



# **Port Adelaide Cycling Club Incorporated.**

## **Constitution**



28 May 2024

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## 1. DEFINITIONS AND INTERPRETATIONS

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### 1.1 Name of Club

The name of the incorporated association is **Port Adelaide Cycling Club Incorporated.** (the Club).

### 1.2 Definitions

In this Constitution unless the context requires otherwise:

**AusCycling** means AusCycling Limited (ACN 644 149 351).

**AusCycling Governing Documents** mean the constitution, regulations, code of ethics and other governing documents of AusCycling in force and as amended from time to time.

**Act** means the *Associations Incorporation Act 1985 (SA)*.

**AGM or Annual General Meeting** means the annual General Meeting of the Club required to be held by the Club in each calendar year.

**Appointed Board Member** means a Board Member appointed under clause 15.9.

**Board** means the body consisting of the Board Members under clause 15.

**Committee** means a committee established by the Board under clause 20.

**Constitution** means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

**Corporations Act** means the *Corporations Act 2001 (Cth)*.

**Cycling** means cycling in all of its forms (as a competitive sport, as a healthy recreational activity, as a means of transport and/or for fun) and disciplines including road cycling, mountain biking, BMX, track cycling, observed trails, paracycling, cyclo cross, and/or other disciplines as recognised and regulated by UCI from time to time.

**Board Member** means a Board Member of the Club and includes Elected Board Members, Appointed Board Members and the First Board Members.

**Elected Member** means a Board Member elected under clause 15.4.

**Financial Year** means the year commencing 1 May and ending 30 April in any calendar year.

**General Meeting** means a general meeting of Members and includes the AGM.

**Individual Member** means a person admitted to the Club as an individual member under clause 6.5.

**Intellectual Property** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

**Junior Member** means a registered, financial Member of the Club who is younger than 18 years of age.

**Life Member** means a person admitted to the Club as a life member under clause 6.4.

**Member** means a member of the Club under clause 6.

**Objects** mean the objects of the Club in clause 2.

**Policy** means a policy made under this Constitution and will be publicly available to members.

**President** means the person elected as the president of the Club under clause 17.7(a).

**Public Officer** means a person appointed as public officer of the Club under clause of the Club under clause 19.

**Register** means the register of Members kept in accordance with clause 11.1.

**Registration** means registration of an Individual Member with the Club, such registration being in the form of a signed application form, whether in hard copy or by electronic means of acceptance and, in the case of Individual Members, their consent to membership of the Club as required by clause 6.3.

**Registered** has a corresponding meaning.

**Secretary** means a person appointed as secretary of the Club under clause 19.

**Special Resolution** has the same meaning as that given to it in the Act.

**State** means the States of Australia, which shall be deemed to include each of the Northern Territory and the Australian Capital Territory.

**Virtual Meeting** means a meeting held by technology, telephone or video (or any combination of these technologies), which permits each Board Member at a meeting of the Board or each Voting Member at a meeting of members to communicate with any other participant.

**UCI** means the Union Cycliste Internationale.

**UCI Governing Documents** mean the constitution, regulations, code of ethics and other governing documents of UCI in force from time to time.

**Voting Member** means, in relation to a General Meeting, those Members present and entitled to vote in accordance with clause 6.2.

### 1.3 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy;
- (b) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement;
- (c) **(gender)** words importing any gender include all other genders;
- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (h) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (i) **(include)** the words include, includes, including and for example are not to be interpreted as words of limitation;
- (j) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Board;
- (k) **(writing)** writing and written includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise; and
- (l) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

### 1.4 Act

- (a) In this Constitution, unless the context requires otherwise, an 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.

- (b) The model rules created under the Act are displaced by this Constitution and accordingly do not apply to the Club.

## 2. OBJECTS

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The Club is established solely for the Objects. The Objects of the Club are to:

- (a) participate as a member of AusCycling so Cycling can be conducted, encouraged, promoted, advanced and administered;
- (b) conduct, encourage, promote, advance and administer Cycling (which includes all disciplines of Cycling);
- (c) at all times act on behalf of and in the interest of the Members and Cycling;
- (d) affiliate and otherwise liaise with AusCycling and adopt its rule and policy frameworks to further these Objects;
- (e) do all that is reasonably necessary to enable the objects of AusCycling to be achieved, having regard to the Act;
- (f) effectively promulgate and enforce the AusCycling Governing Documents and the UCI Governing Documents;
- (g) abide by, promulgate, enforce and secure uniformity in the application of the rules of Cycling as may be determined from time to time by AusCycling or UCI and as may be necessary for the management and control of Cycling and related activities;
- (h) use and promote the Intellectual Property;
- (i) advance the operations and activities of the Club;
- (j) have regard to the public interest in its operations; and
- (k) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

## 3. POWERS

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Solely for furthering the Objects under **clause 2**, the Club, the Club has the rights, powers and privileges conferred on it under Section 25 of the Act, namely to:

- (a) acquire, hold, deal with and dispose of, any real or personal property;
- (b) administer any property on trust;
- (c) open and operate ADI accounts;
- (d) invest its moneys in any security in which trust moneys may, by Act of Parliament, be invested; or in any other manner authorised by the rules of the club;
- (e) borrow money upon such terms and conditions as the Club thinks fit,
- (f) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (g) appoint agents to transact any business of the Club on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

## **4. INCOME AND PROPERTY OF CLUB**

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### **4.1 Sole Purpose**

The income and property of the Club will only be applied towards the promotion of the Objects of the Club.

### **4.2 Payments to Members**

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member in good faith in the promotion of the Objects as follows:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Club; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let to the Club by them.

## **5. STATUS AND COMPLIANCE OF CLUB**

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### **5.1 Recognition of Club**

The Club is a member of AusCycling and is recognised as the entity responsible for the delivery of Cycling and is subject to compliance with the AusCycling constitution. The Club shall administer Cycling in accordance with these Objects and the objects of AusCycling.

The Club may, by Special Resolution, affiliate with another association with similar objects.

### **5.2 Constitution of the Club**

This Constitution will clearly reflect the objects of AusCycling and will conform to the constitution of AusCycling, subject always to the Act. If there is any inconsistency between this Constitution and the AusCycling constitution or policies, the AusCycling constitution or policies (as applicable) shall prevail to the extent of that inconsistency.

### **5.3 AusCycling**

The Club must not resign, disaffiliate or otherwise seek to withdraw from AusCycling without approval by Special Resolution.

### **5.4 Amendment of the Constitution**

No addition, alteration, amendment or rescission shall be made to this Constitution unless the same has been approved by Special Resolution of the Club.

### **5.5 Notification to AusCycling**

The Club must advise AusCycling as soon as practicable of any serious administrative, operational or financial difficulties.

## **6. MEMBERSHIP**

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### **6.1 Minimum number of Members**

The Club must have at least 7 Members.

### **6.2 Categories of Members**

Members of the Club shall fall into one of the following categories:



- (a) **Individual Members**, who subject to this Constitution shall have the right to receive notice of, attend and vote at General Meetings;
- (b) **Junior Members**, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present and debate but not vote at General Meetings;
- (c) **Life Members**, who subject to this Constitution shall have the right to receive notice of, attend and vote at General Meetings; or
- (d) such other category of Member as may be created by the Board. Any category of Member created by the Board under this **clause 6.2(d)** may not be granted voting rights without the approval of the Club at a General Meeting.

### 6.3 Admission of Members

A person will become a Member, upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and provided the Member has submitted an application in the form prescribed by AusCycling, and where the Member undertakes to:

- (a) be bound by this Constitution, the AusCycling Governing Documents and the Policies (including Policies specific to the relevant category of Membership);
- (b) pay the fees and subscriptions determined to apply to the Member under **clause 10**; and
- (c) support the Club in the encouragement and promotion of its Objects.

### 6.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Club and Cycling.
- (b) Any Member may forward a proposed nomination to the Board for consideration.
- (c) On the nomination of the Board, any individual may be elected as a Life Member at any AGM by Special Resolution, subject to that individual completing an application in accordance with the policies.

### 6.5 Members

- (a) No individual shall be Registered with the Club as a Member except in accordance with this **clause 6.5**. The Club may at its discretion refuse to accept a person as a Member and shall not be required or compelled to provide any reason for such rejection.
- (b) Subject to **clause 6.5(a)**, an individual may apply to become a Member of the Club and is subject to the provisions of this Constitution.
- (c) In addition to the effects of membership set out in **clause 7**, a Member must comply with this Constitution and the Policies and support the Club and the Objects.
- (d) A Member is entitled to any benefits of membership prescribed to apply to Members in the Policies.

### 6.6 Discretion to Accept or Reject Application

- (a) The Board may accept or reject an application, irrespective of whether the applicant is a new applicant making an application or an expiring Member reapplying under **clause 6.7**.
- (b) The Board is not required or compelled to provide any reason for such acceptance or rejection.
- (c) Where the Board accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Board. The Register shall be amended accordingly as soon as practicable.
- (d) Where the Board rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.
- (e) There is no right of appeal where the Board rejects a new application for membership.

## 6.7 Renewal of Membership

- (a) Membership of the Club (other than Life Membership) expires on the 12 month anniversary of the date the Member was admitted to membership under **clause 6.3**.
- (b) Members (other than Life Members) must reapply for membership of the Club each year and in accordance with the procedures set down by the Board from time to time.
- (c) The Board may accept or reject a reapplication for membership in accordance with **clause 6.6**.
- (d) Where the Board proposes to reject a reapplication for membership, the rules of natural justice must be observed.
- (e) Upon reapplication a Member must provide details of any change in their personal details, and any other information reasonably required by the Board.

## 6.8 Deemed Membership

- (a) All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act.
- (b) Any Members of the Club, prior to approval of this Constitution under the Act, who are not deemed Members under **clause 6.8(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

## 6.9 General

- (a) The Club must keep a register of all Members in accordance with the Act.
- (b) No Member whose membership ceases has any claim against the Club or the Board for damages or otherwise arising from cessation or termination of membership.
- (c) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) A Member must treat all staff, contractors and representatives of the Club with respect and courtesy at all times.
- (e) A Member must not act in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Club or Cycling, or both.

## 6.10 Limited Liability

Members have no liability in that capacity except as set out in **clause 9** or **clause 26**.

# 7. EFFECT OF MEMBERSHIP

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- (a) Members acknowledge and agree that:
  - (i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution, the AusCycling Governing Documents and Policies;
  - (ii) they shall comply with and observe this Constitution, the AusCycling Governing Documents and the Policies and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
  - (iii) by submitting to this Constitution, the AusCycling Governing Documents and the Policies they are subject to the jurisdiction of the Club;
  - (iv) this Constitution is made in pursuit of a common purpose, namely for the mutual and collective benefit of the Club, the Members and Cycling;

- (v) this Constitution and Policies are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Cycling;
  - (vi) neither membership of the Club nor this Constitution gives rise to:
    - (A) any proprietary right of Members in, to or over the Club or its property or assets;
    - (B) any automatic right of a Member to renewal of their membership of the Club; or
    - (C) subject to the Act and the Club acting in good faith, the right of Members to natural justice unless expressly provided for in this Constitution; and
  - (vii) they are entitled to all benefits, advantages, privileges and services of Club membership.
- (b) A Voting Member of the Club has the right:
- (i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;
  - (ii) to submit items of business for consideration at a General Meeting;
  - (iii) to attend and be heard at General Meetings;
  - (iv) to vote at a General Meeting;
  - (v) to have access to the minutes of the General Meetings and other documents of the Club as provided under **clause 22**; and

## 8. CESSATION OF MEMBERSHIP

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### 8.1 Cessation

A person ceases to be a Member on:

- (a) resignation;
- (b) death (if a natural person);
- (c) expiry of their membership under clauses 6.7(a) and 8.4;
- (d) the termination of their membership according to this Constitution or the Policies; or
- (e) the Member no longer meeting requirements for membership according to **clause 6**.

### 8.2 Resignation

Any Member who has paid all monies due and payable to the Club may resign from the Club by giving 30 days' notice in writing to the Secretary of such intention to resign. Upon the expiration of that period of notice, the Member shall cease to be a member.

### 8.3 Resignation by failure to pay subscription

- (a) Subject to clause 8.4, a Member is taken to have resigned if:
  - (i) the Member's annual subscription (if any) is outstanding more than one month after the due date determined by the Board in accordance with **clause 10.1(a)(iv)**; or
  - (ii) if no annual subscription is payable:
    - (A) the Board has made a written request to the Member to confirm that he or she wishes to remain a Member; and
    - (B) the Member has not, within one month after receiving that request, confirmed in writing that he or she wishes to remain a Member.

- (b) Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

#### 8.4 Discontinuance for Failure to Renew

Membership of the Club (except Life Membership) is automatically discontinued if a Member (except a Life Member) has not reapplied for membership of the Club.

#### 8.5 Forfeiture of Rights

A Member who ceases to be a Member shall forfeit all right in and claim upon the Club or the Board for damages or otherwise, or claim upon its property including the Intellectual Property.

## 9. DISCIPLINE AND DISPUTE RESOLUTION

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### 9.1 Regulations

- (a) The Board may make Regulations governing the hearing and determination of internal disputes, protests or complaints made by or against Members or participants or the Club or disciplinary matters generally or any other matter involving the enforcement of this Constitution or the Regulations or policies of the Club against Members or participants or the Club (including, but not limited to, matters which involve Members acting in a manner unbecoming of a Member or prejudicial to the Objects or interests of the Club and/or Sport or Members bringing other Members, the Club and/or Sport into disrepute).
- (b) A Regulation made under this **clause 9.1** may:
  - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under this **clause 9.1**;
  - (ii) prescribe penalties for breaches of this Constitution or the Regulations or policies of the Club;
  - (iii) invest a judiciary committee or tribunal with power to impose penalties; and
  - (iv) otherwise prescribe the procedures for dealing with cases falling under this **clause 9.1**.
- (c) Despite any Regulation made under this **clause 9.1**, and unless otherwise specified, the Board may itself deal with any disciplinary matter referred to it or appoint a judiciary committee or tribunal to do so.
- (d) The penalties able to be given to a Member pursuant to this Constitution include:
  - (i) Expulsion as a Member of the Club;
  - (ii) Suspension of Membership from the Club or from accessing certain privileges of membership for a specified period; or
  - (iii) A fine; or
  - (iv) Such other penalty, action, or educative process as may be appropriate in the circumstances.

### 9.2 Natural Justice and Procedural Fairness

- (a) All proceedings relating to matters falling under **clause 9.1** must be conducted according to the rules of natural justice in accordance with the Act and procedural fairness generally.

### 9.3 Process

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:

- (i) another Member; or
  - (ii) the Club.
- (b) Any disputes between Members and other Clubs or AusCycling are to be dealt with by AusCycling where applicable.
- (c) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred and who is involved in the dispute.
- (d) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (e) 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 Association or the State Sport Dispute Centre (if applicable to the Club) to resolve the dispute in accordance with clause 6.1.
- (f) The Committee may prescribe additional grievance procedures in Regulations under clause 9.1.

## 10. FEES AND SUBSCRIPTIONS

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### 10.1 Membership Fee

- (a) The Board must determine from time to time:
  - (i) the amount (if any) payable by an applicant for membership;
  - (ii) the amount (if any) of the annual subscription fee payable by each Member, or any category of Members;
  - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
  - (iv) the payment method and the due date for payment.
- (b) Each Member must pay to the Club the amounts determined under this clause 10 in accordance with clause 10.1(a)(iv).

### 10.2 Deferral or Reduction of Subscriptions

- (a) The Board may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Board is satisfied that:
  - (i) there are reasonable grounds for doing so;
  - (ii) the Club will not be materially disadvantaged as a result; and
  - (iii) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Board.
- (b) If the Board defers or reduces a subscription or other amount payable by a Member under this **clause 10.2**, that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Board.

## 11. REGISTERS

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### 11.1 Club to Keep Register

The Club shall keep and maintain a Register in accordance with the Act in which shall be entered (as a minimum):

- (a) the full name, one or more of the residential or postal or email address and date of entry to office of each Board Member and (as applicable) the date on which each Board Member vacates office, person who is authorised to use the common seal of the Club and any person appointed to act as trustee on behalf of the Club; and
- (b) a register of members in the form prescribed and administered by AusCycling.

## 11.2 Inspection of Register

Subject to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any Member shall be available for inspection (but not copying) by Members who make a reasonable request for a proper purpose.

## 11.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws the Board may use the Register to further the Objects, in such manner as the Board considers appropriate.

# 12. GENERAL MEETINGS

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## 12.1 Annual General Meeting

- (a) AGMs of the Club are to be held:
  - (i) according to the Act;
  - (ii) at a date and venue determined by the Board;
  - (iii) no later than 5 months after the end of the Club's financial year.
- (b) The chair of an AGM must allow a reasonable opportunity for the Members at the meeting to ask questions about, or make comments on, the management of the Club.

## 12.2 Power to convene the General Meeting

- (a) The Board may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) The Board must, on the requisition in writing of at least 15% of the Voting Members, convene a General Meeting.

## 12.3 Notice of General Meeting

- (a) Notice of General Meetings of Members must be given:
  - (i) to all Members entitled to attend the AGM, the Board, and the auditor of the Club; and
  - (ii) in accordance with the Act.
- (b) A notice of the General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted.
- (c) At least At least twenty-one (21) days' notice of a 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.

## 12.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

## 12.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Board it may, if it thinks fit, cancel the meeting or postpone the meeting to a date and time they determine. This clause does not apply to a General Meeting convened by:

- (a) Members according to the Act;
- (b) the Board at the request of Members; or
- (c) a court.

## 12.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under this Constitution or the Act,

at least 7 days prior to the date of the General Meeting.

## 12.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

## 12.8 Number of days for postponement of General Meeting

The number of days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of days' notice of that General Meeting required to be given by **clause 13.8**.

## 12.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

## 12.10 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

## 12.11 Right to appoint proxy

- (a) A Voting Member entitled to attend a General Meeting of the Club is entitled to appoint a person as their proxy to attend the meeting in their place provided a proxy form (in the form approved by the Board from time to time), has been duly completed and executed and is lodged with the Secretary at least 48 hours before the commencement of the meeting.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. For the proxy to be valid a Voting Member must instruct the proxy to vote either in favour of or against any proposed resolutions which must be set out in the proxy form.
- (c) The instrument appointing a proxy may provide for the chair to act as proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.

- (d) A proxy may be revoked by the appointing Member at any time by notice in writing to the Club.
- (e) For the avoidance of doubt, a person may be a proxy representative for one or more other members.

## **13. PROCEEDINGS AT GENERAL MEETING**

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### **13.1 Number for a quorum**

Twenty members present shall constitute a quorum for the transaction of business at any General Meeting.

### **13.2 Requirement for a quorum**

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of, and remains throughout, the General Meeting.

### **13.3 Quorum and time**

If, within 30 minutes after the time appointed for a General Meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members, is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the chair determines.

### **13.4 Adjourned meeting**

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, those members then present shall constitute a quorum.

### **13.5 President to preside over General Meetings**

- (a) The President is entitled to preside as chair at General Meetings.
- (b) If a General Meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the meeting, or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
  - (i) a Board Member or other person chosen by a majority of the Board Members present;
  - (ii) the only Board Member present; or
  - (iii) a Voting Member chosen by a majority of the Voting Members present.

### **13.6 Conduct of General Meetings**

- (a) The chair:
  - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - (iii) may terminate discussion or debate on any matter whenever he or she considers it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the chair under this clause 13.6 is final.



### 13.7 Adjournment of General Meeting

- (a) The chair may, with the consent of any General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

### 13.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

### 13.9 Questions decided by majority

Subject to the requirements of the Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

### 13.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried.

### 13.11 Declaration of results

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.
- (b) A declaration by the chair 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 minutes of the meetings of the Club, is conclusive evidence of the fact.
- (c) Neither the chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

### 13.12 Poll

- (a) If a poll is properly demanded in accordance with the Act or by the chair of the meeting, it must be taken in the manner and at the date and time directed by the chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Voting Member will have the number of votes fixed under clause 14.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) A demand for a poll does not prevent the General Meeting continuing for the transaction of any business other than the question on which the poll was demanded.

### 13.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
  - (i) may not be raised except at that meeting; and
  - (ii) must be referred to the chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

### 13.14 President to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made is final.

### 13.15 Electronic or postal voting

- (a) Voting by electronic communication at General Meetings may be permitted from time to time in such instances as the Board determines and shall be held in accordance with procedures prescribed by the Board.
- (b) Postal voting is not permitted.

### 13.16 Minutes

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
  - (i) the business considered at the meeting;
  - (ii) any resolution on which a vote is taken and the result of the vote; and
  - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
  - (i) the financial statements submitted to the Members in accordance with the Act; and
  - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## 14. VOTES OF MEMBERS

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- (a) At a General Meeting, on a show of hands and on a poll, each Voting Member shall have one vote.
- (b) No Member other than the Voting Members shall be entitled to vote at General Meetings.

## 15. BOARD MEMBERS

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### 15.1 Number of Board Members

The Board shall consist of:

- (i) Six (6) Elected Board Members elected under **clause 15.4** **Error! Reference source not found.**; and
- (ii) up to five (5) Appointed Board Members appointed in accordance with **clause 15.9**.

### 15.2 Portfolios

The Board may allocate portfolios to Board Members.

### 15.3 Nomination for election

- (a) The Board must call for nominations for Elected Board Members at least forty five (45) days prior to the Annual General Meeting.
- (b) The Board may, when it calls for nominations, indicate which portfolios on the Board it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.
- (c) Any Member may nominate a person to fill a vacancy in an Elected Board Member position that is to be the subject of an election at the next AGM.

- (d) A nomination must:
  - (i) be in the form required by the Board; and
  - (ii) signed by the nominator and nominee.

#### 15.4 Election of Board Members

Elections for Elected Board Member positions shall be by a 'first past the post' ballot in accordance with this **clause 15.4** at the relevant General Meeting on papers prepared by the Secretary as follows:

- (a) where the number of nominations received for Elected Board Member positions is equal to or less than the number of Elected Board Member positions to be filled, then those nominated shall be deemed elected;
- (b) if there are insufficient nominations received to fill all vacancies for Elected Board Member positions, the remaining positions will be deemed casual vacancies under **clauses 15.8** and **15.12**; and
- (c) in all other cases, a ballot will be conducted for the Elected Board Member positions to be filled, with the eligible nominee who receives the highest number of votes to be elected to fill that Elected Board Member position.

Subject to this Constitution, the voting shall be conducted in such manner as may be determined by the Board from time to time.

#### 15.5 Term of office of Board Members generally

- (a) Subject to clauses 15.7 and 15.8, an Elected Board Member will hold office for a term of two years.
- (b) Over each two-year period:
  - (i) three (3) Elected Board Members shall be elected in the first year; and
  - (ii) three (3) Elected Board Members shall be elected in the second year,
- (c) For the purposes of **clause 15.5(b)**, those Elected Board Members to retire shall be determined by who has been in office the longest. If the Board cannot agree, retirements will be determined by lot.

#### 15.6 Office held until end of meeting

A retiring Elected Board Member holds office until the end of the meeting at which that Elected Board Member retires but, subject to the requirement of this Constitution, including **clause 15.7**, is eligible for re-election.

#### 15.7 Maximum consecutive years in office for Board Members

- (a) A Board Member must not serve more than five consecutive terms as a Board Member, including where one or more of the terms is as an Appointed Board Member. For the avoidance of doubt, service for any part of a term shall be deemed a full term for the purposes of this **clause 15.7(a)**.
- (b) A Board Member who has served the maximum number of terms in accordance with **clause 15.7(a)** shall not be eligible to be a Board Member for two years following the completion of their maximum term.

#### 15.8 Casual vacancy in ranks of Elected Board Members

- (a) The Board may at any time appoint a person to fill a casual vacancy (as defined in **clause 15.12**) in the rank of the Elected Board Members.
- (b) A person appointed under **clause 15.8(a)** holds office for the remainder of the vacating Board Member's term and, subject to this Constitution, they may offer themselves for re-election.

## 15.9 Appointed Board Member

- (a) In addition to the Elected Board Members, the Board may appoint up to five persons to be Board Members because of their special business acumen and/or technical skills. These persons will be known as the "**Appointed Board Members**".
- (b) Subject to **clauses 15.7**, an Appointed Board Member holds office for a term determined by the Board not to exceed two years and the appointment will be on such other terms as the Board determine.
- (c) Subject to this Constitution, the Board may at any time appoint a person to fill a casual vacancy (as defined in **clause 15.12**) in the rank of the Appointed Board Members on whatever terms the Board decides.

## 15.10 Remuneration of Board

Subject to **clause 15.11**, a Board Member must not be paid for services as a Board Member but, with the approval of the Board and subject to the Act, may be:

- (a) paid by the Club for services rendered to it other than as a Board Member; and
- (b) reimbursed by the Club for their reasonable travelling, accommodation and other expenses when:
  - (i) travelling to or from meetings of the Board, a Committee or the Club; or
  - (ii) otherwise engaged in the affairs of the Club.

## 15.11 Honorarium

The Club may in General Meeting by ordinary resolution determine to pay a Board Member an ex-gratia payment.

## 15.12 Termination of Board member

The office of a Board Member becomes vacant when the Act says it does and also if the Board Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) resigns from office by notice in writing to the Club;
- (e) is not present at three consecutive Board meetings without leave of absence from the Board;
- (f) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of the interest;
- (g) after reasonable consideration by the Board it determines the Board Member:
  - (i) has acted in a manner unbecoming or prejudicial to the Objects and/or interests of the Club and/or Cycling; or
  - (ii) has brought himself or herself, the Club or Cycling into disrepute,  
provided the Board Member is first given the opportunity to make written or oral submissions to the Board before a determination is made;
- (h) is removed by Special Resolution; or
- (i) would otherwise be prohibited from being a Board Member of a corporation under the Corporations Act.

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

### 15.13 Return of documents and records

As soon as is practicable after a person ceases to be a Board Member, the person (or their representative) must deliver to the President all documents and records connected with the affairs of the Club or, in the case of relevant Club documents or records that are stored on a computer, a copy of all such documents and records.

In the case of the President ceasing to be a Board Member, all documents and records will be returned to the Secretary.

### 15.14 Alternate Board Member

A Board Member cannot appoint an alternate.

## 16. POWERS AND DUTIES OF THE BOARD

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### 16.1 Board to manage the Club

The Board is to manage the Club's business and may exercise those of the Club's powers that are not required, by the Act or by this Constitution, to be exercised by the Club in General Meeting.

The Board has the control and management of the funds and other property of the Club.

### 16.2 Specific powers of the Board

Without limiting **clause 16.1**, the Board may exercise all the Club's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Club or of any other person.

### 16.3 Time, etc

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Board may at their absolute discretion extend that time, period or date as they think fit.

### 16.4 Appointment of attorney

The Board may appoint any person to be the Club's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions they think fit.

### 16.5 Provisions in power of attorney

A power of attorney granted under **clause 16.4** may contain any provisions for the protection and convenience of persons dealing with the attorney that the Board thinks fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

### 16.6 Delegation of powers

- (a) The Board may, by resolution or by power of attorney or writing under seal, delegate any of their powers to any member of the Club or any other person as they think fit.
- (b) Any delegation by the Board of their powers:
  - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
  - (ii) may be either general or limited in any way provided in the terms of the delegation;
  - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
  - (iv) may include the power to delegate.

- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Board.

#### 16.7 Representative of Club

- (a) The Board shall appoint one representative to attend general meetings of AusCycling and exercise the powers of the Club as a member of AusCycling (including casting a vote at the meeting). The Board may appoint more than one representative but only one representative may exercise the members' powers at any one time.
- (b) The Club's representative(s) must:
  - (i) be an Individual Member at least 18 years of age or older;
  - (ii) be a current financial Member of the Club;
  - (iii) be empowered by the Board to make decisions and vote in proceedings at meetings of AusCycling on the Club's behalf; and
  - (iv) not be a proxy representative for more than one other member club of AusCycling.
- (c) The Board shall annually notify AusCycling of the details of the representative. The Club shall advise AusCycling within 7 days of any change to its nominated representative.

### 17. PROCEEDINGS OF THE BOARD

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#### 17.1 Board meetings

- (a) Subject to **clause 17.1(b)**, the Board may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Board must meet at least six times in each calendar year.

#### 17.2 Questions decided by majority

A question arising at a Board meeting is to be decided by a majority of votes of the Board Members present in person and entitled to vote. Each Board Member present has one vote on a matter arising for decision.

#### 17.3 No casting vote

The chair of the meeting will not have a casting vote.

#### 17.4 Quorum

- (a) At meetings of the Board, the number of Board Members whose presence is required to constitute a quorum is:
  - (i) if the number of Board members in office is an even number, half of the number of Board Members plus one; or
  - (ii) if the number of Board members in office is an odd number, half of the number of Board members rounded up to the next whole number.

#### 17.5 Effect of vacancy

- (a) The continuing Board Members may act despite a vacancy in their number.
- (b) If the number of Board Members is reduced below the number required for a quorum, the remaining Board Members may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a General Meeting.

## 17.6 Convening meetings

- (a) A Board Member may, and the Secretary on the request of a Board Member must, convene a Board meeting.
- (b) Notice of a meeting of the Board must be given individually to each Board Member. Notice of a meeting of may be given in person, or by post or by telephone, email or other electronic means.
- (c) The non-receipt of a notice of a meeting the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at a meeting.

## 17.7 Election of President

- (a) The Board Members must at the first Board meeting after the AGM annually elect one of their number to be the President by a majority vote.
- (b) The Board Member elected to be President under **clause 17.7(a)** will, subject to remaining a Board Member, remain President for one year from the date of their election until the first Board meeting after the following AGM and shall chair any meeting of the Board.
- (c) Despite clause 17.7(b), if:
  - (i) there is no person elected as President; or
  - (ii) the President is not present within 15 minutes after the time appointed for the holding of the meeting; or
  - (iii) the President is unwilling to act,  
the Board Members present may elect one of their number to be chair of the meeting.
- (d) A Board Member elected as President may be re-elected as President in following years, so long as he or she remains a Board Member.

## 17.8 Circulating resolutions

- (a) The Board may pass a resolution without a meeting being held if notice in writing of the resolution is given to all Board Members and a majority of the Board Members entitled to vote on the resolution (not being less than the number required for a quorum at a meeting) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Board if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last required Board Member signs.

## 17.9 Board Members' Interests

- (a) A Board Member shall declare to the Board Members any material personal interest as soon as practicable after that Board Member becomes aware of their interest in the matter.
- (b) Where a Board Member declares a material personal interest, the Board Member is ineligible to receive the meeting papers related to the matter, and must absent himself or herself from discussion of such matter and shall not be entitled to vote in respect of such matter unless otherwise determined by the Board.
- (c) In the event of any uncertainty in this regard, the issue shall immediately be determined by a vote of the Board or, if this is not possible, the matter shall be adjourned or deferred to the next meeting.
- (d) A Board Member who has any direct or indirect financial interest in a contract, or proposed contract, with the Club must disclose the nature and extent of the interest:
  - (i) to the Board as soon as practicable after that Board Member becomes aware of their interest; and

- (ii) at the next Annual General Meeting.
- (e) The Secretary shall maintain a register of declared interests.

#### 17.10 Minutes

- (a) The Board must cause minutes of meetings to be made and kept according to the Act.
- (b) The minutes of Board meetings may, at the absolute discretion of the Board, be made be available for inspection or copying by the Members.

### 18. VIRTUAL MEETINGS OF THE CLUB

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#### 18.1 Virtual Meeting

- (a) A General Meeting or a Meeting of the Board may be held by means of a Virtual Meeting, provided that:
  - (i) the number of Members or Board Members (as applicable) participating is not less than a quorum required for a General Meeting or Board Meeting (as applicable); and
  - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a Virtual Meeting in so far as they are not inconsistent with the provisions of this **clause 18**.

#### 18.2 Conduct of Virtual Meeting

The following provisions apply to a Virtual Meeting of the Club:

- (a) all persons participating in the meeting must be linked by technology, telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting the Secretary (or other person determined by the Board) must identify and confirm the presence of each person taking part in the meeting;
- (d) a person may not leave a Virtual Meeting by disconnecting from the technology, telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a Virtual Meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a Virtual Meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

### 19. SECRETARY

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#### 19.1 Appointment of Secretary

There must be a Secretary who is to be appointed by the Board under the Act.

#### 19.2 Suspension and removal of Secretary

In addition to the manner in which the office of secretary becomes vacant under the Act, the Board may suspend or remove the Secretary from that office.



### 19.3 Powers, duties and authorities of Secretary

The Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Act and the Board.

## 20. COMMITTEES

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### 20.1 Committees

The Board may delegate any of their powers to Committees consisting of those persons they think fit (including Board Members, individuals and consultants), and may vary or revoke any delegation.

### 20.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Board.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Board.

### 20.3 Committee meetings

Unless otherwise determined by the Board, committee meetings are governed by the provisions of this Constitution dealing with Board meetings, as far as they are capable of application.

## 21. POLICIES

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### 21.1 Making and amending Policies

- (a) The Board may from time to time make policies:
  - (i) that are required to be made under this Constitution; and
  - (ii) which in their opinion are necessary or desirable for the control, administration and management of the Club's affairs and may amend, repeal and replace those policies.
- (b) The Policies referred to in **clause 21.1(a)** take effect 7 days after the service of the Policy on the Member and shall be of force and effect on that date.
  - (i) For the purposes of this **clause 21.1**, a service of a Policy is effected when it is published on the Club's website.

### 21.2 Effect of Policies

A Policy:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

## 22. KEEPING AND INSPECTING RECORDS

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### 22.1 Records

- (a) The Board shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Club and the Board and shall produce these as appropriate at each Board meeting or General Meeting.

- (b) The Board will cause the Club records to be kept for a period of seven years from their creation.

## 22.2 Inspection of Records

- (a) Members may on request inspect free of charge:
  - (i) the minutes of general meetings (including financial statements submitted at a general meeting); and
  - (ii) subject to **clause 22.2(b)**, the financial records, books, securities, this Constitution and any other relevant document of the Club.
- (b) The Board may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (c) The Board must on request make copies of this Constitution available to Members and applicants for membership free of charge as soon as practicable after the request is made.
- (d) Subject to **clause 22.2(b)**, a Member may make a copy of any of the other records of the Club referred to in this clause and the Club may charge a reasonable fee for provision of a copy of such a record.
- (e) For the purposes of this clause:

**relevant documents** mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following:

  - (i) its financial statements;
  - (ii) its financial records;
  - (iii) this Constitution; and
  - (iv) records and documents relating to transactions, dealings, business or property of the Club.

## 23. ACCOUNTS

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### 23.1 Accounting Records

The Board will cause proper accounting and other records to be kept and will submit to the Annual General Meeting, and distribute copies of financial statements, as required by the Act.

### 23.2 Transactions

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board determines from time to time.

### 23.3 Auditor

If required by the Act or resolution of the Board, a properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.

## 24. SERVICE OF DOCUMENTS

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### 24.1 Document includes notice

In this clause 24, document includes a notice.

## 24.2 Methods of service on a Member

The Club may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to an email or other electronic address nominated by the Member.

## 24.3 Methods of service on the Club

A Member may give a document to the Club:

- (a) by delivering it to the nominated address;
- (b) by sending it by post to the nominated address; or
- (c) by sending it to an email or other electronic address nominated by the Club.

## 24.4 Post

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, or sent from an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the fourth business day after the date of its posting.

## 24.5 Email or electronic transmission

If a document is sent by email or electronic transmission, delivery of the document is taken to:

- (a) be affected by properly addressing and transmitting the email or electronic transmission; and
- (b) have been delivered on the business day following its transmission.

# 25. INDEMNITY

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## 25.1 Indemnity of officers

- (a) This clause 25 applies to every person who is or has been:
  - (i) a Board Member or Secretary of the Club; and
  - (ii) to any other officers or former officers of the Club or of its related bodies corporate as the Board in each case determine.

Each person referred to in this paragraph (a) is referred to as an "Indemnified Officer" for the purposes of the rest of **clause 25**.

- (b) The Club will indemnify each Indemnified Officer out of the property of the Club against:
  - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Club or of a related body corporate of the Club; and
  - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Club or of a related body corporate of the Club,unless:
  - (iii) the Club is forbidden by statute to indemnify the person against the liability or legal costs; or

- (iv) an indemnity by the Club of the person against the liability or legal costs would, if given, be made void by statute.

## 26. ADMINISTRATION

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### 26.1 Winding Up

The Club may be wound up in a manner provided for in the Act

### 26.2 Distribution of Assets and Property Winding Up

- (a) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any assets or property, the same shall not be paid to or distributed to its Members, but instead, those assets or property must be given or transferred to another organisation(s) that has objects similar to the Objects of the Club.
- (b) Those organisation(s) must prohibit the distribution of income and property among its members to an extent at least as great as that imposed on the Club by this Constitution.
- (c) The organisation(s) is to be determined by the Members in a Meeting at or before the time of dissolution. If this does not occur, the decision will be made by a judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

## 27. SOURCE OF FUNDS

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The funds of the Club may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Board determines.

## 28. COMMON SEAL

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- (a) If the Club has a common seal it shall:
  - (i) be kept in the custody of the Secretary; and
  - (ii) not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of 2 Board Members.
- (b) A Board Member may not sign a document to which the seal of the Club is fixed where the Board Member is interested in the contract or arrangement to which the document relates.

## 29. TRANSITIONAL ARRANGEMENTS

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- (a) Notwithstanding any other clause of this Constitution, the transitional arrangements set out in this **clause 29** shall apply from the date of adoption of this Constitution.
- (b) Any consecutive years served by each Board Member immediately prior to approval of this Constitution under the Act do not count towards the maximum consecutive terms under **clause 15.7** after the adoption of this Constitution.
- (c) All by-laws, regulations and policies of the Club in force at the date of the approval of this Constitution insofar as such by-laws, regulations and policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Policies under this **clause 29**.

