

**Constitution for**

**WILLUNGA NETBALL CLUB  
INCORPORATED**

**Last Updated: 26 September 2023**

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# ASSOCIATIONS INCORPORATION ACT 1985

## (SA) CONSTITUTION

of

### Willunga Netball Club Incorporated

#### 1. NAME OF ASSOCIATION

The name of the incorporated Club is "Willunga Netball Club Inc ("**Club**").

#### 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 clause 16.1.

**"Committee"** means the body managing the Club and consisting of the Committee Members in clause 10.1.

**"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.

**"Financial year"** means the year commencing on 1 September and ending on 30 August each year.

**"GSNA"** means The Great Southern Netball Association Inc.

**"Honorary Life Member"** means an individual appointed as an honorary life member of the Club under clause 3.2 in Willunga Netball Club Inc Regulations.

**"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.

**"Junior member"** means a registered member of the club who is younger than 18 years of age.

**"Life Member"** means an individual appointed as a life member of the Club under clause 3.2 in Willunga Netball Club Inc Regulations.

**"Member"** means a member for the time being of the Club under clause 3 in Willunga Netball Club Inc Regulations

**"Objectives"** means the objectives of the Club in clause 3.

**“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; or
- (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.

**“Senior Member”** means a registered member of the club who is aged 18 years or over.

**“Special General Meeting”** means a general meeting of Members convened in accordance with clause 17.

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

- (a) at least 21 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 sport of Netball.

## 2.2 Interpretation

In this Constitution:

- (2.a) a reference to a function includes a reference to a power, authority and duty;
- (2.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;
- (2.c) words importing the singular include the plural and vice versa;
- (2.d) words importing any gender include the other genders;
- (2.e) persons include corporations and bodies politic;
- (2.f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (2.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
- (2.h) a reference in ‘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.i) 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**

- (4.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.
- (4.b) Model rules under the Act are expressly displaced by this Constitution.

## **3. OBJECTIVES OF THE CLUB**

The Objectives of the Club to:

- (a) encourage, promote and advance the Sport throughout South Australia;
- (b) enter teams of Members in competitions in the Sport;
- (c) affiliate with the GSNA/ Netball SA;
- (d) maintain and enhance the reputation of the Sport and the standards of play and behaviour of Members; and
- (e) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objectives.

## **4. POWERS OF THE CLUB**

For furthering the Objectives, the Club has:

- (a) the specific rights, powers and privileges conferred on it by section 25 of the Act.

## **5. MEMBERS**

### **5.1 Categories of Members**

The Members of the Club consist of:

- (1.a) Life Members;
- (1.b) Honorary Life Members;
- (1.c) Senior Members;
- (1.d) Junior Members; and
- (1.e) Current Committee Members, Current Coaches and Current Umpires

## **5.2 Admission of Members**

A candidate for membership must apply to the Committee in accordance with Clause 4 of the regulations.

## **5.3 Obligations of Members**

Each Member must:

- (3.a) comply at all times with the Annual Club Policy and the Codes of Conduct;
- (3.b) treat all staff, contractors and representatives of the Club, the Great Southern Netball Association Inc & Netball SA with respect and courtesy at all times;
- (3.c) maintain and enhance the standards, quality and reputation of both the Club and the Sport; and
- (3.d) not act in a manner unbecoming of a Member or prejudicial to the Objectives or the interests or reputation of the Club, the Great Southern Netball Association Inc & Netball SA or the Sport.

## **5.4 Register of Members**

- (4.a) The Club must keep and maintain a register of Members in accordance with the Act.
- (4.b) In addition to the information required by the Act, the Register may contain such other information as the Committee considers appropriate.
- (4.c) Members must provide the Club with the details required by the Club to keep the register complete and up to date.
- (4.d) Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the objectives, in such manner as the committee considers appropriate.

## **5.5 Effect of Membership**

- (5.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.
- (5.b) Each Member is also bound by the rules and regulations governing competitions in which the Member participates.
- (5.c) Each Member authorises the Club to apply on the Member's behalf for the Member to be admitted to membership of the Great Southern Netball Association Inc & Netball SA.

# **6. CESSATION OF MEMBERSHIP**

## **6.1 General**

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

- (1.a) the Member dies;
- (1.b) the member fails to pay their Subs, Fees & Levies pursuant to clause 8 by the due date;
- (1.c) the Member resigns from membership in accordance with clause [6.2](#); or
- (1.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 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

- (3.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.
- (3.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.
- (3.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 may be Reinstated

- (5.a) Nothing in this clause [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.
- (5.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 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) 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 appoint a judiciary committee to do so.
- (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**

- (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 unless the Committee agrees to accept payment in instalments.
- (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**

- (1.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.
- (1.b) The Committee must perform its functions in the pursuit of the Objectives and in the interests of the Club as a whole, having regard to the Club's position in the structure of the Sport in South Australia and their role in supporting the Sport's reputation in the State.

### **9.2 Limitation**

The Committee may not cause the Club to disaffiliate from the Great Southern Netball Association Inc or Netball SA without an Ordinary Resolution of the Members in General Meeting.

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

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

The Committee shall comprise:

- (1.a) Executive Committee will be President; Vice President; Secretary; Treasurer and Recording Secretary who shall be elected under clause 11.3 of the Constitution.
- (1.b) Management Committee who will be GSNA Delegate; The Umpires Coordinator; The Canteen Manager, Senior Coordinator; Junor Coordinator; The Publicity

Officer; The Willunga Sports and Social Club Representative; The Willunga Recreation Park Representative; The Sponsorship/Fundraising Coordinator; The Property Steward, The Member Protection Officer and Auditor who shall be elected under clause 11.3 of the Constitution.

- (1.c) General Committee Members as required to a maximum of 4.

## **10.2 Public Officer**

The position of Public Officer shall be the Secretary.

# **11. ELECTED COMMITTEE MEMBERS**

## **11.1 Nominations**

- (1.a) The Committee must call for nominations for Elected Committee Member at least twenty-one (21) days prior to the Annual General Meeting.
- (1.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.

## **11.2 Form of Nomination**

Nominations must:

- (2.a) be in writing;
- (2.b) be in the prescribed form (if any) provided for that purpose;
- (2.c) be signed by the nominee; and
- (2.d) be delivered to the Club not less than seven (7) days before the date fixed for the Annual General Meeting.

## **11.3 Elections**

- (3.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.
- (3.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.
- (3.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.
- (3.d) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Committee from time to time or if the Committee has not made a determination, by the method determined by the chairperson of the Annual General Meeting.
- (3.e) All Executive and Management Committee positions must be filled before nominations for General Committee Members will be accepted.

## **11.4 Term of Appointment for Elected Committee Members**

- (4.a) The term of office of each Elected Committee member begins at the conclusion of the Annual General Meeting at which their election occurs.
- (4.b) Subject to clause (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 is eligible for re-election.
- (4.c) The President, Treasurer, Vice President and Secretary shall hold office for a period of two years with the President and Treasurer to retire in even years and the Vice President and Secretary to retire in odd years,
- (4.d) In the case of a Treasurer retiring (other than at an Annual General Meeting), an audited Statement of Income and Expenditure must be presented to and accepted by the Committee prior to the resignation being accepted.

## **12. VACANCIES ON THE COMMITTEE**

### **12.1 Casual Vacancies**

- (1.a) Any casual vacancy occurring in the position of Executive or Management Committees may be filled by the remaining Committee Members. 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.
- (1.b) The position of any Committee members absents for three consecutive meetings without leave of absence shall automatically become vacant. Acceptance of any apology may be deemed granting of such leave.
- (c) 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.

### **12.2 Grounds for Termination of Committee Member**

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

- (2.a) dies;
- (2.b) suffers from mental or physical incapacity;
- (2.c) is disqualified from office under section 30 of the Act;
- (2.d) resigns his or her office by notice in writing to the Club;
- (2.e) 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;
- (2.f) in the case of an Appointed Committee Member, is removed from office by the Elected Committee Members;
- (2.g) is removed by the Members in General Meeting; or
- (2.h) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

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.

## **13. MEETINGS OF THE COMMITTEE**

### **13.1 Committee to Meet**

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.

### **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**

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. The chair does not have a casting vote.

### **13.4 Resolutions not in Meeting**

(4.a) The Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the proposed resolution that they are in favour of the resolution set out in the document. The resolution is passed when the last Committee Member provides their consent electronically in writing.

(4.b) 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:

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

(5.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 chairperson shall be the President of the club and will act as chair of any committee meeting or special general meeting at which he or she is present. If the President is not present or is unwilling or unable to preside at a meeting, the Vice President shall preside as chair for that meeting only.

### **13.7 Committee Members' Interests**

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

## 14. DELEGATIONS

**14.1** 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:

- (1.a) this power of delegation; and
- (1.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.

## 15 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.

## 16 ANNUAL GENERAL MEETING

**16.1** The club's AGM shall be held on or before 30<sup>th</sup> September each year in accordance with the Act and this Constitution. It should be held on a date and at a venue determined by the Committee.

The business to be transacted at the AGM shall be:

- (1.a) To receive the Annual Report of the President and Statement of Accounts
- (1.b) To elect a Committee and Auditor for the ensuing year
- (1.c) To consider motions of which written notice has been given or which any member, with the permission of the meeting, may introduce
- (1.d) To dispose of any other matter which may be, consistent with the constitution, introduced at such a meeting
- (1.e) Changes to the constitution
- (1.f) To approve any Honoraria as moved in accordance with Clause 8 of the Regulations
- (1.g) No business other than that stated on the notice for a general meeting shall be transacted at that meeting.
- (1.h) At least twenty-one (21) days' notice of this meeting shall be given to each member by newsletter &/or electronic mail.

All general meetings other than the AGM shall be special general meetings and shall be held in accordance with this constitution.

## **17 SPECIAL GENERAL MEETINGS**

### **17.1 Special General Meetings may be held**

The Committee may, whenever it thinks fit, convene a special general meeting.

- (1.a) The Secretary will convene a Special General Meeting following a requisition stating therein the object of such a meeting is signed on behalf of not less than one-sixth of the Club members.
- (1.b) The requisition for a Special General Meeting shall state the objective(s) of the meeting, be signed by the members making the requisition 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 requisition.
- (1.c) At least twenty-one (21) days' notice of this meeting shall be given to each member by newsletter &/or mail &/or electronic mail.)
- (1.d) 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.
- (1.e) At least twenty-one (21) days' notice of this meeting shall be given to each member by newsletter &/or electronic mail.

All general meetings other than the AGM shall be special general meetings and shall be held in accordance with this constitution.

## **18 PROCEEDINGS AT ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETINGS**

### **18.1 Quorum**

No business shall be transacted at any AGM or special general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for AGM and special general meetings of the club shall be 12 (twelve) members (excluding Junior Members).

## **19 ATTENDANCE AND VOTING AT GENERAL MEETINGS**

- (1.a) Subject Clause 19(b) each member is entitled to attend and vote at General Meetings
- (1.b) Junior Members do not have the right to vote but one parent or one legal guardian of a junior member may vote on behalf of each junior member in his/her care.
- (1.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.
- (1.d) Voting by Proxy will not be allowed.
- (1.e) In the event of equality of voting on any matter, the Chairperson shall have a second or casting vote, as well as the first or deliberative vote.

## **20 PROCEEDINGS AT GENERAL MEETINGS**

### **20.1 President to preside**

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

- (1.a) in relation to any election for which the President of the Committee is a nominee; or
- (1.b) where the President 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 Vice President will preside as chairperson for that meeting only.

### **20.2 Adjournment of meeting**

(2.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

(2.a.i) if the meeting was convened on the requisition of Members under clause 17, the meeting will lapse; and

(2.a.ii) in any other case, those Members present will constitute a quorum.

(2.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.

(2.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.

(2.d) Except as provided in clause 20.2(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### **20.3 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:

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

### **20.4 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.

## **21 RECORDS AND ACCOUNTS**

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

## **22 AUDITOR**

- (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.

## **23 APPLICATION OF INCOME**

**23.1** Income and property of the Association shall be:

- (1.a) derived from such sources; and
- (1.b) managed in such manner;

as the Committee determines from time to time subject always to the Act and this Constitution.

**23.2** The income and property of the Club must be applied solely towards the promotion of the Objectives.

**23.3** 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.

**23.4** Subject to clause 23.4, nothing in clauses 23.1 or 23.2 prevents a payment in good faith to any Member:

- (4.a) in accordance with clauses 3 and 23.1 where that Member is a not-for-profit entity with a similar purpose to the Club;
- (4.b) for any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
- (4.c) for goods supplied to the Club in the ordinary and usual course of operation;
- (4.d) for interest on money borrowed from any Member;
- (4.e) for rent for premises demised or let by any Member to the Club;
- (4.f) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.

**23.5** No payment made under clause 23.4 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## **24 WINDING UP**

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

## **25 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 another organisation or organisations which has objectives similar to the Objectives and a constitution which prohibits the distribution of income and property to Members.

- (b) Upon the winding up or dissolution of the Club, any property money or assets of the Club then remaining shall be transferred to Willunga Recreation Park Inc.

## **26 CONSTITUTION**

### **26.1 Alteration of Constitution**

- (1.a) Subject to clause 26.1(b), this Constitution may be repealed or altered, or a new provision may be added by Special Resolution passed at a duly convened General Meeting.
- (1.b) If, in the opinion of the Committee, it is necessary to amend this Constitution:
  - (1.b.i) to achieve or maintain affiliation of the Club with the Great Southern Netball Association Inc and Netball SA.;
  - (1.b.ii) to comply with the Great Southern Netball Association Inc and Netball SA constitution and regulations; or
  - (1.b.iii) to achieve or maintain a particular tax status, the Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

## **27 REGULATIONS**

### **27.1 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:

- (1.a) the conduct of club competitions or events (including but not limited to the rules of competition and codes of conduct);
- (1.b) the conduct of meetings;
- (1.c) the resolution of disputes;
- (1.d) discipline of Members for breaches of this Constitution or the Regulations; and
- (1.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, the Great Southern Netball Association Inc & Netball SA constitution and any regulations made by the Great Southern Netball Association Inc & Netball SA.

### **27.2 Regulations Binding**

All Regulations are binding on the Club and all Members.

### **27.3 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.

## **28 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 residence 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 fifth 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.

## **29 INDEMNITY**

- (a) Every Committee Member and Member 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 Member in defending any proceedings, whether civil or criminal, in which judgement is given in their favor 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 and Members and against all damages and losses (including legal costs) for which any such Committee member or Member may be or become liable to any third party in consequence of any act or omission performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Club.

## **30 TRANSITIONAL PROVISIONS**

### **30.1 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.

### **30.2 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.

### **30.3 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.