



CONSTITUTION

THE Salisbury 8 Ball & Sports Association of South Australia Inc.

TABLE OF CONTENTS

SECTION PAGE

1. NAME
2. REGISTERED ADDRESS
3. DEFINITIONS
4. OBJECTIVES
5. POWERS OF THE ASSOCIATION
6. MEMBERSHIP
7. DISPUTE RESOLUTION
8. THE COMMITTEE
9. GENERAL MEETINGS
10. MINUTES
11. FINANCIAL REPORTING
12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

13. WINDING UP

14. APPLICATION OF SURPLUS ASSETS

15. ALTERATION TO CONSTITUTION

16. THE SEAL

17. PUBLIC OFFICER

18. INDEMNITY

1. NAME

The Association shall be known as “The Salisbury 8 Ball & Sports Association of South Australia Inc.”

2. REGISTERED ADDRESS

The registered address of the association will be 371 Diment Rd Direk South Australia 5110 or other venue as may be, from time to time determined by the Association Members

3. DEFINITIONS

Where the context so admits:

“Act” shall mean the Associations Incorporation Act 1985.

“Association” shall mean The Salisbury 8 Ball & Sports Association of South Australia Inc.

“Committee” shall mean the committee of management of the Association.

“General Meeting” shall mean a general meeting of members of the Association convened in accordance with these rules.

“Member” shall mean a member of the Association.

“Month” shall mean calendar month.

4. OBJECTIVES

The objectives for which the Association is established are:

With high regard to section (g)

(a) To promote and encourage the continued playing of Sport by all players irrespective of standard.

(b) To encourage the playing of sport in the spirit of enjoyment of the game.

(c) To promote, encourage and hold competitions and tournaments throughout South

Australia.

(d) To enter teams in general teams competitions.

(e) To arrange matches between the Association and other clubs, associations and teams both in South Australia and other States.

(f) To promote social activities and genial relations amongst members and to arrange sporting activities and to provide social amenities for members.

(g) To promote and Assist the Formation of Junior Players and/or divisions in South Australia, and to appoint a Junior Development Officer. The objective of the Junior Development Officer (JDO) is to ensure the continued development, promotion and advancement of juniors. To appoint an official Judicator for coaching purposes both positions can be filled by the same person.

(h) Subject to decision at an Annual General Meeting, to affiliate with a selected body or bodies formed for the purpose of promoting and controlling sport.

(i) To do all such acts, deeds, matters and things and to enter into and make arrangements as are incidental to the attainment of the above objectives or any of them and to establish funds for carrying out the above objectives.

5. POWERS OF THE ASSOCIATION

For the purpose of carrying out the above objectives the Association may, subject to the Act and its rules:

(a) acquire, hold, deal with, and dispose of, any real or personal property; and

(b) administer any property on trust; and

(c) raise funds for use by the Association and open, operate and close Approved Deposit Institutions accounts;

and

(d) invest its moneys –

(i) in any security in which trust moneys may, by Act of Parliament, be invested; or

(ii) in any other manner authorized by the rules of the Association; and

(e) borrow money upon such terms and conditions as the Association thinks fit; and

(f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;

and

(g) appoint agents to transact any business of the Association on its behalf; and

(h) enter into any other contract it considers necessary or desirable; and

(i) to appoint a patron or patrons of the Association.

6. MEMBERSHIP

6.1 Types

Members of the Association shall be classified as follows:

(a) Full Membership members shall be members who are Current financial members for a financial year, as Determined by the committee.

(b) Both Founding Members (or their appointees) are Automatically Committee Members.

(c) Associated membership members shall be members who are Current financial members for a financial year, as Determined by the committee.

(d) Honorary members. The Committee may at its discretion grant honorary membership to:

☐ The patron or patrons for the time being of the Association.

☐ A visiting member of any other Sporting association or club in Australia

for the duration of the day on which he or she takes part in any game, match, competition

or tournament being conducted by the Association.

☐ An interstate or overseas visitor or visitors for the duration of such visit or three (3) months whichever shall first expire.

☐ Any prominent citizen visiting the Association for some special occasion.

Honorary members shall not pay subscriptions or entrance fees or be entitled to vote at any meeting or to be elected as officers of the Association.

(e) Life members. The Committee may in consideration of special services rendered to the Association nominate a member as a Life Member, with the condition of a Minimum of 20 years unbroken membership.

6.2 Life Membership Requirements

No person shall be made a Life Member except in a case of exceptional or unusual or distinguished merit. A nomination for life membership must be on the recommendation of the Committee endorsed by a majority of not less than two-thirds of the members present and voting at a General Meeting. Life Members shall not be obliged to pay annual subscriptions.

6.3 Membership Applications

Every application for membership shall be made in writing and shall give the full name, address, contact details and date of birth of the candidate and shall be in such form and contain such further particulars as the Association shall from time to time require. The application shall include payment of the subscription fees (if any) and/or annual subscriptions specified on the application form.

The election of members shall be by the Committee which shall examine all applications for membership. The Committee may reject any application for membership.

6.4 Register of Members

The Secretary shall keep a register of members setting out in full the name, address, contact details and date of birth of each member and specifying the class of membership to which he/she belongs and setting out the date on which the member was admitted to the Association. In addition, if it is applicable, the register shall set out the date of and reason(s) for termination of membership.

Each member shall communicate his address or any changed address in writing from time to time to the Secretary and such address shall be deemed to be the member's registered address. All notices sent by post or otherwise to such address shall be considered as duly delivered.

6.5 Fees and Subscriptions

The fees (if any), annual subscriptions and other charges payable by any member of the Association shall be determined on recommendation of the Committee to the Annual General Meeting and shall be payable on such time as the Committee shall determine.

Fee structure:

Full Membership entitles all voting rights and eligible for a committee position.

Associated membership playing capabilities but no entitlement to voting rights or any committee position, but may submit suggestions to the committee for recommendation.

Any member whose subscription is outstanding for more than one (1) month after the due date for payment shall cease to be a member of the Association, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit including a pathway plan for monetary payment.

6.6 Conduct of Members

The Association and its members shall comply with the sporting Code of Conduct and Member Protection By-law (separate document) that is signed by all members when joining this Association. Failure to Sign said Document will leave the Committee no option but to refuse membership.

6.7 Cessation of Membership

Every person ceasing to be a member of the Association, whether by resignation or retirement, expulsion, death, neglect to pay the membership fee or annual subscription or otherwise shall forfeit forthwith all rights as a member of the Association but shall remain liable for any monies due or payable by him/her as at that date unless relieved of his obligation by resolution of the Committee.

6.8 Resignations

A member may resign from membership of the Association by giving written notice to the Secretary or Public Officer of the Association.

6.9 Expulsion of a Member

(a) Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.

(b) Particulars of the charge shall be communicated to the member at least one week before the meeting of the Committee at which the matter will be determined.

(c) The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.9(d) below), cease to be a member fourteen days after the Committee has communicated its determination to the member.

(d) It shall be open to a member to appeal the expulsion by the Association. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within fourteen days after the determination of the Committee has been communicated to the member.

(e) In the event of an appeal under 6.9(d) above, the appellant's membership of the Association shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Association in General Meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the General Meeting at which the determination of the Committee is upheld.

7. DISPUTE RESOLUTION

The dispute resolution procedure set out in this rule applies to disputes under these rules between –

☐ A member and another member.

☐ A member and the Association.

(a) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all the parties.

(b) If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

8. THE COMMITTEE

8.1 The Powers and Duties of the Committee

(a) The affairs of the Association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objectives of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.

(b) The Committee has the management and control of the funds and other property of the Association.

(c) The Committee shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.

(d) The Committee shall appoint a public officer as required by the Act.

(e) The Committee shall maintain an insurance policy to protect the Association against legal liability.

8.2 Appointment

(a) The Committee shall be comprised of the President, Vice President, Secretary, Treasurer and a minimum of two (2) maximum of six (6) Committee members elected by ballot at the Annual General Meeting of the Association.

(b) The President, Vice President, Secretary and Treasurer shall constitute an Executive Committee to deal with matters of urgency relevant to the affairs of the Association. Such matters shall be reported to the general Committee for confirmation. The quorum for Executive Committee meetings shall be four.

(c) A committee member shall be a natural person.

(d) At every Annual General Meeting the officers and other members of the Committee shall retire from office. No officer shall hold the office of President for more than Three (3) consecutive years. The Immediate retiring Committee member shall be eligible to stand for re-election without nomination except if that member is seeking election to an Executive Committee position, in which case the following provision applies. No other person shall be eligible to stand for election unless a member of the Association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer and by the nominee.

(e) Notice of all persons seeking election to the Committee shall be given to all members of the Association with the notice calling the meeting at which the election is to take place.

(f) The Committee may appoint a person to fill a casual non-Executive vacancy, and such a Committee Member shall hold office until the next Annual General Meeting of the Association and shall be eligible for election to the Committee without nomination.

(g) A person must have been a full financial member for twelve (12) months to be eligible to be voted on the committee. Any application may be declined by the committee.

8.3 Proceedings of Committee

(a) The Committee shall meet together for the dispatch of business at least monthly.

(b) Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes, the chairperson shall have a casting vote in addition to a deliberative vote.

(c) A quorum for a meeting of the Committee shall be one half of the numbers of the Committee.

(d) A resolution in writing signed by all members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly called and constituted.

(e) A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the Committee must disclose the nature and extent of that interest in the contract at the next Annual General Meeting of the Association.

(f) Any Full Financial member of the association may be present at any Committee meeting and full financial members are encouraged to attend and have a say in the general business part of a meeting. Associated members cannot attend but may submit suggestions to the committee for recommendation.

(g) The committee shall be open and unbiased in all discussions.

8.4 Disqualification of Committee members

The office of a Committee member shall become vacant if a Committee member is:

- ☐ Disqualified from being a Committee member by the Act; or
- ☐ Expelled as a member under these rules; or
- ☐ Permanently incapacitated by ill health; or
- ☐ Absent without apology from more than four meetings in a financial year.

8.5 Sub-committees

The Committee may delegate any of its powers to sub-committees consisting of such member or members of its body as it thinks fit. Any sub-committee so formed shall, in the exercise of its powers so delegated, conform to any regulations that may from time to time be imposed on it by the Committee.

The meetings and proceedings of any such sub-committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the committee, so far as the same are applicable thereto, and are not superseded by any regulations made by the Committee.

All acts done by any meeting of the Committee, or by any Sub-committee or by any person acting as a Subcommittee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such Sub-committee or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee or Sub-committee.

9 GENERAL MEETINGS

9.1 Annual General Meetings

The Committee shall call an annual general meeting in accordance with the Act and these rules. The Annual General Meeting of the Association shall be held if practicable in the month of August in each year at such time and place as may be prescribed by the Association in general meeting or in default at such time and place as may be determined by the Committee, provided always that an Annual General Meeting shall be held at least once in every calendar year.

The order of business at the meeting shall be:

- ☐ The confirmation of the minutes of the previous Annual General Meeting and of any special general meeting held since that meeting.
- ☐ The consideration of the accounts and reports of the Committee and the auditor's report.
- ☐ The election of Committee members.
- ☐ The appointment of auditor/s.
- ☐ The determination of membership fees, honoraria and affiliations.
- ☐ Any other business requiring consideration by the Association in general meeting.

9.2 Special General Meetings

(a) The Committee may call a Special General Meeting of the Association at any time, stating the purpose of the meeting.

(b) Upon requisition in writing of not less than 20% of the total number of Full Financial members of the Association, the Committee shall, within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.

(c) Every requisition for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.

(d) If a Special General Meeting is not convened within one month, as required by 8.2 (b) above, the Requisitionists, or at least 50% of their number, may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

9.3 Notice of General Meetings

(a) Subject to 8.3 (b) below, at least fourteen days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

(b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.

(c) A notice may be given by the Association to any members by serving the member with the notice personally, or by Notice in The Associations Social media website or website run by the Association, sending it to the contact address appearing in the register of members.

(d) Where a notice is sent by post:

☑ The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and

☑ Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

9.4 Proceedings at General Meetings

(a) Twenty members present personally shall constitute a quorum for the transaction of business at any general meeting.

(b) If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within thirty minutes of the time appointed for the meeting the members present shall form a quorum.

(c) Subject to 8.4 (d) below, the President shall preside as chairperson at a general meeting of the Association.

(d) If the President is not present within five minutes after the time appointed for holding the meeting, or the President is present but declines to take or retired from the chair, the members may choose a Committee member or one of their own number to be the chairperson of that meeting.

9.5 Voting at General Meetings

(a) Subject to these rules, every member of the Association has only one vote at a meeting of the Association.

(b) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.

(c) Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

9.6 Poll at General Meetings

(a) If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

(b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

9.7 Ordinary and Special Resolutions

(a) An ordinary resolution is a resolution passed by a simple majority at a general meeting.

(b) A special resolution is as defined in the Act and means a resolution passed at a duly convened meeting of the members of the Association if –

(i) at least 21 days written notice specifying the intention to propose the resolution has been given to all members of the Association; and

(ii) it is passed at a meeting referred to in these rules by a majority of not less than three-quarters of such members of the Association as, being entitled to do so, vote in person at that meeting.

9.8 Proxies

A member shall not be entitled to appoint a person who is also a member of the Association to be their proxy, and attend and vote at any General Meeting of the Association.

10. MINUTES

(a) Proper minutes of all proceedings of General Meetings of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

(b) The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the Committee (as relevant) at a subsequent meeting.

(c) The minutes kept pursuant to this rule 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.

(d) 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.

11. FINANCIAL REPORTING

11.1 Financial Year

The financial year of the Association shall commence on the first day of July in one year and end on the last day of June in the following year.

11.2 Accounts to be Kept

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.

11.3 Accounts and Reports to be Laid Before Members.

The accounts, together with the auditor's report on the accounts, shall be laid before members at the Annual General Meeting or Special General Meeting.

11.4 Operation of Accounts

Accounts may be operated by any two of the Executive Committee.

11.5 Appointment of Auditor

(a) At each Annual General Meeting, the members shall appoint a person to be auditor of the Association.

(b) The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.

(c) If an appointment is not made at an Annual General Meeting, the Committee shall appoint an auditor for the current financial year.

12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Association shall be applied exclusively to the promotion of its objectives and no portion shall be paid or distributed directly or indirectly to members or their associated except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

13. WINDING UP

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

14 APPLICATION OF SURPLUS ASSETS

(a) If after the winding up of the Association there remains surplus assets as defined in the Act, such surplus assets shall be distributed to any organization which has similar objectives and has rules which prohibit the distribution of its assets and income to its members.

(b) Such organization or organizations shall be identified and determined by a resolution of members in general meeting.

15. ALTERATION TO CONSTITUTION

These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association, and only by a majority of not less than two-thirds of the members present and voting. This includes rescission or replacement by substitute rules. The alteration shall be registered with the appropriate government department as required by the Act. The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

16. THE SEAL

The Association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorization of the Committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the President or the Secretary.

17. PUBLIC OFFICER

The Association shall have a Public Officer appointed by the Committee as required. Changes to the identity or address of the Public Officer must be notified to the relevant Government body within one month of the date of the change.

18. INDEMNITY

The members of the committee and other officers for the time being of the Association and each and every one of them acting in relation to any of the affairs of the Association shall be indemnified out of the funds of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the discharge of their duty or supposed duty in their respective offices except such if any as they shall incur or sustain by or through their own willful default or dishonesty and none of them shall be answerable for the acts or defaults of the other or others of them or for joining in any receipts for the sake of conformity or for any bankers or other person with whom any monies or effects belonging to the Association shall or may be lodged or deposited or for the insufficiency or deficiency of any security upon which any monies of or belonging to the Association shall be placed out or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or in relation thereto except the same shall happen by or through their own willful default or dishonesty.