

ASSOCIATIONS INCORPORATION ACT 1985

CONSTITUTION

SOUTH AUSTRALIAN PROFESSIONAL SKATERS ASSOCIATION INC

As adopted on 25 May 2018

submitted by: Richard Laidlaw (Public Officer)

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signed

.....2018

date

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PART 1 – PURPOSE

1. Name of the Incorporated Association

- 1.1. The name of the incorporated association is the South Australian Professional Skaters Association Incorporated, referred to herein as ‘the Association’ or ‘SAPSA’.
- 1.2. The Association is a not-for-profit association incorporated under the *South Australian Associations Incorporation Act 1985* ('the Act')

2. Definitions

'APSA' means the Australian Professional Skaters Association Inc

'By-Law' means a regulation, rule, policy or determination (however described) of the Association that is subordinate to this Constitution

'Commission' means the SA Corporate Affairs Commission

'Committee' means the Committee of Management of the Association

'Committee Member' means a Member of the Committee including the Executive Committee Members and the Non-Executive Committee Members appointed in accordance with this Constitution

'Executive Committee Member' or **'Office-bearer'** means President, Vice President, Secretary or Treasurer

'Financial Year' means the 12 month period commencing 1 July and ending 30 June each year, or as otherwise determined by the Members.

'General Meeting' means a general meeting of Members of the Association convened in accordance with these Rules

'Governing body of the Sport' means the hierarchy of ISU, ISA and SAISA, together or any one of them

'ISA' means Ice Skating Australia (the peak Australian Governing Body for the Sport)

'ISU' means the International Skating Union (the peak World Governing Body for the Sport)

'Ice Skating' means 'the Sport'

'Member' means a Member of the Association

'Membership Year' is contemporaneous with the Financial Year unless otherwise defined in a By-Law

'Month' shall mean a calendar month.

'Professional Skater' means a person who is eligible for membership of the Association in accordance with this Constitution

'SAISA' means the South Australian Ice Skating Association Inc.

'Special Resolution' means a special resolution as defined in the Act

'State' or **'SA'** means South Australia

'The Act' means the *South Australian Associations Incorporation Act 1985*

'The Sport' means figure skating on ice in all its forms as described in the Rules of the Governing Bodies

3. The Objects

The Objects of the Association are to:

- 3.1. to be the State body responsible for the administration, control and development of Professional Skaters in South Australia under the rules, regulations and delegations of APSA and to develop and implement such By-Laws as it considers necessary
- 3.2. to affiliate with APSA as a full member and participate in its governance and the operations of APSA
- 3.3. to promote and maintain harmonious understanding and good working relations with the Governing Bodies of the Sport and other recognised National and International related-sports organisations
- 3.4. to encourage participation in the Sport without discrimination of any kind and with a spirit of friendship and fair play
- 3.5. to promote and maintain a high standard of ethical and professional conduct and skill among Members
- 3.6. to promote and safeguard the general welfare and economic security of Members
- 3.7. to provide Members with information and educational opportunities that will enable their advancement within the Sport
- 3.8. to advance and protect the general interests and accomplishments of the students instructed by Members and to encourage and advance figure skating in all its branches
- 3.9. to do all such things as are conducive or incidental to the attainment of the above.

4. The Powers

- 4.1. For furthering the Objects, the Association has the specific rights, powers and privileges conferred on it by section 25 of the Act.
- 4.2. The Committee, subject to the Act, the Regulation and these rules and any Resolution passed by the Association in General Meeting:
 - 4.2.1. shall control and manage the affairs of the Association
 - 4.2.2. may exercise all such functions as may be exercised by the Association, other than those functions that are required by these rules to be exercised by a General Meeting of members of the Association
 - 4.2.3. has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

PART 2 – MEMBERSHIP

5. Membership

The Members of the Association may consist of:

- 5.1. Life Members (at the discretion of the Association)
- 5.2. Full Members
- 5.3. Junior Members
- 5.4. Associate Members

6. Admission of Members

- 6.1. Full and Junior Membership shall be open to all persons residing in South Australia or residing in a State or Territory where no coaching organisation exists, who subscribe to the objects of the Association and who come within the classes of members as hereinafter defined. There are no residency requirements for Life Members or *bona fide* applicants for Associate Membership.
- 6.2. A candidate for membership must apply to the Committee in writing.
- 6.3. The application must:
 - 6.3.1. be in a form approved by the Committee
 - 6.3.2. contain full particulars of the name and address and contact details of the applicant and contain any other information prescribed by Regulation or required by the Committee for a valid application for membership
 - 6.3.3. An applicant or Member (including an official however described) may be a Member (including an official however described) of another organisation that is associated with the Sport, provided that there is no conflict of interest in so doing or any potential conflict of interest is of a minor or general nature and is managed appropriately.

7. Discretion to Accept or Reject Application

- 7.1. The Committee may not accept or continue as a Member any person who is in default in any obligations to the Association.
- 7.2. The Committee may not accept or continue as a Member any person who is in default in any obligations to an interstate Member of APSA or who is disqualified by an interstate member of APSA.
- 7.3. The Committee may accept or reject an Application whether or not the applicant has complied with the requirements in Clause 6 'Admission of Members'. The Committee is not required, nor can it be compelled to provide, any reason for rejection.

8. Membership Commencement

Membership begins on the later to occur of:

- 8.1. acceptance of the application by the Committee, or
- 8.2. payment of any fees payable by the new Member.

9. Membership Categories

9.1. Life Membership

- 9.1.1. Life Membership is the highest honour that can be bestowed by the Association for long-standing and valued service to the Sport in South Australia.
- 9.1.2. Any Member may recommend a person with current or former long-term residency of South Australia for Life Membership by notice in writing to the Committee. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
- 9.1.3. A person may be appointed as a Life Member only by unanimous vote of the whole Committee.
- 9.1.4. There is no minimum or maximum number of Life Members.
- 9.1.5. A Life Member has all the rights of a Full Member
- 9.1.6. A Life Member is not required to pay the Association an annual subscription

9.2. Full Membership

- 9.2.1. Admission to Full Membership is open to a person of 18 years and above who is of good character and has Level 0 or higher accreditation and:
 - 9.2.1.a) is currently actively engaged in the teaching of figure skating, or
 - 9.2.1.b) has been actively engaged in the teaching of figure skating at any time during the previous 2 years in Australia or overseas.
- 9.2.2. A Full Member has all the rights of membership described in the Act and this Constitution, subject to any qualifying period for voting rights and for nomination and election to the Committee.

9.3. Junior Membership

- 9.3.1. Admission to Junior Membership is open to a person of 14 years and above and under 18 years who is of good character and has Level 0 accreditation and:
 - 9.3.1.a) is currently actively engaged in the teaching of figure skating or

- 9.3.1.b) has been actively engaged in the teaching of figure skating at any time during the previous 2 years in Australia or overseas.
- 9.3.2. A Junior Member has all the rights of membership described in the Act and this Constitution, except the right to vote and the right to stand for and be elected as an Officer or Committee Member of the Association.
- 9.3.3. A Junior Member may transition to Full Member with all Full Membership rights on or after the Junior Member's 18th birthday without an additional fee for the remainder of the Membership Year.
- 9.4. Associate Membership
 - 9.4.1. Admission to Associate Membership is open to a person of any age who is of good character and is unable to meet the requirements for Full or Junior Membership and may include persons such as visiting coaches, coaches on approved leave or currently working outside of Australia, inactive coaches, choreographers, ballet/dance teachers, off-ice trainers and other specialists.
 - 9.4.2. Acceptance of membership is at the sole discretion of the Committee and the Committee may determine a time limit on the membership.
 - 9.4.3. An Associate Member has no voting rights and is unable to stand for and be elected to the Committee.
 - 9.4.4. An Associate Member has the right to attend General Meetings as an observer and to participate in the general activities of the Association.

10. Effect of Membership

This Constitution together with an accepted Application for Membership constitutes a contract between each of the Members and the Association and each Member is bound by:

- 10.1. this Constitution and the By-laws of the Association.
- 10.2. the Constitution and the By-laws and rules (however described) of APSA.
- 10.3. the Constitutions and the by-laws and rules (however described) of the Governing Bodies to the extent that they might be relevant, including the rules and regulations governing competitions in which the Member participates.

11. Members Obligations and Entitlements

Each Member must:

- 11.1. comply with statutory obligations relating to Children's Protection, including evidence of a current South Australian-recognised Screening Check for child-related employment.

- 11.2. treat all officials of the Governing Bodies and APSA, other Members and members of affiliated Associations, participants in the Sport and the community generally with respect and courtesy at all times.
- 11.3. maintain and enhance the standards, quality and reputation of both the Association and the Sport.
- 11.4. not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association, APSA, the Governing Bodies or the Sport.
- 11.5. agree that a right, privilege or obligation of a Member of SAPSA is not able to be transferred or transmitted to another person.
- 11.6. agree that a right or privilege of a Member of SAPSA terminates on cessation of the person's membership but that any obligation continues until it is released by SAPSA.

12. Subscriptions and Fees

The Committee will:

- 12.1. fix annual membership subscriptions.
- 12.2. fix such amounts for the recovery of costs as may occur.
- 12.3. fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Association.
- 12.4. determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Association (the 'Due Date for Payment').
- 12.5. The Committee at its absolute discretion and in accordance with any By-law may vary payment or terms of payment for any debt of a Member if the Committee is satisfied that there are special reasons to do so, but is not bound to do so.
- 12.6. On admission to membership a new Member must pay the current full year's subscription unless the Committee has determined that a pro-rata arrangement applies.

13. Unfinancial status

- 13.1. Any Member whose subscription is outstanding for more than one month after the Due Date for Payment shall cease to be a financial Member of the Association and all rights of Membership shall be suspended until the Payment is made.
- 13.2. Any Member who remains an unfinancial Member for more than three months after the Due Date for Payment shall cease to be a Member of the Association for all purposes, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

14. Leave of absence

- 14.1. A Member may take a Leave of Absence from the Association for up to 2 years and be exempt from the annual subscription fee. Notice must be given to the Secretary of such intention to take Leave of Absence.
- 14.2. A Member who has not been actively coaching ice skating for more than a 2 year period will be deemed to be inactive and as such have resigned.
- 14.3. A Member on Leave of Absence or is inactive may apply for Associate Membership.
- 14.4. A Member returning to the Association after a Leave of Absence will be required to pay the then current full year's subscription fees.
- 14.5. An Associate Member may apply for Full or Junior Membership on becoming eligible to do so and will be required to pay the then current full year's subscription fees.

15. Register of Members

A register of Members must be kept in accordance with the Act, other legislation and APSA requirements and contain:

- 15.1. the name and address of each Member
- 15.2. the date on which each Member was admitted to the Association and the membership type
- 15.3. accreditation details and points accrued
- 15.4. details of the South Australian-recognised Screening Check for child related employment including recording of the unique identifier for each Member
- 15.5. if applicable, the date of and reason(s) for termination of membership
- 15.6. any other information as the Committee considers appropriate or is required by legislation or the Rules of APSA
- 15.7. Members must provide the Association with the details required by the Association to keep the register complete and up to date.

16. Change of Membership Status, Cessation of Membership and Reinstatement

16.1. General

16.1.1. The status of a Full Member or Junior Member may be changed by the Committee to that of Associate Member on the application by the Member or if the Full or Junior Member accreditation ceases or the Member becomes inactive as a coach for more than 24 months, subject to the process described in Clause 16.3.

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

- 16.1.2.a) the Member dies
- 16.1.2.b) the Member is dissolved, wound up or bankrupted
- 16.1.2.c) the Member remains unfinancial for more than the set period in the Clause 12 'Subscriptions and Fees'
- 16.1.2.d) the Member resigns from membership in accordance with Clause 16.2, or
- 16.1.2.e) the Member is expelled from the Association under Clause 16.3

16.2. Notice of Resignation

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

16.3. Change of Membership Status, Cessation of Membership and Reinstatement

Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to:

- 16.3.1. suspend or expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- 16.3.2. change the Membership status to Associate Member upon loss of accreditation or becoming an inactive coach (except where Leave of Absence has been granted).
- 16.3.3. Particulars of the charge or alleged non-compliance with membership criteria shall be communicated to the Member at least one month before the meeting of the Committee at which the matter will be determined.
- 16.3.4. The determination of the Committee shall be communicated to the Member, and in the event of an adverse determination:
 - 16.3.4.a) leading to expulsion the Member shall, (subject to Clause 16.3.5), cease to be a Member 14 days after the Committee has communicated its determination to the Member
 - 16.3.4.b) leading to change of Membership status, the Member shall (subject to Clause 16.3.5), assume the new membership status 14 days after the Committee has communicated its determination to the Member. There will be no refund of membership fees if the fee scale is different.
- 16.3.5. It shall be open to a Member to appeal the suspension or expulsion to the Association under the Disciplinary and Appeal Procedures of Clause 27. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Committee has been communicated to the Member.
- 16.3.6. It shall be open to a Member to appeal the change of Membership status to the Association under the Disciplinary and Appeal Procedures of Clause 27. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Committee has been communicated to the Member.
- 16.3.7. In the event of an appeal under Clauses 16.3.5 or 16.3.6, the appellant's membership of the Association shall not be suspended or terminated or changed unless the determination of the Committee to suspend or expel the Member or change the membership status is upheld by the Discipline and Appeals Procedures process. The operative date of any suspension or termination of membership or change of status will be determined as part of this process.

16.4. Reinstatement

16.4.1. Membership which has ceased under this Clause 16 may be reinstated at the discretion of the Committee with or without an application having been made by the former Member.

16.4.2. Membership status which has changed under this Clause 16 may be reinstated at the discretion of the Committee with or without an application having been made by the affected Member.

16.4.3. Nothing in this Clause 16 prevents a former Member from applying for readmission to Membership or to Full or Junior Membership but, in considering the readmission application the Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased or changed, with such conditions as it deems appropriate.

16.5. No Refund of Membership Fee

16.5.1. A Member who ceases to be a Member for whatever reason forfeits the balance of any Membership fees paid in advance. The balance of any recovery of costs paid in advance may be subject to refund at the discretion of the Committee.

16.5.2. A Member whose membership status has changed forfeits any fee difference.

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

PART 3 - MANAGEMENT

17. The Committee

17.1. Powers and duties

- 17.1.1. The affairs of the Association shall be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting. The Committee has the management and control of the funds and other property of the Association.
- 17.1.2. The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 17.1.3. The Committee may make By-Laws, for the effective running of the Association and to comply with legislation and the Rules of the Governing Bodies.
- 17.1.4. The Committee may determine roles and responsibilities for Committee Members provided that the powers are not by the Act or by these rules required to be done by the Association in general meeting or by the Committee itself.

17.2. Delegations

- 17.2.1. The Committee may delegate such roles and responsibilities as it sees fit to Committee Members provided that the powers are not by the Act or by these rules required to be done by the Association in general meeting or by the Committee itself.
- 17.2.2. The Committee may delegate, in writing, to Committee Members and to one or more sub-committees (consisting of such Member or Members of the Association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:
 - 17.2.2.a) the power of delegation, and
 - 17.2.2.b) a function which is a duty imposed on the Committee by the Act or any other law.
- 17.2.3. Any delegation under this rule may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated. The Committee may at any time, in writing, revoke wholly or in part any delegation under this rule.

18. Appointments

- 18.1. The Committee shall be comprised of 8 Committee Members including the Office-bearers:
 - 18.1.1. President
 - 18.1.2. Vice-President
 - 18.1.3. Secretary
 - 18.1.4. Treasurerand
 - 18.1.5. four General Committee Members
- 18.2. A Committee Member (including an Office-bearer) shall be a natural person.
- 18.3. The duties and responsibilities of each Officer-bearer and General Committee Member are as required by the Act, these rules and further described in the By-Laws.
- 18.4. The first Committee of the Association shall be appointed from the promoters of the Association, or be comprised of such persons as hold office prior to incorporation.
- 18.5. The first Committee shall hold office until the first annual general meeting after incorporation.
- 18.6. At this time, the Vice-President and the Secretary and one half of the General Committee Members, who shall be chosen by ballot, shall retire from the Committee.
- 18.7. At each subsequent annual general meeting the alternate office-bearers and one half of the General Members of the Committee, being then the longest serving Members, shall retire.
- 18.8. A retiring Committee Member shall be eligible to stand for re-election without nomination.
- 18.9. No other person shall be eligible to stand for election unless:
 - 18.9.1. that person is a Full Member of not less than 12 months standing in the immediately preceding period, or is an otherwise eligible Life Member, and
 - 18.9.2. a Member of the Association has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer and by the nominee.
- 18.10. Notice of all persons seeking election to the Committee shall be given to all Members of the Association with the notice calling the meeting at which the election is to take place in accordance with Clause 31 'Notice of General Meetings'.

- 18.11. The Committee may appoint a Full Member of the Association (whether or not of 12 months standing) to fill a casual vacancy, and such a Committee Member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the Committee without nomination.
- 18.12. The executive positions and committee positions will be for a 2 year term alternating in accordance with Clause 18.7 and Clause 18.13.
- 18.13. Election of president and treasurer positions will alternate every second year with the election of secretary and vice president positions.

19. Public Officer

The Committee shall appoint a Public Officer as required by the Act. Notice of appointment and any change in the identity or address of the Public Officer are to be lodged within one month after the change the Commission.

20. Committee Member Roles

- 20.1. The President shall preside at all meetings. In his/her absence, the Vice-President shall preside. At meetings where the President and Vice-President are absent, the members shall elect a Chair for that meeting from a member of the Committee.
- 20.2. The Secretary shall:
 - 20.2.1. be responsible for the performance of all secretarial duties required by the Association and must, as soon as practicable after being appointed as secretary, lodge notice with the Association of his or her address
 - 20.2.2. keep records of all office bearers and members of the Committee
 - 20.2.3. keep minutes of proceedings at all meetings of the Association and ensure that the Minutes of proceedings at a meeting must be signed by the President of the meeting or by the President of the next succeeding meeting
 - 20.2.4. give notice of all meetings in accordance with these rules and the Act
 - 20.2.5. conduct all general correspondence and keep copies of such correspondence
 - 20.2.6. maintain currency of information on the Association's social media/website.
- 20.3. The Treasurer shall manage the financial affairs of the Association, including:
 - 20.3.1. keep proper books of accounts showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association
 - 20.3.2. receive all monies for and on behalf of the Association and immediately thereupon pay them into the Association's bank account

- 20.3.3. pay all accounts approved by the Committee
- 20.3.4. Prepare and submit income and expenditure and balance sheet statements showing the current financial position of the Association at each Committee Meeting and Annual General Meeting.
- 20.4. Other roles to be allocated to Committee Members may include:
 - 20.4.1. Complaints Reconciliation
 - 20.4.2. Member Protection
 - 20.4.3. Child Protection
 - 20.4.4. Accreditation and Professional Development
 - 20.4.5. Insurance
 - 20.4.6. Update Points
 - 20.4.7. Website
 - 20.4.8. Ice Rink/Skate School liaison

21. Delegates to APSA

The Committee shall appoint Delegates as soon as possible after the date of the Annual General Meeting to represent the Association in accordance with the rules of APSA.

22. Proceedings of Committee

- 22.1. The Committee shall meet together for the dispatch of business as required and at least 4 times per annum.
- 22.2. At least 48 hours notice of Committee meetings should be given where practicable, together with agenda items for information or decision.
- 22.3. Questions arising at any meeting of the Committee shall be decided by a majority of votes, and in the event of an equality of votes, the President of the meeting shall have a casting vote in addition to a deliberative vote.
- 22.4. A quorum for a meeting of the Committee shall be 4 Members present and eligible to vote, including at least one Office-bearer and one general Committee Member of the Committee.
- 22.5. The Committee may use electronic media including telephone and/or video links between Committee Members and may use emails for communication including the recording of votes. Such alternative arrangements must be conducted formally and minutes recorded in the usual way for ratification and retention.
- 22.6. Business matters that are urgent, or minor and routine, may be decided by email deliberations and voting between formal meetings, with outcomes recorded as extraordinary minutes.

- 22.7. A Member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The Member of the Committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

23. Disqualification of Committee Members

The position of a Committee Member (including Office-bearers) shall become vacant if a Committee Member is:

- 23.1. disqualified from being a Committee Member by the Act
- 23.2. suspended or expelled as a Member under these rules
- 23.3. becomes ineligible through a change of Membership status
- 23.4. removed by resolution at a General Meeting
- 23.5. becomes an unfinancial member for more than one month
- 23.6. permanently incapacitated by ill health
- 23.7. absent without reasonable apology from more than three meetings in a financial year.

24. Execution of Contracts and Deeds

- 24.1. The Association may elect to have a Seal but is not required to do so.
- 24.2. Where a document is otherwise required to be in writing under seal, the execution requirements of Section 127 of the *Corporations Act 2001 (Cth)* may be applied. That is:
 - 24.2.1. the Association may execute a document without using a common seal if the document is signed by two Office-bearers of the Association following the approval of the Committee as recorded in the minutes.
 - 24.2.2. the Association may execute a document as a Deed without using a common seal if the document is expressed to be executed as a Deed and the document is signed by two Office-bearers of the Association following the approval of the Committee as recorded in the minutes.
 - 24.2.3. The Association may execute a document with a common seal under the same Rules as without a seal provided that the seal is a complying seal and the fixing of the seal to the document is witnessed by two office-bearers of the Association personally present at the time.
- 24.3. All uses of the seal must be recorded in the Minutes.

25. Contractors and Volunteers

The Committee may appoint paid contractors to undertake specialised coaching and other developmental roles under such terms as it sees fit. All other Association roles will ordinarily be undertaken by volunteers.

26. Insurances and Indemnity of Officers and Others

Except as may be provided by APSA through Affiliation, the Association shall obtain and maintain Insurance Policies out of the funds of the Association that provide:

- 26.1. Broad form Public and Product Liability cover for not less than \$20m
- 26.2. Voluntary Workers injury cover
- 26.3. Indemnity cover for every Officer and other Member of the Committee and every agent or servant of the Association.

27. Disciplinary and Appeals Procedures

- 27.1. The Committee may make By-Laws or policies and procedures governing the hearing and determination of disputes, appeals, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the By-Laws against Members or Participants. The Committee may prescribe penalties and sanctions for proven breaches.
- 27.2. Unless such By-Laws are made, this rule provides for a procedure to administer disciplinary matters and related appeals:
 - 27.2.1. Subject to giving a Member an opportunity to be heard or to make a written submission, the Committee may resolve to suspend or expel a Member upon a charge of misconduct detrimental to the interests of the Association.
 - 27.2.2. Particulars of the charge shall be communicated to the Member at least one month before the meeting of a Tribunal convened by the Committee, or delegated to an independent body such as the State Sport Dispute Centre (Sport SA), at which the matter will be reviewed.
 - 27.2.3. Such a Tribunal must operate in accordance with the procedures expressed in the Act and the Regulations and the rules and policies of the Association.
 - 27.2.4. The determination of the Tribunal shall be communicated to the Member, and in the event of an adverse determination leading to expulsion the Member shall, subject to Clause 27.2.6., cease to be a Member 14 days after the Tribunal has communicated its determination to the Member.
 - 27.2.5. It shall be open to a Member to appeal the suspension or expulsion to the Association. The intention to appeal shall be communicated to

the Secretary or Public Officer of the Association within 14 days after the determination of the Tribunal has been communicated to the Member.

- 27.2.6. In the event of an appeal under Clause 27.2.4., the appellant's membership of the Association shall not be suspended or terminated unless the determination of the Tribunal to suspend or expel the Member is upheld. The operative date of any suspension or termination of membership will be determined as part of the appeal process.
- 27.2.7. An appeal may be heard by the same Tribunal unless there are reasons of fairness to be considered.
- 27.2.8. An appeal is not a re-hearing *ab initio* and may attract an administration fee set by the Association.
- 27.2.9. The appeal must be based on one or more of the following criteria:
 - 27.2.9.a) administrative error
 - 27.2.9.b) judicial error
 - 27.2.9.c) new evidence
 - 27.2.9.d) mitigating factors to be taken into consideration

28. Dispute Resolution

- 28.1. The Committee may make By-Laws or policies and procedures governing the resolution of disputes.
- 28.2. Unless such a By-Law is made, this rule provides for a procedure to settle disputes.
 - 28.2.1. The dispute resolution procedure set out in this rule applies to disputes under the rules of this Constitution between:
 - 28.2.1.a) a Member and another Member
 - 28.2.1.b) a Member and the Association.
 - 28.2.2. In this rule, 'Member' includes any person who was a Member not more than six months before the dispute occurred.
 - 28.2.3. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
 - 28.2.4. If the parties are unable to resolve the dispute at the meeting, or a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
 - 28.2.5. The mediator must be:
 - 28.2.5.a) a person chosen by agreement between the parties, or
 - 28.2.5.b) in the absence of agreement a person appointed by the Committee of the Association.

- 28.2.6. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 28.2.7. The mediator, in conducting the mediation, must:
- 28.2.7.a) give the parties to the mediation process every opportunity to be heard
 - 28.2.7.b) allow due consideration by all parties of any written statement submitted by any party, and
 - 28.2.7.c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 28.2.8. The mediator must not determine the dispute.
- 28.2.9. The mediation must be confidential and without prejudice.
- 28.2.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 - MEETINGS

29. Annual General Meetings

- 29.1. The Committee shall call an annual general meeting in accordance with the Act and these rules.
- 29.2. The first annual general meeting shall be held within 18 months after the incorporation of the Association, and thereafter within five months after the end of its financial year.
- 29.3. The order of the business at an annual general meeting shall be:
 - 29.3.1. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - 29.3.2. the consideration of the accounts and reports of the Committee and the auditor's report
 - 29.3.3. the election of Committee Members
 - 29.3.4. the appointment of auditors
 - 29.3.5. any other business requiring consideration by the Association in general meeting.

30. Special General Meetings

- 30.1. The Committee may call a special general meeting of the Association at any time.
- 30.2. Upon a requisition in writing of not less than the greater of either 5 Members or 10% of the total number of Members of the Association, the Committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 30.3. Every requisition for a special general meeting shall be signed by the relevant Members and shall state the purpose of the meeting.
- 30.4. If a special general meeting is not convened within one month, as required by Clause 30.2, the requisitioners may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Committee, and for this purpose, the Committee shall ensure that the requisitioners are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

31. Notice of General Meetings

- 31.1. Subject to Clause 31.2, at least 14 days notice of any general meeting shall be given to Members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

- 31.2. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- 31.3. A preliminary notice of the Annual General Meeting shall be provided to members not less than 6 weeks prior to the Annual General Meeting to allow nominations to Committee and any other business for inclusion within the Agenda, so that the formal notice may comply with this Clause 31.
- 31.4. A notice may be given by the Association to any Member by serving the Member with the notice personally, or by sending it by post or email to the address appearing in the register of Members.
- 31.5. Where a notice is sent by post:
 - 31.5.1. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - 31.5.2. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.
- 31.6. Where a notice is sent by email:
 - 31.6.1. The service is effected at 5pm on the day of sending to the email address nominated by the Member, subject to no adverse system notification of failure.

32. Proceedings at General Meetings

- 32.1. The lesser of 50% of all eligible Members or 10 eligible Members in total, present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- 32.2. If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.
- 32.3. Subject to Clauses 32.4 and 32.5, the President shall preside as Chair at a general meeting of the Association.
- 32.4. If the President is not present within five minutes after the time appointed for holding the meeting, or if he or she is present but declines to take or retires from the chair, the Members may choose a Committee Member or one of their own number to be the Chair of that meeting.
- 32.5. In the alternative, the Committee may by prior arrangement and with the consent of the Members present at the commencement of the meeting appoint an independent person to chair the business of the meeting.

33. Voting at General Meetings

- 33.1. Subject to these rules, every eligible Member of the Association has only one vote at a meeting of the Association.
- 33.2. An eligible Member is a full Member whose name appears as such on the Membership Register not less than 6 months before the date of the General Meeting.
- 33.3. Subject to these rules, a question for decision at a general meeting, other than a special resolution which requires the majority prescribed in Clause 35 'Special and Ordinary Resolutions', must be determined by a simple majority of Members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 33.4. Unless a poll is demanded by at least five Members, a question for decision at a general meeting must be determined by a show of hands.

34. Poll at General Meetings

- 34.1. If a poll is demanded by at least five Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 34.2. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

35. Special and Ordinary Resolutions

- 35.1. A special resolution is as described in the Act and as required herein. At least 21 days written notice must be given to all Members specifying the intention to propose the resolution as a special resolution. A special resolution is passed only by a majority of not less than three-quarters of the Members entitled to do so voting in person or where allowed by proxy, at that meeting.
- 35.2. An ordinary resolution is a resolution that is not a special resolution (as defined) and is passed by a simple majority at a general meeting.

36. Proxies

Where the Committee has determined that voting by proxy is appropriate, the conditions shall be:

- 36.1. a Member shall be entitled to appoint in writing a natural person who is also a Member of the Association to be their proxy for a single meeting or for a period of time and for that Member to attend and vote at any general meeting of the Association as a proxy.
- 36.2. a Member may not hold multiple proxies at any one meeting.

37. Administrative Records

The Secretary shall be responsible for the management and retention of all administrative records of the Association, including correspondence and Minutes of meetings, whether in paper or electronic or other media form.

38. Minutes

- 38.1. Proper minutes of all proceedings of general meetings of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 38.2. The minutes kept pursuant to this rule must be confirmed by the Members of the Association at the next general meeting or the Members of the Committee at the next committee meeting.
- 38.3. The minutes kept pursuant to this rule shall be signed by the President of the meeting at which the proceedings took place or by the President of the next succeeding meeting at which the minutes are confirmed.
- 38.4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

PART 5 - FINANCIAL MANAGEMENT

39. Responsibility

The Treasurer shall be responsible for all receipts and payments and shall ensure proper records are kept in accordance with the Act and audit requirements.

40. Financial Reporting

40.1. Financial Year

The first financial year of the Association shall be the period ending on the next 30 June following incorporation unless that first period is less than 6 months in which case the Committee may elect to end the first financial year no later than the following 30 June providing that the total period does not exceed 18 months, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

40.2. Accounting Records

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

40.3. Accounts and Reports to be laid before Members

The accounts, together with the auditor's report on the accounts, the Committee's statement and the Committee's report, shall be laid before Members at the annual general meeting.

41. Appointment of Auditor

41.1. At each annual general meeting, the Members shall appoint a qualified person who is a member or is eligible to be a member of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants, to be auditor of the Association.

41.2. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

41.3. If an appointment is not made at an annual general meeting, the Committee shall appoint an auditor for the current financial year.

PART 6 - COMPLIANCE

42. Prohibition against securing profits for Members

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

43. Winding up

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

44. Application of surplus assets

44.1. If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall transferred to APSA for the purpose of continuing the Objects of the Association in the State or, if these assets are not required by APSA, distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its Members. The Association may determine to distribute surplus assets to nominated charities.

44.2. Such a nominated organisation or organisations shall be identified and determined by a resolution of Members in general meeting. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to Members or former Members, or associates of those persons.

45. Alteration to Rules

45.1. These rules may be altered (including an alteration to the Association's name) by special resolution of the Members of the Association. This includes rescission or replacement by substitute rules.

45.2. The alteration shall be registered with the Commission, as required by the Act. The registered rules shall bind the Association and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

45.3. Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the Association which does not come into force until registered the Commission.

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