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ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION.

VERSION 2023

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1. NAME OF ASSOCIATION

The name of the incorporated association shall be World Crossbow Shooting Association Incorporated hereinafter referred to as “the Association”.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

“**Act**” means the Associations Incorporation Act 1985 (South Australia).

“**Council Meeting**” means a meeting of the kind described in clause 16.

“**Appointed Executive Member**” means an executive member appointed under clause 11.

“**Executive**” means the body consisting of the Executive Members and constituting the executive for the purposes of the Act.

“**Constitution**” means this constitution of the Association.

“**Elected Executive Member**” means an executive member elected under clause 10.

“**Financial year**” means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

“**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 Association or any activity of or conducted, promoted or administered by the Association.

“**Member Federation**” means a National Federation admitted to membership of the Association as specified in clause 5.2.

“**Honorary Member**” means an individual appointed as an honorary membership of the Association as specified in clause 5.3.

“**Life Member**” means an individual appointed as a life member of the Association as specified in clause 5.4.

“**Individual Member**” means an individual admitted to membership of the Association as specified in clause 5.5.

“**Objects**” means the objects of the Association in clause 3.

“Ordinary Resolution” means.

(a) at a meeting of Members, a resolution passed at a Council Meeting by a majority of Members present, entitled to vote and voting.

(b) at a meeting of the Executive or a committee of the executive a resolution passed by a majority of those present, entitled to vote and voting.

A decision shall be made on the basis of a simple majority.

“Regulation” means a rule, regulation, by-law, or policy made by the Executive under this Constitution.

“Seal” means the common seal of the Association.

“Special Council Meeting” means a general meeting of Members convened in accordance with clause 22.

“Special Resolution” means a resolution passed at Council 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; a decision shall be made on the basis of a simple majority by those entitled to vote.

“Sport” means the sport of Crossbow shooting as defined in the Rules of Shooting for WCSA.

2.2 Interpretation

In this Constitution:

(a) a reference to a function includes a reference to a power, authority, and duty.

(b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty.

(c) words importing the singular include the plural and vice versa.

(d) words importing any gender include the other genders.

(e) persons include corporations and bodies politic.

(f) references to a person include the legal personal representatives, successors and permitted assigns of that person.

- (g) a reference to a statute, ordinance, code, or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments, or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and
- (h) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic, or other means by which it can readily be read and reproduced.

2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a Council Meeting, the Executive or a sub-committee of the Executive, the decision may be made, or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.4 The Act

- (a) Words and phrases which are defined in the Act, and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

The Objects of the Association are to:

- (a) encourage, promote, and advance the Sport throughout the World.
- (b) encourage teams of Members and individual Members in competitions in the Sport.
- (c) affiliate with the relevant sporting bodies.
- (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 Objects.

4. POWERS OF THE ASSOCIATION

For furthering the Objects, the Association has:

- (a) the specific rights, powers and privileges conferred on it by section 25 of the Act; and
- (b) in addition, all the powers it would have if it were a company incorporated under the Corporations Act 2001 (Australia).

5. MEMBERS

5.1 Categories of Members

The members of the Association shall consist of:

- (a) **Member Federations**, who subject to this constitution, shall have the right to receive notice of Council Meetings and to be present, to debate and the nominated representative vote at Council Meetings.
- (b) **Honorary members**, who subject to this constitution, shall have the right to receive notice of council meetings, to be present, and to debate at Council Meetings. Such members shall not have the right to vote at Council Meetings.
- (c) **Life members**, who subject to this constitution, shall have the right to receive notice of council meetings, to be present, and to debate at such Council Meetings. Such members shall not have the right to vote at Council Meetings.
- (d) **Individual members**, who subject to this constitution, shall have the right to receive notice of council meetings, to be present, and to debate at Council Meetings. Such members shall not have the right to vote at Council Meetings.

5.2 Member Federations

The Association may accept affiliation of Federations and subject to approval by the Executive.

5.3 Honorary Members

- (a) Honorary membership is an honour that can be bestowed by the Association for service to the Association.
- (b) Any member may recommend a person for Honorary membership by notice in writing to the Executive. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
- (c) A person may be appointed an Honorary member only by Special Resolution put to a Council Meeting by the Executive.
- (d) A person must accept or reject the Association's resolution to confer Honorary membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the register the person shall be an Honorary member.

- (e) The ratio of Honorary members to member Federations shall not exceed 1: 3 at the time of any such appointment.
- (f) A maximum of two (2) new Honorary memberships may be granted at any one Council Meeting.
- (g) Honorary members shall not pay an annual association fee.

5.4 Life Members

- (a) Life membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the World Crossbow Shooting Association.
- (b) Any member may recommend a person for Life membership by notice in writing to the Executive. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
- (c) A person may be appointed a Life member only by Special resolution put to a Council Meeting by the Executive.
- (d) A person must accept or reject the Association's resolution to confer Life membership in writing. Upon written acceptance, the person's details shall be entered upon the register, and from the time of entry on the register the person shall be a life member.
- e) The ratio of life members to member Federations shall not exceed 1:3 at the time of any such appointment.
- (f) A maximum of two (2) new Life memberships may be granted at any one Council Meeting.
- (g) Life members shall not pay an annual association fee.

5.5 Individual Members

Where a Country or Territory has no Federation, the Association may accept affiliation of several individuals.

5.6 Admission of Members

- (a) Subject to clause 5.1, a candidate for membership must apply to the Executive in writing.
- (b) The application must:
 - (i) be in a form approved by the Executive.
 - (ii) contain full particulars of the name and address and contact details of the applicant; and

- (iii) contain any other information prescribed by Regulation for an application for membership.

5.7 Discretion to accept or reject application.

The Executive Members may accept or reject an application whether the applicant has complied with the requirements in clause 5.6. The Executive Members are not required, nor can they be compelled to provide any reason.

5.8 Commencement of Membership

- (a) Membership shall begin when the application is accepted by the members of the Executive and payment of membership fees by the prospective new member.
- (b) Honorary membership shall begin when the application is accepted by the members of the Executive. Honorary members do not pay membership fees.

5.9 Obligations of Members

Each Member shall:

- (a) treat all Association members, staff, contractors, and representatives of the Association with respect and courtesy at all times.
- (b) maintain and enhance the standards, quality, and reputation of both the Association and the Sport; and
- (c) not act in a manner unbecoming of a Member or prejudicial to the objects or the interests or reputation of the Association or the Sport.
- (d) be required to agree to and sign a code of conduct produced by the Association.

Member Federations shall be responsible for ensuring that their members adhere to the code of conduct.

5.10 Register of Members

- (a) The Association must keep and maintain a register of all Member Federations, Clubs, and Individuals in accordance with the Act.
- (b) In addition to the information required by the Act, the Register may contain such other information as the Executive considers appropriate.
- (c) Members must provide the Association with the details required by the Association to keep the register complete and up to date. Or if provided with access to an online register Members must use their access to keep their details complete and up to date.

5.11 Effect of Membership

- (a) This Constitution constitutes a contract between each of the Members and the Association and each Member is bound by this Constitution and the Regulations.
- (b) Each Member is also bound by the rules and regulations governing all WCSA registered and sanctioned competition in which the Member participates.

6. CESSATION OF MEMBERSHIP

6.1 General

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

- (a) the Individual Member dies.
- (b) the Member resigns from membership in accordance with clause 6.2.
- (c) the Member is expelled from the Association under clause 6.3; or
- (d) The Federation, Club or Member has not renewed their membership within one month following the renewal date listed on the Association register.

6.2 Notice of Resignation

A Member may resign from membership of the Association on one month's notice in writing to the Association. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Association.

6.3 Expulsion for breach

- (a) Subject to clause 6.3(c) but despite anything contained in any Regulation made under clause 30.1, the Executive may expel a Member from membership of the Association if, in that the opinion of the Executive, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- (b) The Executive may, in its discretion, convene a judiciary committee under clause 30.1(d) 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 Executive about the appropriate consequences of its findings. The Executive may rely on the findings and recommendations of the judiciary committee.
- (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 Association (including, without limitation, its Intellectual Property) and must immediately

return to the Association all the Association's documents, records or other property in the possession, custody, or control of the former Member.

6.5 Reinstatement of Membership

- (a) Nothing in this clause 6 prevents a former Member from applying of readmission to Membership but, in considering the readmission application the Executive is entitled to consider the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under this clause 6 may be reinstated at the discretion of the Executive without an application having been made under clause 6.5(a), with such conditions as it deems appropriate.

6.6 Refund of Membership Fees

Association membership fees paid by the former Member may, at the Executive's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

7. SUBSCRIPTIONS AND FEES

- (a) The Executive shall:
 - (i) fix membership subscriptions.
 - (ii) fix such other fees or levies as the Executive considers prudent for the effective and sustainable management of the affairs of the Association; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees, and levies by Members to the Association.
- (b) On admission to membership a new Member must pay the current full year's subscription unless the Executive agrees to accept payment in instalments.
- (c) The Executive 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 Executive is satisfied that there are special reasons to do so.

8. POWERS OF THE EXECUTIVE

8.1 General Powers of Executive

- (a) Subject to the Act and this Constitution, the business, and affairs of the Association must be managed by the Executive which may exercise the powers of the Association for that purpose.

- (b) The Executive must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole.

9. COMPOSITION OF THE EXECUTIVE

9.1 Composition of the Executive

The Executive shall comprise the seven (7) Elected Executive Members elected under clause 10 into the portfolios specified in clause 9.2.

9.2 Executive Portfolios

The Executive Members shall be the - **President, First Vice President, Second Vice President, Secretary General, Recorder, Technical Officer, and Financial Director.**

10. ELECTION OF EXECUTIVE MEMBERS

10.1 Nominations

- (a) The Executive must call for nominations for Elected Executive Members at least forty-five (45) days prior to the Council Meeting.
- (b) The Executive may, when it calls for nominations, indicate which portfolios on the Executive it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.
- (c) Only individual, honorary and life members who are 18 years and older may be nominated for Elected Executive Member positions.

10.2 Form of Nomination

Nominations must:

- (a) be in writing.
- (b) be in the prescribed form (if any) provided for that purpose.
- (c) be signed by the nominee; and
- (d) be delivered to the Executive not less than thirty (30) days before the date fixed for the Council Meeting.

10.3 Elections

- (a) If there is only one nomination for an Executive Member position, then the nominee shall be declared elected at the Council meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Executive, nominations for the remaining Elected Executive Member positions may be made from the floor of the Council Meeting. If the number of nominations received from the floor

Committee does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Council Meeting.

- (c) If there is more than one nomination for an Executive Member position, then an election must be conducted at the Council meeting.
- (d) 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:
 - (a) the chairperson; or
 - (b) a simple majority of Members present at the meeting or, where proxies are allowed, by proxy at that meeting.
 - (i) A Federation may give written authority to another Federation to vote on its behalf. Such proxy shall have one (1) vote per Federation represented. A Member Federation may only carry one (1) proxy.
- (e) If at the close of the Council Meeting, vacancies on the Committee remain unfilled, the vacant positions will be a casual vacancy under clause 11.

10.4 Term of Appointment for Elected Committee Members

- (a) Subject to clause 10.4(b), the term of office of each Elected Executive Member begins at the conclusion of the Council Meeting at which their election occurs.
- (b) The normal period of service shall be nominally four (4) years, depending on the timing of Council Meetings. The exception to this occurs when the new Officer takes over from one who has relinquished the post. In this case the new Officer shall serve to the end of the relinquishing Officer's period of service.
- (c) If the law requires the Elected Executive Member to have a particular qualification or clearance (for example, police clearance), the Elected Executive Member's term will not begin until the qualification or clearance has been established.
- (d) Subject to clause 10.4(d), the term of office of each Elected Executive Member ends at the conclusion of the second Council Meeting following their election, but the Elected Executive Member is, subject to clause 10.4(f), eligible for re-election.
- (e) At least half of the Elected Committee members must retire at every Council meeting. The following groups / positions will retire at alternate Council Meetings.

Group 1 – President, Second Vice President, Technical Officer, and Financial Officer.

Group 2 – First Vice President, Secretary General, and Recorder.

- (f) If the Non-Retiring Executive Members cannot agree on which of the Non-Retiring Executive Members will retire, it will be determined by ballot
- (g) Following the adoption of this Constitution, no person who has served as an Elected Executive Member for a period of four (4) consecutive full terms is eligible for election as an Elected Executive Member until the next Council Meeting following the date of conclusion of their last term as an Elected Executive Member.

11. VACANCIES ON THE EXECUTIVE

11.1 Casual Vacancies

Any casual vacancy occurring in the position of Elected Executive Member may be filled by the remaining Elected Executive Members or a person appointed by the Executive to fill the casual vacancy. A person appointed to fill a casual vacancy holds office only until the end of the next Council Meeting irrespective of the term of office of the person whom they replace.

11.2 Grounds for Termination of Executive Member

The office of an Executive Member becomes vacant if the Executive Member:

- (a) dies.
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally.
- (c) unable to fulfil their executive position due to mental or physical health issues.
- (d) is disqualified from office under section 30 of the Act.
- (e) resigns his or her office by notice in writing to the Association.
- (f) is absent without the consent of the Executive from meetings of the Executive held during a period of two (2) years.
- (g) holds any office of employment with the Association.
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest.
- (i) in the case of an Appointed Executive Member,
 - (1) is removed from office by the Elected Executive Members or
 - (2) the Federation to which the Elected Executive Member belongs becomes unfinancial. In that case the Elected Executive Member must apply for Individual membership to WCSA.

- (j) is removed by the Members in Council Meeting; or
- (k) would otherwise be prohibited from being a director of a corporation under the Corporations Act 2001.

If an Executive Member is removed by resolution of the Members, the Executive Member cannot be reappointed to the Executive as an Appointed Executive Member without a further resolution of Members authorising the appointment.

11.3 Executive May Act

If there are any vacancies on the Executive, the remaining Executive Members may act but, if the number of remaining Executive Members is not sufficient to constitute a quorum at a meeting of the Executive, they may act only for the purpose of increasing the number of Executive Member to a number sufficient to constitute a quorum.

12. MEETINGS OF THE EXECUTIVE

12.1 Executive Activity

- (a) Other than attendance of the Executive at Council Meeting, in every second year, all business of the Executive shall be conducted by electronic transmission.
- (b) Any Executive Member may at any time convene a meeting of the Executive on reasonable notice to the other Executive Members.

12.3 Decisions of Executive

Subject to this Constitution, questions arising at any meeting of the Executive may be decided by Ordinary Resolution. Each Executive Member has one (1) vote on any question. The chair has the casting vote.

12.4 Resolutions not in Meeting

- (a) Subject to clause 12.4(d), the Executive may pass a resolution without an Executive meeting being held if all the Executive 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 is passed when the last Executive Member signs.
- (b) For the purposes of clause 12.4(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.

(d) A resolution may not be passed under clause 12.4(a) if, before it is circulated for voting under clause 12.4(a), the Executive resolves that it can only be put at a meeting of the Executive.

(e) A resolution passed under this clause must be recorded in the minute book.

12.5 Quorum

At meetings of the Executive the number of Executive Members whose presence is required to constitute a quorum shall be a simple majority of the Members.

12.6 Chairperson

The President of the Association shall act as chairperson of any Executive Meeting. In the event of the President being unable to perform these duties then the First Vice president shall assume the role of chairperson. The Second Vice President shall in turn stand in for the First Vice President.

12.7 Executive Members' Interests

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

13. APPOINTED OFFICERS (NON-EXECUTIVE)

The Executive may create posts for non-executive officers to carry out particular functions that may be required to further the aims of the Association. Such officers may be appointed by the Executive in the first instance.

13.1 Responsibility

Non-executive Officers are responsible to the Executive for the performance of duties described in the relevant job descriptions. In addition, they may be asked for their opinions on matters where the Executive must make a decision.

13.2 Nominations

Nominations for non-Executive Office Roles shall be made in the same manner as described in clauses 10.1 and 10.2.

13.3 Non-Executive Appointments

Appointed non-Executive Association Officer Roles shall be as that described in clause 13 for Executive members. Also, the term served shall be as specified by the Executive.

13.4 Vacancies

Casual vacancies for Officers may be filled in the same manner as for Executive Members described in clause 11.1.

Subject to approval by the Executive, other members may act in an Officer role.

13.5 Grounds for Termination of Non-Executive Officer

Grounds for termination of a Non-Executive Officer are the same as for Executive Members described in clause 11.2.

14. DELEGATIONS

The Executive may, in writing, establish non-executive officers, subcommittees and delegates to each of them for the exercise of the functions of the Executive that are specified in the instrument of delegation, other than:

- (a) this power of delegation; and
- (b) a function that is a function imposed on the Executive by the Act, by any other law, or by resolution of the Association in Council Meeting.

15. SEAL

- (a) The Association shall 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 Executive and every use of the Seal must be recorded in the minute books of the Association. The affixing of the Seal must be witnessed by two (2) Executive Members or by one Executive Member and another person authorised by the Executive for that purpose.

16. COUNCIL MEETING

- (a) A Council Meeting of the Association shall be held in accordance with the Act and this Constitution and on a date and at a venue and or by electronic transmission as determined by the Executive.
- (b) Council Meetings shall be held every two years in conjunction with the Outdoor Target Championships where possible.
- (b) All other Council Meetings shall be Special Council Meetings.

17. ATTENDANCE AND VOTING AT COUNCIL MEETINGS

- (a) In accordance with clause 5.1 each Member is entitled to attend Council Meetings. Only Member Federations (clause 5.1 (a)) are entitled to vote at council meetings.
- (b) Each of the Executive Members and the auditor (if any) is entitled to attend Council Meetings but has no voting rights.

18. NOTICE OF COUNCIL MEETING

- (a) Notice of every Council Meeting must be given to every Member, the auditor and the Executive Members by the means authorised under this clause 20.
- (b) A notice of a Council Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a Council Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from Members entitled to vote.

19. BUSINESS

- (a) The ordinary business to be transacted at the Council Meeting includes the consideration of accounts and the reports of the Executive and the election of Executive Members under this Constitution and the appointment of an auditor if necessary.
- (b) All business that is transacted at a Council Meeting other than those matters referred to in clause 19(a), is special business.
- (c) No business other than that stated on the notice for a Council Meeting may be transacted at that meeting.
- (d) Special business – requested by the Executive or Member Federations.

20. PROCEEDINGS AT COUNCIL MEETINGS

20.1 Quorum

No business may be transacted at any Council Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for Council Meetings is five (5) Members or 25% of voting members whichever is the greater.

20.2 Chairperson to preside.

The President of the Association shall, subject to this Constitution, preside as chairperson at every Council Meeting except:

- (a) in relation to any election for which the President is a nominee; or
- (b) where the President has a conflict of interest.

If the President is not present or is unwilling or unable to preside, the First Vice President shall assume the chair. This order of precedence follows to the Second Vice President.

In the event that none of these three individuals takes the chair then Member's present shall appoint another Executive Member to preside as chair for that meeting only.

20.3 Adjournment of meeting

- (a) If within half an hour from the time appointed for the Council 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
 - (i) if the special council meeting was convened on the requisition of Members under clause 16., the meeting will lapse; and
 - (ii) in any other case, those Members present will constitute a quorum.
- (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.
- (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.
- (d) Except as provided in clause 20.3(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

20.4 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:

- (a) the chairperson; or
- (b) a simple majority of Members present at the meeting or, where proxies are allowed, by proxy at that meeting.
 - (i) A Federation may give written authority to another Federation to vote on its behalf. Such proxy shall have one (1) vote per Federation represented. A Member Federation may only carry one (1) proxy.

20.5 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 Association is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

21. VOTING AT COUNCIL MEETINGS

21.1 Members entitled to vote.

Subject to membership type voting rights in clause 5.1 each Member is entitled to one (1) vote at Council Meetings.

21.2 Chairperson may exercise casting vote.

The chair of a Council Meeting shall have a casting vote.

22. SPECIAL COUNCIL MEETINGS

22.1 Conduct of Special Council Meetings

Due to the fact that the Association is a worldwide organisation it is not reasonable to convene a physical Special Council Meeting. Special Council Meetings shall be conducted by electronic means.

22.2 Business of a Special Council Meeting

A Special Council Meeting may only be convened to make a determination in respect of a single point.

22.3 Requisition of Special Council Meetings

- (a) The Executive may, whenever it thinks fit, convene a Special Council Meeting of the Association.
- (b) On the requisition in writing of not less than five per cent (5%) of the total number of Members the Executive must, within one month after the receipt of the requisition convene a Special Council Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special Council Meeting must be signed by requisitioning Members, state the purpose of the meeting, and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Executive does not cause a Special Council Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special Council Meeting to be held not later than three (3) months after the receipt of the requisition.

22.4 Notification of Special Council Meeting

- (a) The Secretary-General shall issue notice of a Special Council Meeting by email. This notice shall explain the point under consideration and give a date for

comments to be returned – normally ten (10) days from dispatch of the notification.

- (b) The notification shall be sent to all members.
- (c) All members may make comment on the point raised.

22.5 Collation of Comments

The Secretary-General shall collate all comments received and send these out to all members within two (2) days.

22.6 Voting Procedure for Special Council Meetings

- (a) The Secretary-General shall create a voting form and send this to members with the collated comments.
- (b) The deadline for voting shall be ten (10) days from dispatch of the voting form.
- (c) Votes that do not use the form shall not be counted.
- (d) A decision shall be made on the basis of a simple majority.

22.7 Quorum for Special Council Meetings

For the meeting to have a quorum 60% of eligible member federations shall return a vote. Votes must be clearly in favour of the motion, against the motion, or and abstention.

22.8 Notification of Voting at Special Council Meetings

The Secretary-General shall notify the membership of the result of the vote within two (2) days of the voting deadline.

23. DISPUTE RESOLUTION PROCEDURE

- (a) The dispute (complaint) resolution procedure set out in this clause applies to disputes between a Member and:
 - (i) another Member; or
 - (ii) the Association.
- (b) The parties to the dispute must meet in person or by electronic transmission and discuss the complaint or matter in dispute, and, if possible, resolve such within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to the South Australian Sports Dispute Centre or equivalent organisation for resolution.

- (d) The Executive Committee may prescribe additional grievance procedures in Regulations consistent with this clause.
- (e) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

24. RECORDS AND ACCOUNTS

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

25. AUDITOR

- (a) An auditor may be appointed at each Council Meeting as the Association's auditor for the then current Financial Year.
- (b) If the Council Meeting appoints an auditor, any vacancy occurring during the year in the office of auditor must be filled by the Executive.
- (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 Association.

26. APPLICATION OF INCOME

- (a) The income and property of the Association must be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution or the Act, no portion of the income or property of the Association 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.
- (c) Subject to clause 26(d), nothing in clauses 26(a) or 26(b) prevents a payment in good faith to any Member:
 - (i) in accordance with clauses 3 and 26(a) where that Member is a not-for-profit entity with a similar purpose to the Association.
 - (ii) for any services actually rendered to the Association whether as an employee, Executive Member or otherwise.
 - (iii) for goods supplied to the Association in the ordinary and usual course of operation.
 - (iv) for interest on money borrowed from any Member.
 - (v) for rent for premises demised or let by any Member to the Association.and

- (vi) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Association.
- (d) No payment made under clause 26(c) may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

27. WINDING UP

Subject to this Constitution, the Association may be wound up or deregistered in accordance with the Act. It is required that 90% of eligible voting members shall vote in favour of a winding up order.

28. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association'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 objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- (b) The organisation or organisations to whom the distribution is to be made under clause 28(a) may be determined by the Members in Council Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

29. CONSTITUTION

29.1 Alteration of Constitution

- (a) Subject to clause 30.1(b) this Constitution may be repealed or altered, or a new provision may be added by Special Resolution passed at a duly convened Council Meeting.
- (b) If, in the opinion of the Executive, it is necessary to amend this Constitution:
 - (i) to achieve or maintain the aims of the Association.
 - or
 - (ii) to achieve or maintain a particular tax status, the Executive may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

30. REGULATIONS

30.1 Executive to formulate Regulations.

The Executive may make and amend rules, regulations, by-laws, or policies (Regulations) for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and the Sport as it thinks necessary or desirable, including without limitation regulations governing:

- (a) the conduct of competitions (including but not limited to the rules of competition and codes of conduct).
- (b) the conduct of meetings.
- (c) the resolution of disputes.
- (d) discipline of Members for breaches of this Constitution or the Regulations; and
- (e) any other matter in respect of which this Constitution authorises the Executive to make Regulations or which the Executive considers is necessary or appropriate for the good governance of the Association and its affairs.

The Regulations must be consistent with the Constitution.

30.2 Regulations Binding

All Regulations are binding on the Association and all Members.

30.3 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 Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to the Members.

31. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by facsimile, email or other electronic means or by its insertion on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to its members.
- (b) Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at its registered office or by sending it through the post in a prepaid envelope addressed to the Association at the registered office.

- (c) A notice served by post will be taken to have been received by the recipient on the (8) eighth 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.

32. PATRONS AND VICE PATRONS

The Association at its Council Meeting may appoint on the recommendation of the Executive a chief patron and as many vice patrons as it considers necessary, subject to approval of that person or persons.

33. INDEMNITY

- (a) Every Executive Member and employee of the Association is entitled to be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Executive Member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- (b) The Association must indemnify its Executive Members and employees against all damages and losses (including legal costs) for which any such Executive Member or employee may be or become liable to any third party in consequence of any act or omission:
 - (i) in the case of an Executive Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Association; and
 - (ii) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Association.

34. TRANSITIONAL PROVISIONS

34.1 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 Executive, is the category most appropriate for that Member.

34.2 Executive Members

For the purpose of determining when the term ends for each Executive Member in office on the day on which this Constitution is adopted, time served in the Executive Member's current term will be counted as if this Constitution had been in place at the commencement of that term.

35.3 Regulations deemed applicable.

All rules, by-laws, policies, and regulations of the Association 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.