.
- (e) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies.

## 11.3 Term of Appointment for Elected Committee Members

- (a) 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 second Annual General Meeting following their election, but the Elected Committee Member remains eligible for re-election.

## 12. VACANCIES ON THE COMMITTEE

### 12.1 Casual Vacancies

Any casual vacancy occurring in the position of Elected Committee Member may be filled by a Club Member at the Committee's discretion. 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

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

- (a) dies;
- (b) suffers from mental or physical incapacity;
- (c) is disqualified from office under section 30 of the Act;
- (d) resigns his or her office by notice in writing to the Club;
- (e) is absent without the consent of the Committee from meetings of the Committee held during a period of three (3) months;
- (f) begins paid employment or contract work with the Club;

- (g) participates in an act or contract that can be considered a conflict of interest under the act.

12.3 In the case where an Committee Member has been removed from office by the Elected Committee Members for any reason other than not being re-elected at the next General Meeting;

- (a) the Committee Member cannot be reappointed to the Committee as an Appointed Committee Member without a further resolution of Members authorising the appointment.

12.4 Where a casual vacancy exists, the Committee may act to appoint an eligible member to the committee until the next General Meeting, however clause 12.3 still applies.

### **13. DECISIONS OF THE COMMITTEE**

13.1 Committee to Meet

- (a) The Committee must meet at least as often as is required under the Act, and may adjourn and otherwise regulate its meetings as it thinks fit within the Constitution.
- (b) Any Committee Member may at any time call a meeting of the Committee with other Committee Members.

13.2 Attendance

- (a) A Committee Member may give permission for a previously appointed deputy to attend and act in their absence.
- (b) Attendance via other media such as telephone or internet is acceptable when the Committee member can hear all others present and be heard by all others present.

13.3 Decisions of Committee

Subject to this Constitution, any questions arising for the Committee may be decided by Ordinary Resolution. Each office bearer has one (1) vote on any question.

Resolutions not in Meeting

- (a) Subject to clause 13.3(d), the Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution state that they are in favour of the resolution set out in the document. The resolution is passed when the last Committee Member's statement is made.
- (b) The wording of the question or issue and its details distributed to the Committee members must be identical.
- (c) Any document referred to in this clause may be written or in the form of a facsimile or electronic transmission.
- (d) A resolution may not be passed under clause 13.3(a) if, before it is circulated for voting under clause 13.3(a), if the Committee resolves that it can only be put at a meeting of the Committee.

- (e) A resolution passed under this clause must be disseminated amongst members.
- (f) Where there is a tie in the voting, the Club President has the authority to cast a second vote to break the tie but may not cast a second vote to cause a tie.

#### 13.4 Chairperson

In most cases the elected President of the club is the Chairperson. However, the Committee may appoint any one of the Committee Members as Chairperson.

### 14. DELEGATIONS

The Committee may approve the establishment of 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) a function that is imposed on the Committee by the Act, by any other law, or by resolution of the Club in General Meeting.
- (b) The Committee shall retain the right to review or revoke any actions of any holder of a delegation.

### 15. SPECIAL GENERAL MEETINGS

15.1 The Committee may convene a Special General Meeting of the Club.

15.2 Requisition of Special General Meetings

- (a) On the requisition in writing signed by no less than 6 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 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 must
  - (i) inform AU Sport of this fact, and
  - (ii) convene a Special General Meeting to be held not later than 30 days after the receipt of the requisition.

### 16. ANNUAL GENERAL MEETING

16.1 Meeting Details

- (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) All General Meetings other than the Annual General Meeting will be Special General Meetings.

#### 16.2 Attendance And Voting At General Meetings

- (a) A quorum will consist of 5 Members when the club has less than 50 members and 10 Members when the club has more than 50 members.
- (b) Each person who is a Member or Office Bearer is entitled to attend and cast one vote at General Meetings.
- (c) Where there is a tie, the Club President may choose cast a second tie-breaking vote, but may never cast a second vote to cause a tie.
- (d) Any issue put to the vote of the meeting will be decided on a simple vote, and may be anonymous at the discretion of the Chair.

#### 16.3 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 the Act.
- (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 10 days' notice of a General Meeting must be given to the Members, together with the agenda for the meeting;

#### 16.4 Business

The ordinary business to be transacted at the Annual General Meeting will include the yearly financial report, the Committee's annual report, and the election of Committee Members under this Constitution.

#### 16.5 Chairperson to preside

The President of the Committee will generally preside as chairperson at the Annual General Meeting however the Committee may choose to vote another Committee member to act as chair.

#### 16.6 Adjournment of meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, or if the chairperson is forced to adjourn the meeting before its completion, the meeting will be adjourned until a day, time, and place as the Committee determines fit but within 30 days.
- (b) If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

#### 16.7 Recording of Determinations

The minutes will record the vote as carried, carried unanimously, voted against, or voted against unanimously, as well as the numbers counted, according to the chairperson's best count.

**17. CLUB SEAL**

The Club will have a common Seal on which its corporate name appears in legible characters with a “.inc” affix.

- (a) The Seal will be kept securely by the current Public Officer of the Club.
- (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.
- (c) The affixing of the Seal must be witnessed by two Committee Members including or in addition to the Public Officer.

**18. DISPUTE RESOLUTION PROCEDURE**

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
  - (i) a Member; or
  - (ii) an Instructor; or
  - (iii) the Club.
- (b) The Committee must ensure that the current grievances process is adhered to, and that both parties have an opportunity to meet and speak according to natural justice.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then;
  - (i) The Committee can attempt to resolve the dispute; or
  - (ii) The matter can be referred to AU Sport.
- (d) In this clause ‘Member’ includes any former Member who was a Member not more than six months before the dispute occurred, or whom remains an AU Sport member.

**19. RECORDS AND ACCOUNTS**

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

**20. AUDITOR**

- (a) Should AU Sport wish to audit all or any of the Club books, accounts and other documents relating to the affairs of the Club and the Club will hand these documents over when requested.



## **21. APPLICATION OF INCOME**

- 21.1 The income and property of the Club must be applied solely towards the promotion of the Objects.
- 21.2 No portion of the profit 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.
- 21.3 Subject to clause 21.4, nothing in clauses 21 or 27 prevents a payment in good faith to any Member;
- (a) in accordance with clauses 3 and 21.1 where that Member is a not-for-profit entity with a similar purpose to the Club;
  - (b) for any services actually rendered to the Club whether as an employee, or instructor;
  - (c) for goods supplied to the Club in the ordinary and usual course of operation;
  - (d) for interest on money borrowed by the Club from any Member;
  - (e) for rent or hire from any Member to the Club;
  - (f) for any reasonable and approved out-of-pocket expenses incurred by the Member acting on behalf of the Club.
- 21.4 No payment made under clause 21.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## **22. WINDING UP**

- (a) Subject to this Constitution, the Club may be wound up or deregistered in accordance with the Act.
- (b) 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 become the property of AU Sport.

## **23. CONSTITUTION**

- 23.1 This Constitution may be repealed or altered or a new provision may be added once;
- (a) a copy is lodged with and approved by AU Sport; and
  - (b) the constitution is ratified by Special Resolution at a duly convened General or Special Meeting; and
  - (c) The ratified document registered by the Public Officer according to the Act.
- 23.2 This Constitution will be made available to any Member and the public.
- (a) Any Member who requests to see this Constitution shall be given access to it in such a manner that they can read it in its completion.

## **24. REGULATIONS**

### **24.1 Committee to formulate Regulations**

The Committee may make and amend rules, Regulations, by-laws, or policies 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.

24.2 The Regulations must be consistent with the Constitution, AU Sport and AWCF constitutions and any regulations made by AU Sport and AWCF

### **24.3 Regulations Binding**

All Regulations are binding on the Club, and all Members.

### **24.4 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.

## **25. 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, email 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 or by sending it through the post in a prepaid envelope addressed to the Club at the registered office.
- (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, email or other electronic means will be taken to have been received by the Member two hours after it was sent.

**26. 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.

**27. INDEMNITY**

27.1 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.

27.2 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:

- (a) 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
- (b) 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.

**28. TRANSITIONAL PROVISIONS**

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