

*This is the annexure marked 'A' referred to in the statutory declaration of Michael James Daws made on the 7 day of Dec 2015.*

*Before me*

# **ADELAIDE UNIVERSITY SPORTS ASSOCIATION INC.**



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**CONSTITUTION**

**7 December 2015**

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ASSOCIATIONS INCORPORATION ACT, 1985  
CONSTITUTION OF

**ADELAIDE UNIVERSITY SPORTS ASSOCIATION INCORPORATED**

**1 Name**

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The name of the Association is ADELAIDE UNIVERSITY SPORTS ASSOCIATION INCORPORATED referred to hereinafter as “the Association”.

**2 Definitions and Interpretations**

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2.1 In this Constitution unless the contrary intention appears:

“The Act” means the Associations Incorporation Act, 1985 as amended from time to time

“Association” means Adelaide University Sports Association Inc

“Board” means the Board of Management of the Association

“Club” means a club duly admitted and affiliated to this Association under the terms, conditions and restrictions as provided in this Constitution and under the Association Membership Policy approved by Council

“Community” means the Council, members of the academic staff of the University, members of the general (professional) staff of the University, graduates of the University, students of the University and Members of the Association

“Council” means the Council of the Association as described in this Constitution

“Financial Year” means the year commencing 1 January and ending 31 December in any year

“Member” means a member of the Association pursuant to Clause 5

“Objects” means the Objects of the Association pursuant to Clause 3

“Special Resolution” means a resolution:

- (a) of which at least 21 days notice has been given in accordance with this Constitution and
- (b) that has been passed by a majority of two thirds of those present and entitled to vote on the resolution

“University” means the University of Adelaide

2.2 Expressions referring 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

2.3 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 or the performance of the duty
- (c) words importing the singular include the plural and vice versa

- (d) words importing any gender include the other gender
  - (e) reference to persons include corporations and bodies politic
  - (f) reference to a person includes the legal personal representatives, successors and permitted assigns of that person
  - (g) reference to a statute, ordinance, code or other law includes regulations and other statutory instrument under it and consolidations, amendments, re-enactment or replacements of any of them (whether of the same or any legislative authority having jurisdiction)
- 2.4 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable and otherwise shall be severed to the extent of the invalidity or enforceability without affecting the remaining provisions of this Constitution or affecting the validity or enforceability of those provisions in any other jurisdiction
- 2.5 Words importing the singular number include the plural number and vice-versa
- 2.6 Words or expressions contained in this Constitution must be interpreted in accordance with the provisions of the Acts Interpretation Act 1915 (SA) and any statutory modification in force from time to time
- 2.7 Interpretation of this Constitution is subject to the Act and shall be determined by the Board

### **3 Objects of the Association**

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The Objects of this Association shall be to further the interests of sports and physical recreation within the Community.

The Association is established solely to:

- (a) Encourage, administer, promote, advance and manage all works and functions designed to further the interests of the Association
- (b) Organise and promote active recreation and sporting activities for Members and the Community
- (c) Formulate or adopt and implement appropriate policies including policies in relation to sexual harassment, equal opportunity, equity, health, safety, infectious diseases, alcohol and such other matters as arise from time to time
- (d) Do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive the benefits which these objects are intended to achieve
- (e) Undertake and/or do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association

### **4 Powers of the Association**

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The Association shall have all powers necessary for the purpose of furthering the Objects in accordance with the legal capacity and powers as conferred in the Act

### **5 Membership Classes**

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- 5.1 Membership classes of the Association may include the following:
- (a) Ordinary Members
  - (b) University Members

- (c) Associate Members
  - (d) Junior Members
  - (e) Visiting Members
  - (f) Honorary Members
  - (g) Life Members
  - (h) Social Members
  - (i) Such other classes as created from time to time under Clause 5.3
- 5.2 The criteria of all membership classes will be determined from time to time by the Council and recorded in the Association's Membership Policy, except that Ordinary Members shall be student Members of the University.
- 5.3 The Council will have the power to create new classes of membership from time to time
- 5.4 Council shall have the power to limit the number of members in any class except ordinary membership
- 5.5 Each Club's membership shall comprise a majority of Ordinary Members

## **6 Affiliation – Clubs**

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- 6.1 Subject to this Constitution and the Association's Membership Policy, a club may apply to become a Club
- 6.2 Only Clubs may receive funding from the Association except that a Club which is provisionally affiliated may only apply to the Board for funding nine months after its provisional affiliation is registered
- 6.3 All Clubs must supply all required documents as outlined in the Association's Membership Policy including but not restricted to:
- (a) A current copy of the Club constitution
  - (b) All current rules and policies
  - (c) Membership lists and classes of membership
- 6.4 Council shall have the power to affiliate clubs to the Association from time to time

## **7 Membership – Individuals**

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Each Member acknowledges and agrees that they will:

- (a) Act at all times with all requirements that may be imposed on it by the Association
- (b) At all times act for and on behalf of the interests of the Association and the Members
- (c) Do all that is reasonably necessary to enable the Objects to be achieved
- (d) Act in good faith and loyalty to ensure that maintenance and enhancement of the Association, its standards, quality and reputation of the collective and mutual benefit of the Members
- (e) At all times operate with and promote mutual trust and confidence between the Association and the Members in pursuit of the Objects

- (f) Not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Association and its maintenance and enhancement
- (g) Make full and proper disclosure to each other of all matters of importance to the Club and the Association and
- (h) Not acquire a private advantage at the expense of the Association or any other Member or Club

## **8 Fees**

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- 8.1 The fees payable by Members to the Association shall be as determined by the Council from time to time
- 8.2 Clubs whose subscriptions and/or fees have not been paid and received by the time set by the Board in any year shall not be entitled to receive any of the grants, benefits, advantages, privileges or services of Association affiliation unless otherwise approved in writing by the Council

## **9 Resignation of Membership**

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- 9.1 A Club having paid all arrears of subscriptions and fees payable by it to the Association (if any), may withdraw from affiliation by giving 3 months notice in writing of such withdrawal to the Executive Officer
- 9.2 Where a Club ceases to be affiliated with the Association the individual members of the Club also cease to be Members unless they are also an individual member of another Club which continues to be affiliated with the Association
- 9.3 A Member, which ceases to be a Member, shall forfeit all rights in and claims upon the Association and its property including Intellectual Property

## **10 Suspension of Affiliate Status**

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- 10.1 Upon recommendation of the Board a Club which has ceased to operate for a period of no less than 2 years or whose membership ceases to comprise a majority of Ordinary Members may have its affiliate status revoked by Council
- 10.2 The assets of Clubs which have had their affiliate status revoked shall be retained by the Association for the benefit of the Association, its Members and other Clubs
- 10.3 Where a Club fails to submit any of the following by the due date:
  - (a) An annual report
  - (b) Required financial documentation or
  - (c) Membership list orfails to hold an Annual General Meeting in accordance with the Club's own constitution, or fails to make payment of fees, the Board may suspend the affiliate status of that Club and administer the assets in accordance with Clause 10.2

## **11 Register of Members**

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A register of members must be kept and shall contain:

- (a) The name, address and date on which each Member was admitted to the Association and all other information relevant to the Association
- (b) If applicable, the date of and reason(s) for expulsion or suspension of membership

The register shall be kept in accordance with legislative requirements and University policy in relation to such matters as privacy and other requirements as may be imposed from time to time.

## **12 Management of the Association**

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The following are empowered to implement the Association's policies:

- (a) Council
- (b) Board
- (c) Committees established from time to time by the Board or Council for the implementation of the Association's policies
- (d) Executive Officer

## **13 Association Council**

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### **13.1 The Council shall consist of the following members:**

- a) The President and Deputy President of the Association, each of whom shall be elected annually in accordance with Clause 14.2 (c)
- b) A delegate appointed by the committee of each Club, who shall be a member of that Club and an Ordinary or Associate Member of the Association. The details of the delegate shall be provided to the Association in writing by the Secretary or President of each Club
- c) If the University Council elects in its absolute discretion to appoint a representative to Council, any such representative appointed by the University Council from time to time and who may be removed and replaced by the University Council from time to time
- d) The Executive Officer of the Association who shall be a non-voting ex-officio member of Council
- e) The Patron of the Association (as described in Clause 25) who shall be a non-voting member of Council

For the purpose of Clauses 13.1(b) and (c), Council shall recognise as a necessary and sufficient condition for a person to become a member of Council the written endorsement of the Secretary of the Club or University Council (as applicable)

### **13.2 Voting**

- (a) All members of Council except those specified under Clauses 13.1 (d) and (e) each have one vote on Council
- (b) In the event of the delegate from a Club being unable to attend any meeting of Council that Club shall be entitled to appoint a proxy delegate who shall conform to the requirements of Clause 13.1 (b) and shall be endorsed in writing by the Secretary of that Club
- (c) In the event of the representative of the University Council being unable to attend any meeting of Council, the University Council shall be entitled to appoint a proxy representative
- (d) Voting rights for the Board member positions referred to in Clause 14.2(a) shall only be with the Council members referred to in Clause 13.1(b)

### 13.3 **Chair**

- (a) The President of the Association shall be the Chair of Council, or if absent the Deputy President shall act as Chair, or in the absence of them both, the voting members of Council present shall elect one of their number as Chair on each occasion
- (b) The Chair in the case of an equality of votes, may exercise a casting vote
- (c) The Chair shall have ultimate authority on every point of order

### 13.4 **Meetings**

- (a) There shall be at least 3 meetings of Council every year and minutes of all resolutions and proceedings shall be entered in a book for that purpose by the Association Public Officer
- (b) Meetings of Council shall be convened by the Executive Officer delivering a written notice to the President and members of Council at least 7 clear days before the time appointed for such meeting.
- (c) Supplementary meetings of Council shall be called either by the President or within 28 days of receipt by the Executive Officer of a requisition signed by not less than 12 members of Council, provided that the conditions in Clause 13.4 (b) for meetings of Council are met, and that the notice of meeting states the business for which such meeting is summoned
- (d) The quorum for a meeting of Council shall be 12 of the voting members
- (e) The Council year shall run from the Annual General Meeting to the last day of April of the ensuing year, provided that retiring members shall remain in office until their successors are appointed
- (f) The first meeting of Council in a Council year shall be held within 14 days of the Annual General Meeting and shall elect the Board

### 13.5 **Board Nominations**

Calling of nominations for Board members shall be advertised on appropriate notice boards on University campus and circulated to Clubs not less than 14 days prior to the close of nominations

Nominations for Board members shall be signed by 2 active financial Members (who shall include Members in all membership classes except Junior and Social Members, unless those Members were eligible to be included in another membership class) and shall close and be received by the Executive Officer not later than 7 clear days before the Council meeting at which the Board is to be elected. Nominees for Board positions must be members of a Club for the preceding 6 months prior to the closing date for nominations

### 13.6 **Obligations of Members**

- (a) A member of Council shall cease to be a member of Council upon receipt of their resignation in writing to the Executive Officer
- (b) A member of Council referred to in Clause 13.1(b) who ceases to be an Ordinary Member or Associate Member of the Association shall immediately vacate their seat on Council
- (c) In the event that any seat on Council is vacant for any reason, Council may take whatever steps necessary to fill that seat provided that any person appointed by Council to fill a vacancy under Clause 13.1(c) will not be regarded as a representative of the University Council and that person shall immediately vacate office upon the University subsequently appointing a representative under Clause 13.1(c)



### 13.7 Powers of the Council

- (a) The Council shall review the Association performance in achieving its objectives and/or policies
- (b) The Council shall review, amend or delete all Association policies with all policies being reviewed at least annually
- (c) The Council shall confirm, following Board recommendations, the allocation of annual budgets for Club and administrative expenses which will be managed by the Board
- (d) The Council shall have the power to add, delete or amend any committee established under its power for the advancement of the Objects
- (e) The terms of reference for each Committee shall be established by the Council

13.8 No Council meeting shall be called during examination or vacation periods or at any other time when a large proportion of Members may be unable to attend

## 14 Association Board

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### 14.1 The Board shall consist of the following members, being no less than 10 and no more than 14:

- a) If the University Council elects in its absolute discretion to appoint a representative to the Board, any such representative appointed by University Council from time to time and who may be removed and replaced by the University Council from time to time
- b) 8 persons appointed biannually by Council, who must be Members and will be appointed to allow 4 replacements each year
  - (i) At all times, a minimum of 2 of the 8 persons appointed under Clause 14.1 (b) must be full time students of the University as defined by the University
  - (ii) From the 8 persons, the President of the Association, as Chair, and the Deputy President shall be appointed annually by the Board at its first meeting following the Annual General Meeting and shall remain in office until the first Board meeting following the next year's Annual General Meeting
- c) The Board may co-opt up to 4 non-voting persons in order to provide expert assistance and advice for specific projects
- d) The Executive Officer, who shall be an ex officio non-voting member
- e) A casual vacancy may be filled by a nominee of the Board until such time as the Council next meets provided that any nominee filling a vacancy under Clause 14.1(a) will not be regarded as a representative of the University Council and that nominee shall immediately vacate office upon the University Council subsequently appointing a representative under Clause 14.1(a). The nomination shall be ratified at the next Council meeting following the date of nomination

### 14.2 Holding of Positions

- (a) All elected Board members, other than those appointed under Clauses 14.1 (a), (c) and (d) shall hold their position for a period of 2 years with 4 elected Board members vacating their position in an even year, and 4 other elected Board members vacating their position in an odd year

- (b) Board members shall upon the expiration of their respective terms of office, be eligible for re-election, and shall remain in office until the declaration of election results at the Council meeting following the Annual General Meeting as referred to in clause 13.4 (f).

### **14.3 Chair**

- (a) The President of the Association shall be the Chair of the Board, or if absent the Deputy President shall act as Chair, or in the absence of them both, the voting members of the Board present shall elect one of their number as Chair on each occasion
- (b) The Chair in the case of an equality of votes, may exercise a casting vote pursuant to Clause 14.4 (d)
- (c) The Chair shall have ultimate authority on every point of order

### **14.4 Meetings**

- (a) The Board shall be convened by the Executive Officer or President and meet as often as is required to conduct the business of the Association but in any event at least 9 times a year
- (b) The quorum for a meeting of the Board shall be 5 of the voting members and the quorum must be present at all times during the meeting
- (c) No member may exercise a vote by proxy
- (d) The Chair shall only have the right to 1 vote on any motion

### **14.5 Responsibilities**

The Board shall be responsible:

- (a) For the hiring or leasing of any grounds or buildings necessary for the activities of the Association and Clubs
- (b) Through the Executive Officer, in liaison with the University grounds maintenance staff, for the management of all playing fields and buildings used by the Association
- (c) Through the Executive Officer, for the control of all matters appertaining to the general administration and finances of the Association with the proviso that all budgetary allocations to Clubs shall require approval by Council
- (d) For the annual audit of the books and accounts of this Association or any Clubs, at any time, at the Board's discretion
- (e) For delegating the finance portfolio to 1 Board member annually
- (f) For determining the time and manner of payment of fees
- (g) For determining the action against Clubs whose subscriptions and/or fees have not been paid and received by the time set by the Board including withholding grants, benefits, advantages, privileges or services of Association membership from those Clubs unless otherwise approved in writing by the Council

In any matter relating to change in policy, action by the Board shall require approval by Council, but responsibility for the management of affairs within the general policy outlined by Council shall rest in the Board

### **14.6 Disclosure of Interests**

- (a) The nature of any interest of a Board member must be declared by the Board member at the meeting of the Board at which the contract or arrangement is first taken into consideration

if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest

- (b) If a Board member becomes interested in a contract or arrangement after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Board member becomes so interested

#### **14.7 Recording Disclosures**

It is the duty of the Public Officer to record in the minutes any declaration made or any general notice as mentioned above given by a Board member

### **15 Association Executive Officer**

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- 15.1 The Executive Officer shall act as Public Officer and shall be appointed as such by the Board in accordance with the Act, but otherwise for such term, and upon such conditions as the Board thinks fit
- 15.2 The Association shall be managed by the Executive Officer who may exercise all powers of the Association which are not, under the Act or these Rules, required to be exercised by the Board or by the Council or by general meeting of the Members including:
  - (a) The general administration of the Association in accordance with the policies adopted and decisions made by the Association's committees
  - (b) The preparation of grounds in consultation with the University grounds staff, for Clubs' use and
  - (c) The booking of grounds by groups within the University and for hire of grounds to outside bodies
- 15.3 The Executive Officer shall administer the Association in accordance with any policies, rules, regulations and guidelines approved by Council, this Constitution and all policy directions
- 15.4 The Executive Officer shall be appointed by and responsible to the Board
- 15.5 The Executive Officer shall be assisted by a President and a Deputy President, who shall represent the Association on external committees as necessary. Other duties of the President and Deputy President shall, in conjunction with the Executive Officer, be determined from time to time by the Board
- 15.6 The Executive Officer shall act as returning officer for all elections and shall be appointed as such by the Board and upon such conditions as the Board thinks fit

### **16 Annual General Meetings**

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- 16.1 The Executive Officer must in each calendar year by instrument in writing convene a meeting called the Annual General Meeting. Such instrument must be delivered to Clubs not less than 21 days before the meeting and shall contain the agenda of the meeting
- 16.2 The Annual General Meeting of the Association shall be held in May of every year, or if such be impossible or inconvenient, then, at such time as Council shall determine
- 16.3 The Chair of the Annual General Meeting shall be the President at the time of the commencement of the meeting

#### 16.4 Quorum

No business shall be transacted at any Annual General Meeting unless a quorum is present at the time when the meeting proceeds to business.

- (a) A quorum shall be that number equal to two thirds of the number of Club delegates to Council qualified to vote
- (b) If an Annual General Meeting does not have a quorum present within 15 minutes after the time for the meeting set out in the notice of meeting, the meeting is adjourned to the date, time and place the Chair specifies. If the Chair does not specify one or more of these things, then the meeting is adjourned to:
  - (i) If the date is not specified – the same day in the next week and
  - (ii) If the place is not specified – the same place and
  - (iii) If the time is not specified – the same time

#### 16.5 Lack of Quorum at Adjourned Meeting

If no quorum is present at the resumed meeting within 15 minutes after the time for the meeting, then the Members present are a quorum

#### 16.6 The Annual General Meeting will conduct the following business:

- (a) Annual Report from Executive Officer
- (b) Financial Report
- (c) Appointment of an auditor, whose duty shall be to audit the Association's books and accounts of expenditure annually
- (d) Business of which due notice has been given

#### 16.7 Voting and Resolutions

- (a) Only University students who are active, financial Members will have the power to cast a vote
- (b) The Chair shall not have a deliberative vote on any motion at an Annual General Meeting of the Association
- (c) Any motion at an Annual General Meeting, except as herein provided, shall be carried on a vote of the majority of Members present, and in case the voting is equal the Chair shall have a casting vote
- (d) Disallowance of Vote
  - (i) A challenge to a right to vote at an Annual General Meeting may only be made at the meeting and
  - (ii) Must be determined by the Chair whose decision is final
- (e) A resolution put to the vote at an Annual General Meeting must be decided on a show of hands unless a poll is demanded
- (f) A poll may be demanded on any resolution including the election of the Chair. A poll demanded on a matter other than the election of the Chair must be taken when and in the manner the chair directs. A poll on the election of the Chair must be taken immediately. A demand for a poll may be withdrawn

- 16.8 Any University student or Member may attend an Annual General Meeting but, if they are not entitled to vote, only as an observer
- 16.9 No Annual General Meeting of the Association shall be called during examination or vacation periods or at any other time when a large proportion of Members may be unable to attend

## **17 Entitlement to Notices of Annual General Meeting**

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Notices of an Annual General Meeting will be given in any manner authorised by this Constitution to:

- (a) Clubs
- (b) Board members
- (c) Council members
- (d) All active financial Members

No other person is entitled to receive notices of Annual General Meetings

## **18 Special General Meetings**

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- 18.1 The Executive Officer shall, on the request in writing signed by 12 Members, call a Special General Meeting within 28 days subject to Clause 18.2 and Clause 18.3
- 18.2 The Council or Board shall have power at any time, subject to Clause 18.3, to call a Special General Meeting for the dispatch of any special business of which due notice shall have been given in Clause 18.1
- 18.3 No Special General Meeting of the Association shall be called during examination or vacation periods or at any other time when a large proportion of Members may be unable to attend
- 18.4 The conditions relation to the quorum and voting rights shall be the same as for an Annual General Meeting

## **19 Entitlement to Notices of Special General Meetings**

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Notices of a Special General Meetings will be given in any manner authorised by this Constitution to:

- (a) Clubs
- (b) Board members
- (c) Council members
- (d) All active financial Members

No other person is entitled to receive notices of Special General Meetings

## **20 Minutes**

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- 20.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Board, Council and any committees, established by them, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

- 20.2 The minutes kept pursuant to this rule must be confirmed by the Members or the members of the Board, Council or committee (as relevant) at the next succeeding meeting.
- 20.3 The minutes kept pursuant to this Clause shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.
- 20.4 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **21 Dispute Resolution**

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- 21.1 There shall be a right of appeal to the Board by any person (being a Member) who is affected by any decision of any Club:
- (a) In relation to the conduct of any aspect of the Club; or
  - (b) In relation to any dispute concerning the interpretation of this Constitution or any Association policy, rule, regulation or guideline
- 21.2 There shall be a right of appeal to the Council by a Club which is affected by any decision of the Association:
- (a) In relation to the conduct of any aspect of the Association; or
  - (b) In relation to any dispute concerning the interpretation of this Constitution or any Association policy, rule, regulation or guideline
- 21.3 Such appeal must be commenced by lodging a notice with the Executive Officer or President not more than 7 days after the decision on the subject of the appeal is communicated in writing to the Member or Club (as applicable)
- 21.4 Forthwith upon receiving such notice the Executive Officer or President shall cause the same to be served on the parties concerned
- 21.5 The Board shall appoint a suitably qualified person or persons to hear any appeal instituted pursuant to this paragraph (herein called "the Tribunal").
- 21.6 A person shall be suitably qualified for the purposes of Clause 21.5 if:
- (a) In the case of a Tribunal of 1 member, that person has suitable legal knowledge or
  - (b) In the case of a Tribunal of 3 members, the Chair has suitable legal knowledge and the other members have knowledge of, and experience in, any relevant aspect relating to the nature of the appeal
- 21.7 The Tribunal shall hear and determine the appeal and in so doing:
- (a) Will not be bound by the rules of evidence
  - (b) May inform itself in such manner as it thinks fit
  - (c) Shall act according to equity, good conscience and the substantial merits of the case
  - (d) May affirm, quash, or vary the decision appealed against in such manner as it shall think fit
  - (e) Must publish reasons for its decision and
  - (f) May at its discretion award such costs to any party as it thinks fit
- 21.8 The Board may make rules in relation to the conduct of any appeals and in doing so shall have regard to the principles of natural justice

- 21.9 There shall be a right of appeal to the Council against any decision of the Tribunal. No such appeal will be sustained if it is not instituted within 15 days of the publication of the reasons of the Tribunal pursuant to Clause 21.7

## **22 Financial**

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- 22.1 All monies received by or on behalf of this Association shall be paid into a bank account in the name of this Association. Funds shall be held in trust at the disposal of the Association, and shall be paid out on the joint authorisation of two authorised signatories one of whom will normally be the Executive Officer
- 22.2 All income of the Association howsoever derived shall be applied entirely at the discretion of Council and solely towards the promotion of the Objects in this Constitution
- 22.3 The Executive Officer shall be responsible for keeping proper books of accounts showing the financial affairs of the Association and the particulars usually shown in the books of accounts of a like nature
- 22.4 A Club requiring an annual grant of money from this Association shall submit an application for such grant in writing by a specified date to the Board for its sanction, and no expense shall be incurred by, and no money shall be paid to or on behalf of, any Club or body until a grant therefor has been passed by the Board and confirmed by Council
- 22.5 Supplementary grants to Clubs may be made at the discretion of the Board
- 22.6 At every meeting of the Board the Executive Officer shall present a report of the finances of the Association setting forth such information as may be deemed necessary
- 22.7 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act
- 22.8 True accounts shall be kept of the sums of money received and expended by the Association and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the Association.
- 22.9 At least once in every year the accounts of the Association shall be examined by at least 1 properly qualified auditor who shall report to the Members in accordance with the provisions of the Act

## **23 Application of Income**

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- 23.1 The income and property of the Association shall be applied solely towards the promotion of the Objects set out in Clause 3 of this Constitution
- 23.2 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
- 23.3 No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any person who holds any office of the Association
- 23.4 Nothing in Clause 23.1, 23.2 or 23.3 shall prevent payment in good faith to any Member or officer:
- (a) For any service actually rendered to the Association whether as an employee or otherwise
  - (b) For goods supplied to the Association in the ordinary and usual course of business
  - (c) For interest on money borrowed from any Member or officer

- (d) For rent for premises demised or let by any Member or officer to the Association
- (e) For any out-of-pocket expenses incurred by the Member or officer on behalf of the Association
- (f) For any other reason at the discretion of the Board

Provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## **24 Addition, Alteration or Amendment**

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- 24.1 No addition, alteration or amendment shall be made to this Constitution unless it has been approved by Special Resolution at a Special General Meeting or Annual General Meeting
- 24.2 Proposals for alterations shall be put in the form of a resolution on the notice calling the meeting therefore, and such resolution must be carried by a two thirds majority of the Members present and voting.
- 24.3 An alteration which has been approved as in Clause 24.2 shall be forwarded by the Executive Officer to the University Council for approval and shall come into effect when so approved
- 24.4 Following approval from the University Council, the Executive Officer shall submit the amendments to the designated authority for registration under the Act
- 24.5 The Board shall have the power to make grammatical, spelling, numbering and typographical corrections to this Constitution without deferring to a General Meeting, notwithstanding that Council shall be notified at its next meeting of such corrections

## **25 Patron**

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A Patron, who shall be elected by simple majority of those members of Council present and voting at the Annual General Meeting, and who shall become an honorary Member of the Association upon election for his/her term of office as Patron

## **26 Giving of Notices**

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The Association may give notice to any Board member, Council member or Club:

- (a) personally or
- (b) by sending it by post to the address of the Board member or Council member as notified to the Board or the address of the Club in the register of Board or Council members or the alternative address (if any) nominated by the Board or Council member or Club or
- (c) By sending it to the facsimile number or electronic address (if any) nominated by the Board or Council member or Club

## **27 Distribution of Property on Winding Up**

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- 27.1 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 among the Members of the Association.
- 27.2 Assets or property shall, as determined by Special Resolution, be transferred to the University or paid to or distributed to an organisation having objects similar to the Objects and which prohibits



the distribution of its income and property among its Members to an extent at least as great as is imposed on the Association by Clause 23 of this Constitution.

- 27.3 Such organisation to be determined by the Council of the Association at or before the time of dissolution and in default thereof by such judge of the Supreme Court of South Australia as may have or acquire jurisdiction in the matter.

## **28 Record of Amendments**

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Number	Details	Date
(1)		

## **29 Honours and Privileges**

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The Council may confer on any person whom it considers has performed meritorious service to the Association, whether as an officer, employee or otherwise, such honours and privileges as it thinks appropriate in the circumstances