



CONSTITUTION OF
BLACKWOOD GOLF CLUB INC.

Incorporated under the *Associations Incorporation Act 1985 (SA)*

ADOPTED 27 SEPTEMBER 2021

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1. Introductory provisions

1.1. Definitions

1.1.1. Subject to rule 1.3.1, in this Constitution:

- a. **Act** means the *Associations Incorporation Act 1985* (SA) as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Club;
- b. **Annual General Meeting** means a yearly meeting of the Club attended by Members;
- c. **Application Fee** means the fee (if any) determined by the Committee from time to time that is payable by a person applying to become a Member;
- d. **Auditor** means an Auditor as prescribed under Section 23A (1)(c)(iii) of the Act;
- e. **Bylaws** mean the Bylaws of the Club determined by the Committee from time to time;
- f. **By Lot** means making a determination or choice by lottery, which may include conducting a draw at random;
- g. **Casual Vacancy** means a vacancy on the Committee that occurs when a Committee Member is removed, resigns, dies or otherwise stops holding office;
- h. **Club** means the Blackwood Golf Club Inc ABN 60 086 867 885;
- i. **Clubhouse** means the Clubhouse erected on the Club Premises;
- j. **Club Premises** means the land situated at 611 Cherry Gardens Road, Cherry Gardens South Australia 5157 and described in Certificates of Title Volume 5334 Folio 805, Volume 5335 Folio 173 and Volume 5334 Folio 803 and any other land subsequently acquired, together with all improvements erected thereon;
- k. **Code of Conduct** means the code of conduct of the Club as determined by the Committee from time to time;
- l. **Commission** means the Corporate Affairs Commission;
- m. **Committee** means the committee of management of the Club;
- n. **Committee Meeting** means a meeting of the Committee Members;
- o. **Committee Member** means a member of the Committee;
- p. **Constitution** means the rules of the Club as set out in this document;
- q. **Corporate Member** has the meaning given in rule 3.1.13;
- r. **Country Member** has the meaning given in rule 3.1.9;

- s. **Due Date** means the date when a payment is due and payable by, and when referring to Subscription Fees is on or before the 1st April of each year or by part payment as determined from time to time by the Committee;
- t. **Entrance Fee** means the fee (if any) determined by the Committee from time to time in respect of a person (who is not a Member) joining the Club as a Member;
- u. **Fees** means the Application Fee, Entrance Fee, Subscription Fee, any other fee and/or levy as applicable;
- v. **Financial Year** shall be the same as the Membership Year, commencing on the first day of April of each year and ending on the last day of March the following year on which date accounts for the Financial Year shall close;
- w. **General Meeting** means a meeting of Voting Members, which includes an Annual General Meeting, a meeting of Voting Members to pass a Special Resolution as required under (and in accordance with) the Act and any other meeting of Voting Members from time to time;
- x. **Honorary Member** has the meaning given in rule 3.1.4;
- y. **Junior Member** has the meaning given in rule 3.1.10;
- z. **Life Member** and **Life Membership** have the meanings given in rule 3.1.2;
- aa. **Medical Absentee** has the meaning given in rule 3.1.14;
- bb. **Medical Practitioner** means a registered medical practitioner under the *Health Practitioner Regulation National Law (South Australia) Act 2010* or such other equivalent legislation;
- cc. **Member** means a person who has been duly accepted as such by the Committee in accordance with this Constitution;
- dd. **Membership** means the membership of a Member;
- ee. **Membership Year** shall be the same as the Club's Financial Year, commencing on the 1st day of April of each year and ending on the last day of March the following year (on which date Subscription Fees are due and payable);
- ff. **Objects** means the objects of the Club as specified in rule 2.1.1;
- gg. **Ordinary Resolution** means a resolution passed by a simple majority at a General Meeting;
- hh. **Patron** has the meaning given in rule 3.1.3;
- ii. **Policy** means any policy of the Club as determined by the Committee from time to time and made available to the Members;
- jj. **Reciprocal Member** has the meaning given in rule 3.1.12;
- kk. **Social Member** has the meaning given in rule 3.1.11;

- ll. **Special Member** has the meaning given in rule 3.1.5;
 - mm. **Special Resolution** has the meaning given in the Act;
 - nn. **Subscription Fee** means a fee payable to the Club to be a Member;
 - oo. **Surplus Assets** means the assets and property after payment of the debts and liabilities remaining on a winding-up of the Club including the costs, charges and expenses of the winding-up;
 - pp. **Voting Member** means a Member who is entitled to vote at a General Meeting and Annual General Meeting;
 - qq. **5 Day Member** has the meaning given in rule 3.1.8;
 - rr. **6 Day Member** has the meaning given in rule 3.1.7; and
 - ss. **7 Day Member** has the meaning given in rule 3.1.6.
- 1.1.2. In this Constitution, unless the context otherwise requires:
- a. all references to “written” or “in writing” means, all forms of visible words, including printed, hard copy or electronic formats;
 - b. specifying anything in this Constitution after the words ‘including’, ‘includes’ or ‘for example’ or similar expressions does not limit what else is included unless there is express wording to the contract;
 - c. where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
 - d. words denoting the singular number include the plural and vice versa;
 - e. references to rules are to rules of this Constitution;
 - f. headings are for convenience only and do not affect interpretation;
 - g. if any rule is found to be invalid or unenforceable in accordance with its terms, all other rules which are self-sustaining and capable of separate enforcement without regard to the invalid or unenforceable provisions will be and will continue to be valid and enforceable in accordance with their terms;
 - h. words importing the singular include the plural where context requires or permits; and
 - i. any reference to the President, Captain, Secretary, Treasurer, chairperson or General Manager includes any person acting in such position.

1.2. Name

- 1.2.1. The name of the incorporated association is the “Blackwood Golf Club Inc”.

1.3. Associations Incorporation Act 1985 (SA)

- 1.3.1. In this Constitution, unless the context requires otherwise, a word or expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

1.4. Interpretation

- 1.4.1. The Committee has authority to interpret the meaning of this Constitution and any matter relating to the Club on which the Constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

2. Objects and powers

2.1. Objects

- 2.1.1. The Objects of the Club are to:
 - a. foster, encourage, promote, manage and advance the sport of golf;
 - b. abide by the rules regulating the conduct of golf;
 - c. provide services, facilities, amenities and grounds for playing the sport of golf and recreation for the benefits of the Club, it's Members and visitors;
 - d. maintain and enhance the reputation of the sport of golf and the standards of play and behaviour of Members; and
 - e. do such things (within reason) that are incidental or conducive to the attainment of any or all of these Objects including:
 - i. complying with all laws regarding the treatment of people equally with respect to their age, sex, disability, race, religion, sexual orientation or gender identity;
 - ii. ensuring the safety and wellbeing of children participating in Club activities or using the Club's facilities; and
 - iii. affiliate with Golf Australia Limited, Golf South Australia Incorporated (and such other replacement or substitute bodies) and such other bodies as the Club deems fit.

2.2. Powers

2.2.1. The Club may, subject to the Act and this Constitution:

- a. acquire, hold, deal with and dispose of any real or personal property;
- b. administer any property on trust;
- c. open and operate financial institution accounts;
- d. invest its moneys;
- e. borrow money upon such terms and conditions as the Committee thinks fit;
- f. give such security for the discharge of liabilities incurred by the Club as the Committee thinks fit;
- g. appoint agents to transact any business of the Club on its behalf;
- h. enter into reciprocal agreements with other golf clubs upon such terms as the Committee shall determine;
- i. enter into any other contract it considers necessary or desirable;
- j. promote, hold, regulate any golf meetings, competitions or matches and social events as the Committee deems necessary;
- k. do other things necessary or convenient to be done in carrying out its affairs; and
- l. exercise any other power permitted by the Act.

3. Membership

3.1. Classes of Membership

3.1.1. Membership rights subject to certain events:

- a. The right to play golf on the course, use the Club's facilities and enter the Club Premises for all Members (regardless of their class of Membership) is subject to the following from time to time:
 - i. scheduled events;
 - ii. maintenance, renovations or development of the Club Premises (including the Clubhouse, course, greens keeper facilities and storage facilities);
 - iii. government imposed restrictions or recommendations; or
 - iv. closure of the Club Premises due to fire, storm or flood risk.

3.1.2. Life Member:

- a. Life Membership recognises extraordinary, determined, loyal and exceptional service to the Club.
- b. The Committee in accordance with Policy (if applicable) may nominate any Member to be elected as a Life Member at an Annual General Meeting.
- c. Following nomination by the Committee, a nominee for Life Membership may only be elected as a Life Member by a majority vote of two thirds of those Voting Members present at the Annual General Meeting.
- d. A person elected as a Life Member shall be entitled to all privileges (including voting) and afforded all rights of a 7 Day Member during the Member's lifetime without payment of any Fees.

3.1.3. Patron:

- a. There may be one Patron of the Club who shall serve for a period of 2 Membership Years from time to time.
- b. The Committee in accordance with Policy (if applicable) may nominate any Member to be elected as the Patron at an Annual General Meeting.
- c. Following nomination by the Committee, a nominee for Patron may only be elected as the Patron by a majority vote of two thirds of those Voting Members present at the Annual General Meeting.
- d. For the duration of their tenure, the Patron shall be entitled to all privileges (including voting) and be afforded all rights of a 7 Day Member without payment of any Fees.
- e. The Patron shall not form part of the Committee but if invited may be a member of a subcommittee.

3.1.4. Honorary Member:

- a. Any person of distinction or a person prominent in sport (as determined by the Committee) may be admitted at the invitation of the Committee as an Honorary Member for such period of time or such occasions as the Committee may from time to time determine.
- b. An Honorary Member shall not be liable to pay any Fees.
- c. An Honorary Member shall not have voting rights.

- 3.1.5. Special Member:
- a. The Committee may elect a person to be a Special Member upon payment of a fee and on any conditions determined by the Committee from time to time.
 - b. There shall be no more than fifteen Special Members at any one time.
 - c. A Special Member shall not have voting rights.
- 3.1.6. 7 Day Member:
- a. A 7 Day Member shall be entitled to play golf on the course on every day of the week.
 - b. A person over the age of eighteen years may be admitted and continue as a 7 Day Member upon payment of such Fees and subject to such conditions and restrictions as the Committee may from time to time impose.
 - c. 7 Day Members have full voting rights.
- 3.1.7. 6 Day Member:
- a. A 6 Day Member shall be entitled to play golf on the course on Sunday to Friday inclusive.
 - b. Any person of the age of eighteen years or over may be admitted as a 6 Day Member upon payment of such Fees and subject to such conditions and restrictions as the Committee may from time to time impose.
 - c. 6 Day Members have full voting rights.
- 3.1.8. 5 Day Member:
- a. A 5 Day Member shall be entitled to play golf on the course on Monday to Friday inclusive.
 - b. Any person over the age of eighteen years or over may be admitted as a 5 Day Member upon payment of such Fees and subject to such conditions and restrictions as the Committee may from time to time impose.
 - c. 5 Day Members have full voting rights.
- 3.1.9. Country Member:
- a. Upon payment of such Fees as the Committee may from time to time impose, subject to the remainder of this rule 3.1.9 any person whose principal place of residence is greater than 70 kilometres from the Club Premises by road shall qualify to become a Country Member within the category of Membership defined in rule 3.1.6.

- b. A Country Member shall have the same rights to use the Club Premises as other 7 Day Members, provided that a Country Member is only permitted to play up to 20 rounds of golf per Membership Year before additional Fees as determined by the Committee shall be paid.
- c. A Country Member whose principal place of residence fails to satisfy the requirements under rule 3.1.9.a for a period of two consecutive months shall immediately cease to be a Country Member.
- d. The General Manager may require a Country Member to provide proof of residency at any time the General Manager deems necessary.
- e. Country Members have full voting rights.

3.1.10. Junior Member:

- a. Any person under the age of eighteen years may be admitted as a Junior Member upon payment of such Fees and subject to such conditions and restrictions as the Committee may from time to time impose.
- b. Junior Members shall have the use of and access to the Club Premises subject to the provisions of the *Liquor Licensing Act 1997 (SA)* and in accordance with the *Child and Young People (Safety) Act 2017 (SA)* or such other equivalent legislations from time to time.
- c. Junior Members do not have voting rights.

3.1.11. Social Member:

- a. Any person over the age of eighteen years may be admitted as a playing or non-playing Social Member upon payment of such Fees and subject to such conditions and restrictions as the Committee may from time to time impose.
- b. Social Members will have playing rights as determined by the Committee from time to time and as described in the Bylaws or Policy (as applicable).
- c. Social Members do not have voting rights.

3.1.12. Reciprocal Member:

- a. A Reciprocal Member is a member of any other golf club that a reciprocal membership arrangement has been agreed with and determined by the Committee from time to time (**Reciprocal Club**).

- b. Any transfer of membership from the Reciprocal Club to the Club shall be in accordance with the reciprocal conditions (if any) agreed between the Club and the Reciprocal Club.
- c. Reciprocal Members do not have voting rights.

3.1.13. Corporate Member:

- a. The Committee may admit Corporate Members from time to time.
- b. A Corporate Member's Membership shall be one year's duration and under such conditions as the Committee shall from time to time determine.
- c. Corporate Members do not have voting rights.

3.1.14. Medical Absentee:

- a. Any Member for health reasons, may on the production of a medical certificate from a Medical Practitioner to the General Manager, apply to be transferred to the Membership category of Medical Absentee for a period of not less than three consecutive months.
- b. The decision to accept or reject an application to be transferred to a Medical Absentee shall be in the Committee's absolute discretion.
- c. A Medical Absentee will maintain the voting rights held by them immediately before being transferred to a Medical Absentee.
- d. A Medical Absentee who is able to resume playing golf prior to the expiration of the period of absence as stated in their application under rule 3.1.14.a, may on the delivery to the General Manager of a medical certificate from a Medical Practitioner to this effect be reinstated to their original category of Membership.

3.1.15. The Committee shall have the power to limit the number of Members in any class of Membership from time to time.

3.1.16. A paid employee of the Club is permitted to be a Member.

3.1.17. The Committee may, on the written application of a Member who qualifies for and wishes to become a Member of a different class of Membership, transfer that Member from any class of Membership to another class of Membership. The Committee may, in its absolute discretion, make an adjustment in the Fees paid or payable by that Member for the Membership Year in which the transfer takes place.

3.1.18. Membership shall not be transferred or transmitted from one person to another.

3.2. Obligations of Members

- 3.2.1 All Members of the Club are bound by this Constitution, the Code of Conduct, any Bylaws, Policies, rules and regulations enacted by the Club.

3.3. Fees

- 3.3.1. The Entrance Fee, Application Fee and any other fees or levies will be the amounts decided by the Committee from time to time.
- 3.3.2. The annual Subscription Fees for each class of Membership (other than Life Membership and for the Patron) are:
 - a. the amounts decided by the Committee from time to time; and
 - b. payable on or before 1st April of each year, or at such time(s) as the Committee decides.
- 3.3.3. The Committee may at any time impose a levy upon all or any Members of any amount and upon such payment terms as the Committee may think fit.
- 3.3.4. The Committee may waive all or part of a Member's Fees and may agree terms of payment for a Member if the Committee is satisfied that there are special or reasonable reasons to do so.
- 3.3.5. The Committee at its discretion may impose an additional fee or condition for non-payment of any Fees by the Due Date.
- 3.3.6. A Member who has any Fees in arrears for a period of one month after the Due Date may have their Membership terminated or suspended by the Committee.
- 3.3.7. A Member who has their Membership terminated or suspended under rule 3.3.6 continues to be liable to pay any unpaid Fees.

3.4. Application for Membership

- 3.4.1. An application for Membership must be forwarded to the General Manager and be:
 - a. in writing;
 - b. in the form decided by the Committee; and
 - c. accompanied by any other documents or evidence of qualification for Membership, or payment of the Fees or other deposits as determined by the Committee from time to time.

3.5. Admission and rejection of new Members

- 3.5.1. Upon receipt of an application for Membership, until the Committee has accepted or rejected that application, the General Manager may grant the applicant playing rights and rights to use the Club Premises without charge (or in consideration for the payment of a fee as determined by the Committee).

- 3.5.2. The Committee will consider an application for Membership only if the application was made in accordance with rule 3.4.1.
- 3.5.3. The Committee must decide, in its absolute discretion, whether to accept or reject the application.
- 3.5.4. If a majority of the Committee Members accept the applicant as a Member, the applicant must be accepted as a Member in the class of Membership applied for, subject to any waiting period and any conditions at the discretion of the Committee.
- 3.5.5. If the Committee decides to reject an application, the General Manager must as soon as possible:
 - a. give the applicant notice of the decision (but need not give reasons) in a manner determined by the Committee; and
 - b. refund all moneys paid by the applicant in respect of their application for membership.
- 3.5.6. An applicant whose application for Membership is rejected has no right of appeal against that decision.
- 3.5.7. The General Manager shall promptly advise the admitted applicant if Membership has been approved by the Committee and forward an account for payment of the Fees.
- 3.5.8. The General Manager will enter the details required under rule 3.7.2 of the New Member, and the date of becoming a Member, in the register of Members.
- 3.5.9. Membership begins on the date of acceptance of an application for Membership by the Committee.

3.6. Membership renewal and re-joining

- 3.6.1. If required by the Committee, Members (other than Life Members and the Patron) must re-apply for Membership annually in accordance with the timeframes and procedures set down from time to time.
- 3.6.2. A person who has resigned from the Club or otherwise forfeited their Membership and later desires to re-join may be subject to the same process of admission to Membership as any new Member who has not previously been a Member of the Club.
- 3.6.3. The Committee has the right to determine the Fees to be paid by a person re-joining as a Member under this rule 3.6.

3.7. Register of Members

- 3.7.1. The Club must keep a register of Members of the Club.
- 3.7.2. Subject to applicable laws, the register must include the following particulars for each Member:

- a. the full name of the Member;
 - b. the date of birth of the Member;
 - c. the postal or residential address of the Member;
 - d. the email address of the Member;
 - e. the date of admission as a Member;
 - f. the date of death or time of resignation of the Member;
 - g. details about the termination or reinstatement of Membership; and
 - h. any other particulars the Committee decides or as required under the Act.
- 3.7.3. Having regard to privacy and confidentiality considerations, inspection of the register may be available to Members of the Club at the Committee's discretion.

3.8. Use of information on register of Members

- 3.8.1. Subject to the Act, confidentiality considerations and privacy laws, the register of Members may be used solely to further the Objects as the Committee considers appropriate and the Members consent to such use.

4. Resignation, discipline, appeals and dispute resolution

4.1. Resignation of a Member

- 4.1.1. A Member may resign from the Club by giving a written notice of resignation to the General Manager.
- 4.1.2. A person ceasing to be a Member of the Club shall forfeit all Membership rights.
- 4.1.3. A Member's resignation takes effect at:
- a. the time the notice is received by the General Manager; or
 - b. if a later time is stated in the notice, the later time.

4.2. Disciplinary procedure

- 4.2.1. The Committee may take action, expel a Member, warn or suspend a Member's Membership (**Defaulting Member**) if it is determined by the Committee (in its discretion) that the Defaulting Member has:
- a. breached, failed, refused or neglected to comply with a material provision of this Constitution, the Code of Conduct, the Bylaws, any Policy, any resolution or determination of the Committee or any duly authorised subcommittee;
 - b. refused to support the Objects;
 - c. acted in a manner unbecoming of a Member, prejudicial to the character and interests of the Club;
 - d. brought themselves, the Club, any other Member or the sport of golf into disrepute;

- e. been convicted of an indictable offence; or
 - f. any Fee in arrears for at least one month under rule 3.3.6.
- 4.2.2. If the Committee decides to expel a Defaulting Member or suspend a Defaulting Member's Membership, the General Manager must, within seven days after the decision, give the Defaulting Member written notice:
- a. setting out the decision of the Committee and the grounds on which it is based;
 - b. stating that the Defaulting Member may address the Committee at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
 - c. stating the date, place and time of that meeting; and
 - d. informing the Defaulting Member that the Defaulting Member may:
 - i. attend and speak at that meeting; and/or
 - ii. submit to the Committee on or before the date of that meeting written submissions relating to the decision.
- 4.2.3. The Committee must:
- a. give the Defaulting Member a full and fair opportunity to make verbal representations at a meeting as mentioned in rule 4.2.2.b; and
 - b. give the Defaulting Member a full and fair opportunity to make written representations to the Committee at or before the meeting mentioned in rule 4.2.2.b.
- 4.2.4. If, after considering all submissions made by the Defaulting Member, the Committee decides to uphold its original decision, expel the Defaulting Member or suspend the Defaulting Member's Membership, the General Manager must, within seven days of the meeting, give the Defaulting Member a written notice of that decision.
- 4.2.5. No Member who is suspended or person that has been expelled shall be permitted to enter the Club Premises except for meeting under rule 4.2.2.b or with the written consent of the General Manager or the Committee and no Member shall invite or entice such a person to enter the Club Premises with knowledge of their suspension or expulsion.

4.3. Appeal against termination or suspension of Membership

- 4.3.1. Following the process set out in rule 4.2, a Defaulting Member who is expelled or their Membership suspended may give the General Manager written notice appealing the decision (**Notice of Appeal**).
- 4.3.2. A Notice of Appeal must be given to the General Manager within seven days after the Defaulting Member receives written notice of the decision under rule 4.2.4.

- 4.3.3. Within seven days of the General Manager receiving a Notice of Appeal, an appeals panel shall be appointed by the Committee consisting of three Voting Members of the Club (none of whom shall be Committee Members or those involved in the complaint).

4.4. Appeals panel to decide appeal

- 4.4.1. The appeals panel must hold a meeting within 28 days after the General Manager receives the Notice of Appeal (**Appeal Meeting**).
- 4.4.2. The General Manager must give notice of the Appeal Meeting to the Defaulting Member and the Committee (who are both invited to attend and in the case of the Committee no more than three Committee Members shall attend).
- 4.4.3. At the Appeal Meeting:
 - a. the Defaulting Member must be given a full and fair opportunity to show why their expulsion or their Membership should not be suspended; and
 - b. the Committee (on behalf of its attendees) must be given a full and fair opportunity to show why the Defaulting Member was expelled or their Membership suspended.
- 4.4.4. An appeal must be decided by a majority vote of the members of the appeals panel. Their decision is final.
- 4.4.5. Where a decision of the Committee to expel the Defaulting Member or suspend a Defaulting Member's Membership is set aside by the appeals panel, the Membership of the Defaulting Member shall be reinstated to their former level of Membership without payment of any further fee (other than any Fees that may be outstanding).

4.5. Dispute resolution

- 4.5.1. This rule is subject to rules 4.2, 4.3 and 4.4.
- 4.5.2. The dispute resolution procedure set out in this rule 4.5 applies to disputes between:
 - a. a Member and another Member; or
 - b. a Member and the Club (that rules 4.2, 4.3 or 4.4 do not apply to).
- 4.5.3. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 4.5.4. 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.

5. The Committee, subcommittees and delegation

5.1. Membership of Committee

- 5.1.1. The Committee shall consist of:
 - a. the President;
 - b. the Captain;
 - c. the Secretary;
 - d. the Treasurer; and
 - e. up to five other Voting Members.
- 5.1.2. No person shall be eligible to become President or Captain of the Club unless that person has, at the closing date of nomination of that position, been a Member of the Club with full voting rights for a continuous period of two years.
- 5.1.3. The Committee must comprise a minimum of 3 persons of each gender, except where there are fewer candidates of a particular gender who are prepared to nominate for Committee.
- 5.1.4. Committee Members must be at least 18 years of age.
- 5.1.5. No person who is or becomes a paid employee of the Club shall be eligible to become or remain a Committee Member.
- 5.1.6. A paid employee of the Club is permitted to be a member of any subcommittee created by the Committee.
- 5.1.7. Committee Members must exercise their powers and discharge their duties in good faith, in the best interests of the Club for proper purpose and with a degree of care and diligence that a reasonable person would exercise in such circumstances.
- 5.1.8. The following persons will not be permitted to be a Committee Member:
 - a. unless authorised by the Commission a person who is an insolvent under administration;
 - b. a person who has been convicted for an indictable offence;
 - c. a person who has been convicted for an offence of dishonesty or fraud punishable by imprisonment of not less than three months;
 - d. a person who has been convicted of an offence in management of a body corporate; or
 - e. a person who has been convicted of an offence against section 39A or section 41B or section 60 of the Act,and in respect to convictions, such prohibition to be in force for a period of five years after his or her conviction or if sentenced to imprisonment, after his or her release from prison.

5.2 Terms of office

- 5.2.1 Subject to rule 5.2.3 and rule 6.3, the term of office for Committee Members is 2 years.
- 5.2.2 Committee Members shall remain in office from the conclusion of the Annual General Meeting at which they were elected until the second Annual General Meeting following their election, but are eligible for re-election.
- 5.2.3 The Committee shall have the power to determine the sequence of retirements for Committee Members to ensure rotational terms, whereby approximately one half of the Committee Members retire each year.
- 5.2.4 The President and the Captain shall retire in alternate years.
- 5.2.5 Committee Members shall not be permitted to hold a position on the Committee other than that to which they have been elected.
- 5.2.6 There is no maximum number of consecutive terms for which a Committee Member may hold office.
- 5.2.7 The Committee Members upon the adoption of this Constitution shall continue in office for the balance of their existing term.

5.3 Functions of Committee

- 5.3.1 The business of the Club is to be managed by or under the direction of the Committee.
- 5.3.2 The Committee must take all reasonable steps to ensure that the Club complies with its obligations under the Act and this Constitution.
- 5.3.3 Subject to this Constitution, the Committee has the general control and management of the administration of the affairs, property and funds of the Club.
- 5.3.4 The Committee may exercise all the powers of the Club except any powers that the Act or this Constitution requires the Club to exercise at a General Meeting.
- 5.3.5 The Committee has power to enforce the observance of all rules in this Constitution and any Bylaws, Code of Conduct or Policies made by the Committee.
- 5.3.6 The Committee shall maintain a 5-year rolling strategic plan.

5.4 Delegation

- 5.4.1 The Committee may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:
 - a. the power to delegate; and
 - b. a function that is a duty imposed on the Committee by the Act or by any other law.

- 5.4.2 Despite any delegation under rule 5.4.1, the Committee may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

5.5 Appointment of subcommittees

- 5.5.1 The Committee may create (and dissolve) any subcommittee considered appropriate by the Committee to help with the conduct of the Club's operations.
- 5.5.2 Subcommittees shall have such powers and duties as the Committee shall confer on them, or which the Committee shall delegate to them.
- 5.5.3 A subcommittee may meet and adjourn as it considers appropriate, or as directed by the Committee.
- 5.5.4 Subject to the Committee's absolute control and supervision, each subcommittee may manage its own affairs but must make regular reports to the Committee (or otherwise as the Committee may require from time to time).
- 5.5.5 Each subcommittee must promptly and regularly produce its minutes and records for inspection by or on behalf of the Committee.
- 5.5.6 A subcommittee must in the exercise of those powers delegated to it, conform to any regulation or restriction that the Committee may impose upon it from time to time.
- 5.5.7 The President or any other Committee Members nominated by the President may by virtue of their office be an ex-officio member of any subcommittee.
- 5.5.8 At a subcommittee meeting a majority of the subcommittee members present shall form a quorum.

5.6 Acts not affected by defects or disqualifications

- 5.6.1 An act performed by the Committee, a subcommittee or a person acting under the direction of the Committee is taken to have been validly performed.
- 5.6.2 Rule 5.6.1 applies even if the act was performed when:
- a. there was a defect, informality or irregularity in the appointment of a Committee Member, a subcommittee member or person acting under the direction of the Committee;
 - b. there was an irregularity in the convening or conduct of any Committee Meeting, subcommittee meeting or General Meeting that was not discovered until after the conclusion of that meeting; or
 - c. a Committee Member, subcommittee member or person acting under the direction of the Committee was disqualified from being a Committee Member, subcommittee member or Member.

6. Election, appointment and vacancies on the Committee

6.1 Electing the Committee

- 6.1.1 A Committee Member may only be elected as follows:
- a. the General Manager calls for nominations for Committee positions at least 28 days before the Annual General Meeting at which the election is to be held;
 - b. any two Voting Members may nominate another Voting Member who is not prevented under this Constitution or the Act from being a Committee Member (**Candidate**) to serve as a Committee Member;
 - c. nominations must be:
 - i. in writing;
 - ii. signed by the Candidate and the Voting Members who nominated them; and
 - iii. received by the General Manager at least 14 days before the Annual General Meeting;
 - d. balloting lists must be prepared, containing the names of the Candidates in order determined By Lot, and made available to Voting Members at least 14 days before the Annual General Meeting;
 - e. each Voting Member may vote for their preferred Candidate for each vacant Committee position;
 - f. votes must be received by the General Manager no later than 3 hours before the scheduled commencement time of the Annual General Meeting;
 - g. elections shall be conducted by secret ballot;
 - h. subject to rule 5.1.3, if there are two or more Candidates for a vacant Committee position and two or more Candidates receive an equal number of votes, the successful Candidate will be determined By Lot;
 - i. if there are no candidates nominated for a vacant Committee position, a Casual Vacancy is deemed to have occurred in that position; and
 - j. the results of Committee elections are announced at the commencement of the Annual General Meeting, with the Candidates elected taking office upon conclusion of the Annual General Meeting.
- 6.1.2 A person may be a Candidate only if the person:
- a. is at least 18 years of age;
 - b. is a Voting Member; and
 - c. is eligible to be elected as a Committee Member under this Constitution and the Act.

6.2 Resignation, removal or vacation of office of Committee Member

- 6.2.1 A Committee Member may resign from the Committee by giving written notice of resignation to the Secretary (and in the case of the Secretary, notice to the President).
- 6.2.2 The resignation takes effect at:
- a. the time the notice is received by the Secretary or President (as applicable); or
 - b. if a later time is stated in the notice, the later time.
- 6.2.3 A Committee Member may be removed from office at a General Meeting by an Ordinary Resolution (in favour of the removal) of Voting Members present at the meeting.
- 6.2.4 Before a vote is taken at a General Meeting to remove a Committee Member from office, that Committee Member must be given a full and fair opportunity to show why they should not be removed.
- 6.2.5 A Committee Member shall be removed from office if two thirds of the Committee pass a resolution to remove that person. Any such resolution shall not be passed unless all Committee Members are present at a Committee Meeting for the vote.
- 6.2.6 The office of a Committee Member must be vacated, and a Casual Vacancy thereby created, if that person:
- a. dies;
 - b. has their membership suspended;
 - c. ceases to be a Member (including by means of expulsion);
 - d. becomes disqualified from being a Committee Member under the Act or this Constitution;
 - e. fails to disclose the nature of any material personal interest in a matter that relates to the affairs of the Club;
 - f. becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - g. is absent from three consecutive Committee Meetings without written leave of the Committee;
 - h. becomes an employee of the Club;
 - i. is convicted of an indictable offence;
 - j. is made bankrupt;
 - k. does not agree to undergo a criminal history check or is disqualified as a result of such a check; or
 - l. does not otherwise comply with the requirements of this Constitution.
- 6.2.7 A Committee Member has no right of appeal against their removal from office under this rule 6.

- 6.2.8 Any Committee Member who has their Membership terminated or suspended may not return to the office vacated by them for the remainder of the term for that position.
- 6.2.9 Rule 6.2.8 does not apply in the case of any decision of the Committee to terminate or suspend a Member's Membership, which is subsequently set aside by the appeals panel under rule 4.4.

6.3 Vacancies on Committee

- 6.3.1 If a Casual Vacancy arises the continuing Committee Members may appoint another Voting Member to fill the vacancy.
- 6.3.2 A Voting Member appointed to fill a Casual Vacancy shall retire at the next Annual General Meeting after that appointment.
- 6.3.3 If a Casual Vacancy was created by the resignation or removal of a Committee Member with greater than 12 month of their term of office remaining, rule 6.3.2 shall apply and then the position will be declared vacant and filled (by the Voting Member previously filling that Casual Vacancy or another Voting Member) as a one year position at the next Annual General Meeting.
- 6.3.4 If the number of Committee Members is less than six, the continuing Members of the Committee may act only to:
- a. increase the number of Committee Members to six; or
 - b. call a General Meeting of the Club.

7. Meetings of the Committee

7.1. Committee Meetings

- 7.1.1. The Committee may meet for the transaction of business, call, adjourn and otherwise regulate its meetings as it thinks fit, provided that the Committee will meet at least once every three months and no less than six times per Financial Year.
- 7.1.2. A Committee Meeting shall be convened at any time by the Secretary upon the request of the President or upon the receipt of a requisition to do so by three Committee Members.
- 7.1.3. The Committee may hold meetings or permit a Committee Member to take part in its meetings, by using any technology that reasonably allows a Committee Member to participate and take part in discussions as they happen.
- 7.1.4. A Committee Member who participates in the meeting as mentioned in rule 7.1.3 is taken to be present at the meeting.
- 7.1.5. A question arising at a Committee Meeting is to be decided by a majority vote of Committee Members present and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.

- 7.1.6. The President is to preside as chairperson at a Committee Meeting.
- 7.1.7. If the President is not present within 30 minutes after the time fixed for the Committee Meeting, the present Committee Members may choose one of their number to preside as chairperson at the meeting.
- 7.1.8. The Committee may invite Members of the Club to attend and participate at Committee Meetings, but such Members will not be permitted to cast any votes at these meetings.
- 7.1.9. Resolutions made by the Committee that are less than 12 months old shall not be amended or rescinded unless:
 - a. two days' notice has been given to the Committee Members that an amendment or rescission of a resolution is to be made;
 - b. all Committee Members are present at the next Committee Meeting to vote for the amendment or rescission of the resolution; and
 - c. at least two thirds of the Committee Members vote in favour of the amendment or rescission.

7.2. Minutes of Committee Meetings

- 7.2.1. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Committee Meeting are entered in a minute book, which may be in electronic format.
- 7.2.2. To ensure the accuracy of the minutes, the minutes of each Committee Meeting must be signed by the chairperson of the meeting, or the chairperson of the next Committee Meeting, verifying their accuracy.
- 7.2.3. Minutes of Committee Meetings are not available for inspection, other than by Committee Members.

7.3. Quorum for, and adjournment of, Committee Meetings

- 7.3.1. At a Committee Meeting, two thirds of Committee Members elected to the Committee at the last Annual General Meeting shall form a quorum.
- 7.3.2. If there is no quorum within 30 minutes after the time fixed for a Committee Meeting:
 - a. the meeting is to be adjourned for at least one day; and
 - b. the Committee Members who are present are to decide the day, time and place of the adjourned meeting.
- 7.3.3. If, at an adjourned meeting mentioned in rule 7.3.2, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

7.4. Resolutions of Committee without meeting

- 7.4.1. The Committee may pass a resolution without a meeting of the Committee being held if a majority (or higher if required under this Constitution) of the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution will be as valid and effectual as if it had been passed at a meeting of the Committee duly called and held.
- 7.4.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 7.4.3. A resolution mentioned in rule 7.4.1 may consist of several documents in like form, each agreed in writing by one or more Committee Members.

7.5. Register of Committee Members' interests

- 7.5.1. The Secretary shall cause to be kept and updated from time to time a register of pecuniary interests of Committee Members.
- 7.5.2. If a Committee Member has a pecuniary interest in a contract or proposed contract with the Club:
 - a. the Committee Member must as soon as they become aware of their interest, disclose the nature and extent of their interest to the Committee;
 - b. the Committee Member must disclose the nature and extent of their interest at the next Annual General Meeting;
 - c. the Committee Member must not vote on matters that relate to the interest (but may, subject to the Act take part in any deliberations with respect to that contract) and, if that Committee Member does vote, that Committee Member's vote must not be counted;
 - d. the Club cannot avoid any contract merely because of the existence of the interest;
 - e. the interest must be recorded in the minutes of the Committee Meeting at which the disclosure is made and also in the register of declared pecuniary interests of Committee Members; and
 - f. comply with any other requirements under the Act.
- 7.5.3. Rule 7.5.2 does not apply to a pecuniary interest of a Committee Member:
 - a. that exists only because the Committee Member belongs to a class of persons for whose benefit the Club is established; or
 - b. that the Committee Member has in common with all, or a substantial proportion of, the Members.

8. Meetings of Members

8.1. Annual General Meetings

- 8.1.1. The Annual General Meeting must be held:
 - a. on Club Premises unless the Committee for good reason otherwise directs;
 - b. at least once each calendar year; and
 - c. within five months after the end date of the Financial Year or during such other period required under the Act.
- 8.1.2. The following business must be conducted at each Annual General Meeting:
 - a. receiving and adopting the Club's financial statement, and audit report (if required), for the last reportable Financial Year;
 - b. electing Committee Members;
 - c. electing Life Member(s) – if any;
 - d. electing a Patron subject to rule 3.1.3;
 - e. appointing an Auditor for the present Financial Year (if required under the Act); and
 - f. any other business, as determined by the Committee.
- 8.1.3. The Quorum for an Annual General Meeting is 5% of the Voting Members.

8.2. General Meetings

- 8.2.1. The General Manager must call a General Meeting by giving each Voting Member of the Club written notice of the meeting within 14 days after:
 - a. being directed to call the meeting by the Committee; or
 - b. being given a written request signed by at least 10% of the Voting Members directing the General Manager to call the meeting.
- 8.2.2. A request under rule 8.2.1 must state any proposed resolution to be considered at the General Meeting.
- 8.2.3. A General Meeting must be held within 28 days after the General Manager is directed or requested to call the meeting under rule 8.2.1.
- 8.2.4. If the General Manager is unable or unwilling to call the General Meeting, the President must call the meeting.
- 8.2.5. If the General Manager or President does not within 28 days from the date of receipt of the request to call the meeting under rule 8.2.1.b duly proceed to call the meeting, the Voting Members who made the initial request (or any of them) may themselves call and arrange to hold the meeting.

- 8.2.6. Any meeting called by the Voting Members under rule 8.2.5 must be called in the same manner as that in which meetings are called by the Committee, and the reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

8.3. Notice of General Meetings

- 8.3.1. The General Manager must give written notice of any General Meeting to each Voting Member of the Club at least 14 days before the date of the General Meeting.
- 8.3.2. Notice of a General Meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting, provided further that if the business to be conducted at a General Meeting includes consideration of a proposed Special Resolution (in respect of any matter that the Act requires the passing of a Special Resolution), the notice must state in full the wording of the proposed Special Resolution.

8.4. Quorum for, and adjournment of, General Meetings

- 8.4.1. Subject to rule 8.4.3, the quorum for a General Meeting called at the direction of the Committee under rule 8.2.1.a is 5% of the Voting Members.
- 8.4.2. The quorum for a General Meeting called on the request of Voting Members under rule 8.2.1.b is 10% of the Voting Members.
- 8.4.3. The quorum for a General Meeting to amend, repeal, add to or adopt a new Constitution in accordance with rule 12.3 is 10% of the Voting Members.
- 8.4.4. No business may be conducted at a General Meeting until there is a quorum of Voting Members at the scheduled commencement time of the meeting.
- 8.4.5. If the required quorum is not present within 30 minutes from the scheduled commencement time for a General Meeting, the meeting:
- a. if called upon the request of Voting Members under rule 8.2.1.b or called to alter this Constitution under rule 12.3, lapses; or
 - b. in any other case will be adjourned to either the same day in the next week at the same time and at the same place or to any other date, time or place which the Committee specifies.
- 8.4.6. If the required quorum is not present at an adjourned General Meeting, the Voting Members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.
- 8.4.7. The chairperson must adjourn a General Meeting if a majority of Voting Members present at the meeting agree or direct that the chairperson must do so.

- 8.4.8. No business will be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- 8.4.9. A resolution passed at any adjourned General Meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 8.4.10. When a General Meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 21 days or more.

8.5. Procedure at General Meetings

- 8.5.1. Voting Members must only take part and vote in a General Meeting in person.
- 8.5.2. At each General Meeting:
 - a. the President is to preside as chairperson;
 - b. if there is no President or if the President is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the Voting Members present may choose another Committee Member to be chairperson of the meeting;
 - c. if there is no Committee Member present the Voting Members may choose one of their number to preside as chairperson at the meeting;
 - d. the chairperson must conduct the meeting in a proper and orderly way; and
 - e. a Voting Member who is not present at a General Meeting is not permitted to take part using technology.
- 8.5.3. No business other than that stated on the notice of meeting may be conducted at a General Meeting.

8.6. Voting at General Meetings

- 8.6.1. At a General Meeting, each question, matter or resolution, other than a Special Resolution or other resolution specifically requiring a certain percentage of votes to be passed under this Constitution, must be decided by an Ordinary Resolution of the Voting Members present.
- 8.6.2. Each Voting Member present is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.
- 8.6.3. A Voting Member is not entitled to vote at a General Meeting if the Member has any Fees in arrears at the date of the meeting.
- 8.6.4. A challenge to a Voting Member's right to vote at a General Meeting:
 - a. may only be made at the meeting; and
 - b. must be determined by the chairperson, whose decision is final.

- 8.6.5. Subject to rule 8.6.6, the method of voting is to be decided by the Committee.
- 8.6.6. If at least 20% of the Voting Members present at a General Meeting demand a secret ballot or poll, voting must be by secret ballot or poll (as applicable).
- 8.6.7. If a secret ballot or poll is held, the chairperson must appoint at least two Voting Members to conduct the secret ballot or poll (as applicable) in the way the chairperson decides.
- 8.6.8. The result of a vote as declared by the chairperson is taken to be a resolution of the General Meeting at which the vote was held. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.

8.7. Minutes of General Meetings

- 8.7.1. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book, which may be in electronic format.
- 8.7.2. To ensure the accuracy of the minutes of each General Meeting, the minutes must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Club that is a General Meeting, verifying their accuracy.
- 8.7.3. If asked by a Member of the Club, the General Manager must, within 28 days after the request is made:
 - a. make the minutes for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and/or
 - b. give the Member a copy of the minutes of the meeting.

9. Secretary and public officer

9.1. Secretary

- 9.1.1. If a vacancy occurs in the office of Secretary, the Committee Members must ensure a secretary is appointed or elected within 28 days after the vacancy occurs (including by means of filling a Casual Vacancy).

9.2. Public officer

- 9.2.1. The Club must have a public officer, who must be:
 - a. a natural person;
 - b. at least 18 years of age;
 - c. is a resident of South Australia; and
 - d. not disqualified from managing a corporation.

- 9.2.2. The public officer is appointed by the Committee.
- 9.2.3. The position of public officer must be held by a Committee Member or the General Manager.
- 9.2.4. The Club must within one month after any change in the identity or address of the public officer give notice to Consumer and Business Services containing prescribed particulars of the change or as otherwise required under the Act.

10. General Manager

10.1. Appointment of General Manager

- 10.1.1. A General Manager may be appointed by the Committee.
- 10.1.2. A person currently serving as a Committee Member must not be the General Manager.

10.2. Powers, duties and authorities of General Manager

- 10.2.1. The General Manager holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Committee.
- 10.2.2. The exercise of those powers and authorities and the performance of those duties by the General Manager are subject at all times to the control of the Committee.

10.3. Delegation to General Manager

- 10.3.1. Subject to rule 10.2.2, the Committee may delegate to the General Manager the power to conduct the day-to-day management and control of the business and affairs of the Club.

11. Finance

11.1. Funds and accounts

- 11.1.1. The funds of the Club must be kept in one or more accounts in the name of the Club in a financial institution decided by the Committee.
- 11.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- 11.1.3. All amounts must be deposited in a financial institution account as soon as possible after receipt.
- 11.1.4. Any cheque or electronic funds transfer (in excess of an amount that the Committee authorises the General Manager to pay from time to time) must be signed or approved by:

- a. two Committee Members; or
 - b. one Committee Member and:
 - i. the public officer; or
 - ii. any other person who has been authorised by the Committee to sign cheques issued or approve electronic funds transfers by the Club.
- 11.1.5. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 11.1.6. A petty cash account may be kept by the Committee, and the Committee must decide the amount of petty cash to be kept in any such account.
- 11.1.7. All expenditure must be approved or ratified at a Committee Meeting and the Committee may give the General Manager a standing authority (and remove this authority) to incur the same types of expenditure from time to time.

11.2. Financial records, audit and annual return

- 11.2.1. The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.
- 11.2.2. On behalf of the Committee, the Treasurer must, as soon as possible after the end date of each Financial Year, procure that a financial statement for the Club's last reportable Financial Year is prepared.
- 11.2.3. If required by the Act, the Club must ensure that the Club's financial statement is audited by a registered company Auditor in accordance with the Act and presented to the Annual General Meeting for approval.
- 11.2.4. If required, the Club shall lodge an annual return with Consumer and Business Services within six months after each Financial Year or as otherwise required under the Act. Any such annual return must be accompanied by a copy of the financial statement, the Auditor's report, the Committee's statement and the Committee's report and comply with any other requirements under the Act.

11.3. General financial matters

- 11.3.1. The income and property of the Club must be applied solely towards the promotion of the Objects as set out in this Constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the Members, provided that nothing herein prevents the payment in good faith of:
- a. remuneration of any person in return for services actually rendered to the Club;
 - b. repayment for out-of-pocket expenses incurred on behalf of the Club;

- c. payment for sale or hire of goods or payment of rent for premises let to the Club; or
 - d. interest to any Member in respect of money advanced by that Member to the Club or otherwise owing by the Club to the Member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent by:
 - i. the financial institution of the Club; or
 - ii. if there is more than one financial institution of the Club, the financial institution nominated by the Committee.
- 11.3.2. The Club precludes the payment to an officer or employee of the Club of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Club or the receipts of the Club for such liquor.
- 11.3.3. The Committee shall not have the power or authority to enter into any contract or agreement for capital expenditure in respect to any entire project or development where the total value of such project or development exceeds a sum equal to 15% of the Club's gross turnover in the previous Financial Year, without prior approval of Voting Members at a General Meeting, but this limitation shall not apply to the acquisition of machinery or equipment for ordinary use by ground staff or capital repairs to existing facilities.

12. Documents and legal

12.1. Documents

- 12.1.1. The Committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.

12.2. Notices

- 12.2.1. A written notice may be given by the Club to any Member either personally, electronically or by sending it by post to the Member's last address notified in writing to the Club.
- 12.2.2. A notice will be deemed to have been given and served:
- a. where delivered personally, at the time of delivery;
 - b. where sent by email, at the time shown in the delivery confirmation report generated by the sender's email system; and
 - c. where a notice is sent by post:
 - i. the notice was properly addressed, pre-paid and posted using a letter or packet containing the notice; and
 - ii. at the time at which the letter or packet would be delivered in the ordinary course of post.

12.3. Alteration of Constitution

- 12.3.1. Subject to the Act, this Constitution may be amended, repealed or added to, or a new Constitution may be adopted, by a resolution of not less than two-thirds majority of the Voting Members present at a General Meeting.
- 12.3.2. If this Constitution is amended, repealed or added to, or a new Constitution is adopted, the amendment, repeal, addition or new Constitution comes into force at the time the resolution under rule 12.3.1 is passed.
- 12.3.3. Any amendment, repeal or addition to this Constitution or any new Constitution must be registered with Consumer and Business Services within one month of the resolution under rule 12.3.1 being passed or as otherwise required under the Act.

12.4. Bylaws

- 12.4.1. The Committee may make, amend or repeal Bylaws, consistent with this Constitution.
- 12.4.2. A Bylaw may be set aside by an Ordinary Resolution of Voting Members at a General Meeting.

12.5. Common seal

- 12.5.1. The Club shall have a common seal.
- 12.5.2. The name of the Club must appear in legible characters on the common seal.
- 12.5.3. A document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee Members.
- 12.5.4. Every use of the seal shall be recorded in the minute book of the Club, which may be in electronic format.

12.6. Liability and indemnity

- 12.6.1. A Member of the Club is not personally liable to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of a winding-up of the Club, beyond the property of the Club in that Member's possession and the amount, if any, of Fees unpaid by the Member.
- 12.6.2. The Club will indemnify each Committee Member and public officer against any liability incurred in good faith in the course of performing their duties as an officer of the Club.

12.7. Insurance

- 12.7.1. The Club may pay, whether directly or through an interposed entity or otherwise, a premium for a contract insuring a public officer or Committee Member against liability (including a liability for legal costs) incurred in the course of performing their duties as an officer of the Club.

12.8. Liquor Licence

- 12.8.1. The Club may apply for, hold, vary and renew from time to time a licence or licences under the *Liquor Licensing Act 1997 (SA)* or any similar or substitute legislation and regulations (**Liquor Legislation**) as the Committee decides.
- 12.8.2. The Club, staff and Members must do all things necessary to comply with the Liquor Legislation.

13. Winding up

13.1. Surplus Assets on winding up

- 13.1.1. If upon winding up or cancellation of the Club (in accordance with the Act) there remains, after satisfaction of all its debts and liabilities, any Surplus Assets, the Surplus Assets must not be paid to or distributed among the Members.
- 13.1.2. Any Surplus Assets must be given up or transferred to one or more other institutions that have objects similar to the Objects and which prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the Club under or by virtue of this Constitution.
- 13.1.3. The institution or institutions will be determined by the Members of the Club at or before the time of deregistration or in default thereof by such Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then the Surplus Assets will be given to some charitable object.