

Canoe South Australia Incorporated

(Trading as Paddle South Australia)

CONSTITUTION



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1. NAME OF ASSOCIATION

The name of the Association is Canoe South Australia Incorporated (**'The Association'**) trading as Paddle South Australia (PSA).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this constitution, unless the contrary intention appears:

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

'Affiliate Members' means registered Affiliate members who are otherwise recognised by the Association as an Affiliate member.

'Annual General Meeting' or **'Annual General Meeting'** means a meeting of the kind described in **clause 0**.

'Appointed Director' means a director appointed under **clause 0**.

'Association' means Canoe South Australia Incorporated trading as Paddle South Australia.

'Board' means the body consisting of the directors.

'Executive Officer' means the Executive Officer of the Association for the time being appointed under this constitution.

'Club' means a club wishing to participate in Paddling conducted by the Association.

'Community' means the total Paddling Community in South Australia.

'Constitution' means this constitution of the Association.

'Dealings' means the process to approve legal documents in accordance with the Act.

'Delegate or Member Delegate' means the person(s) appointed from time-to-time to act for and on behalf of an Affiliated Club to represent it at a General Meeting.

'Delegation Policy' means the Policy the Board approves from time-to-time authorising who can approve and/or sign various documents and transactions.

'Direct Member' means an individual member of NSO who is not a member of an Affiliated Club in South Australia.

'Director' means a member of the Board and includes Elected Directors and Appointed Directors, casual vacancies and any person acting in that capacity from time to time appointed in accordance with this Constitution.

'Elected Director' means a director appointed under **clause 0**.

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

'General Meeting' means any general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

'ICF' means the International Canoeing Federation.

'Individual member' means a registered financial member of an Affiliated Club or a natural person who is otherwise recognised by the Association as an individual member.

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

'Life member' means an individual appointed as a life member of the Association under **clause 6.7**.

'Member State' means the controlling body within South Australia (as designated by NSO) responsible for ensuring the efficient administration of Paddling in the whole of that State in accordance with their Objects.

'Paddling' means the 'sport of canoeing' and any activities in all forms of paddling recognised and regulated by ICF or prescribed by NSO from time to time and includes sport for athletes with disabilities.

'Participant' means anyone who is participating in the 'Sport' of paddling in any capacity.

'NSO' means Paddle Australia Limited.

'Objects' means the objects of the Association in **clause 0**.

'Policies' means any regulations made by the Board under **clause** Error! Reference source not found..

'Registered Instructors and Guides' means registered instructors and guides on the Association's register.

'Simple Majority' means fifty (50) percent plus one of the votes taken at any meeting other than a Special Resolution.

'Special resolution' means a special resolution defined in the *Act*.

'Sport' means Paddling as recognised and regulated by ICF or prescribed by the NSO from time to time and includes sport for athletes with disabilities.

‘Sports Governance Principles’ means the guiding principles as issued by the Australian Sports Commission from time to time, which is recognised and supported by NSO. The Association has integrated these principles into this constitution and their operating regulations and policies.

‘SSO’ means State Sporting Organisation being Paddle South Australia.

‘State’ means South Australia.

2.2 Interpretation

In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders or non-genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (h) a reference to ‘writing’ shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Severance

If any provision of this constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this constitution.

2.4 The Act

Except where the contrary intention appears, in this constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this constitution.

3. OBJECTS OF THE ASSOCIATION

The Association is the peak body for the administration of Paddling in South Australia. The Objects for which the Association is established and maintained are to:

- (a) promote competitive and recreational Paddling.
- (b) affiliate, liaise and participate as a member of NSO so Paddling can be conducted, encouraged, promoted, advanced and administered in South Australia.
- (c) adopt NSO rules and policy framework to further these objectives and paddling in general.
- (d) provide information and advice about Paddling and related activities to Affiliated Clubs, individuals and the general community.
- (e) strive for and maintain government, commercial and public recognition of the Association as the authority of Paddling in South Australia.
- (f) recognise paddling values and the implications on paddling in recreational and natural resource planning and management.
- (g) act all times on behalf of, and in the interest of, the members and Paddling in South Australia.
- (h) promote the health and safety of athletes, officials and other individuals participating in Paddling in any capacity.
- (i) pursue high standards of safety, education and training in all aspects of Paddling; and
- (j) use and protect the intellectual property.

4. POWERS OF THE ASSOCIATION

The Association shall have all the rights, powers and privileges conferred on it under section 25 of the Act to further the Objects.

5. COMPLIANCE OF ASSOCIATION WITH NSO

5.1 Recognition of Association

The Association is recognised as a Member State of NSO and controlling authority for Paddling in South Australia and subject to compliance with this Constitution and the NSO Constitution shall continue to be recognised as a Member State of NSO. The Association shall administer Paddling in South Australia in accordance with the Objects.

5.2 Compliance of Association as a Member State

The Association shall:

- (a) be incorporated in South Australia,
- (b) elect or appoint one (1) Delegate to represent it at General Meetings of NSO in accordance with this Constitution and the NSO's Constitution,
- (c) provide NSO with copies of its audited accounts, annual report and other associated documents within 30 days of the Association's Annual General Meeting,
- (d) adopt in principle, the objects of NSO and adopt rules which reflect and which are, to the extent permitted or required by the Act, generally in conformity with the NSO Constitution,
- (e) apply its property and capacity solely in pursuit of the objects of NSO, the Association and Paddling,
- (f) do all that is reasonably necessary to enable the objects of NSO and the Association to be achieved,
- (g) act in good faith and loyalty to ensure the maintenance and enhancement of NSO, the Association and Paddling its standards, quality and reputation for the collective and mutual benefit of the Members and Paddling,
- (h) at all times operate with, and promote, mutual trust and confidence between NSO, the Association and the Members,
- (i) at all times act on behalf of and in the interests of the Members and Paddling, and
- (j) abide by the NSO Constitution.

5.3 Operation of NSO Constitution

The Association agrees:

- (a) that it is bound by the NSO Constitution and that the NSO Constitution operates to create uniformity in the way in which the objects of NSO and Paddling are to be conducted, encouraged, promoted and administered in Australia,
- (b) to act in good faith and loyalty to NSO to ensure the maintenance and enhancement of Paddling, its standards, quality and reputation for the collective and mutual benefit of the Members and Paddling,
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Paddling and its maintenance and enhancement,
- (d) to make full and proper disclosure to NSO of all matters of importance to NSO and Paddling,
- (e) not to acquire a private advantage at the expense of NSO or any other State Association or Paddling,
- (f) to operate with mutual trust and confidence in pursuit of the objects of NSO,
- (g) to promote the economic and sporting success, strength and stability of NSO and the other State Associations and to act interdependently with each other in pursuit of the objects of NSO,
- (h) to act for and on behalf of the interests of Paddling, NSO and the Members, and
- (i) that should the Association have administrative, operational, governance or financial difficulties, including but not limited to where the Association:
 - (i) takes or has taken or has instituted against it any action or proceeding, whether voluntary or compulsory, having as its object the winding up of the Association, or
 - (ii) enters into a composition or arrangement with its creditors, other than a voluntary winding up by members for the purpose of reconstruction or amalgamation, or
 - (iii) a mortgagee or other creditor takes possession of any of its assets, NSO may, in its absolute discretion act to assist the Association in whatever manner and on such conditions as NSO considers appropriate, including, but not limited to the appointment of an administrator.

5.4 Constitution of the Association

The constituent documents of the Association shall clearly reflect the objects of NSO and shall be in a form acceptable to NSO, with such incidental variations as are necessary or appropriate, having regard to the State Act applicable to the Association.

5.5 Amendments to Association Constitution

- (a) The Association shall take all steps necessary to ensure its constituent documents and rules are in a form acceptable to NSO and shall ensure its documents are amended in conformity with future amendments made to the NSO Constitution, subject to any prohibition or inconsistency in the Act.
- (b) The Association shall provide to NSO a copy of its Constitution and all amendments to the Constitution. The Association acknowledges and agrees that NSO has the power to veto any provision in the Constitution which, in NSO's reasonable opinion, is contrary to the objects of NSO.

5.6 Register of Members

The Association shall maintain, in a form and with such details as are acceptable to NSO, a register of all Affiliated Clubs and Individual Members in South Australia. The Association shall provide a copy of the register at a time and in a form acceptable to NSO, and shall provide prompt and regular updates of that register to NSO when requested.

6. MEMBERS

6.1 Categories of Members

The members of the Association shall consist of:

- (a) Affiliated Clubs, who subject to this Constitution, shall be represented by their two (2) Delegates who shall have the right to receive notice of General Meetings and to be present, debate and vote at General Meetings.
- (b) Individual Members, who subject to this constitution, shall have the right to receive notice of General Meetings and to be present, but have no right to debate or vote at General Meetings.
- (c) Junior Members, who subject to this constitution, shall have the right to receive notice of General Meetings and to be present, but have no right to debate or vote at General Meetings.
- (d) Life Members, who subject to this constitution, shall have the right to receive notice of General Meetings and to be present, but have no right to debate or vote at General Meetings.
- (e) Direct Members of NSO in South Australia who subject to this constitution shall have the right to receive notice of General Meetings and to be present, but have no right to debate or vote at General Meetings.
- (f) Such new categories of members as may be created by the Board. Any new category of member created by the Board cannot be granted voting rights without the approval of the Association in General Meeting.

6.2 Affiliated Club Members

- (a) A club may apply to the Board for admission as an Affiliated Club.
- (b) To be, or remain, eligible for membership, an Affiliated Club must be incorporated in South Australia. If an Affiliated Club is not incorporated at the time of applying for membership, the process of incorporation must be completed within two-years of applying for membership. If it is not, its membership will lapse but it may reapply on becoming incorporated.
- (c) An Affiliated Club has the right to receive notice of General Meetings and to be present, debate and vote at General Meetings through their delegates.
- (d) Each Affiliated Club is taken, by virtue of that membership, to have agreed:
 - (i) to recognise the Association as the state peak body for Paddling in South Australia and NSO as the national peak body for Paddling in Australia;
 - (ii) that it will conscientiously attend General Meetings;

- (iii) to nominate two (2) delegates annually to attend General Meetings, and shall inform the Association of the details of that person accordingly;
 - (iv) that it will maintain, in a form acceptable to the Association, a register of its members and provide a copy of the register to the Board on request by the Board; and-
 - (v) if requested by the Association, to provide the Association with copies of its audited accounts, annual financial reports and other associated documents within 30 days of such request by the Association or as soon as practicable following the Affiliated Clubs annual general meeting.
- (e) that the constituent documents of each Affiliate Club shall, at the earliest available opportunity, but within two-years of the commencement of this constitution, clearly reflect the Objects and will conform with this Constitution, subject to any requirements in the Act, and at least to the extent of:
- (i) objectives which clearly reflects those of the Association;
 - (ii) recognising the Association as the final arbiter on matters pertaining to Paddling in South Australia, including disciplinary proceedings and NSO as the final arbiter on matters pertaining to Paddling in Australia, including disciplinary proceedings;
 - (iii) such other matters as are required to give full effect to the Association's Constitution;
 - (iv) with such incidental variations as are necessary having regard to the Act;
 - (v) generally, have regard to the Objects, and in particular the object to create a single uniform entity for the conduct, promotion, encouragement and administration of Paddling, in any matters of the Affiliated Club pertaining to Paddling;
 - (vi) the Affiliated Club acknowledge and agree that the Association has power to veto any provision in its constituent documents which, in the Association's reasonable opinion, is contrary to the Objects of the NSO;
 - (vii) take reasonable steps to prevent any of its members or any Participant associated with it from acting in a way that is likely to bring the Association, the NSO or Paddling into disrepute or which might adversely affect or derogate from the standards, quality and reputation of Sport and its maintenance and development;
 - (viii) take reasonable steps to discipline appropriately any of its members or any participant associated with it if the member or Participant acts in such a way;

- (ix) adopt and implement such communications and intellectual property policies as may be developed by the Association.

6.3 Application for Affiliation

- (a) Subject to **clauses 6.2 and 6.9**, a candidate for Affiliate membership must apply to the Board in writing.
- (b) The application must:
 - (i) be in a form approved by the Board;
 - (ii) contain full particulars of the name and address and contact details of the applicant; and
 - (iii) contain any other information prescribed by Regulation for an application for membership in that category.

6.4 Re-Affiliation

- (a) Re affiliation is not automatic. Affiliated Clubs must re-affiliate annually with the Association in accordance with the procedures set down by the Association in regulations from time to time.
- (b) Upon re-affiliation, an Affiliated Club must lodge with the Association an updated copy of its constitution (including all amendments) and it must provide details of any change in its delegate and any other information reasonably required by the Association. Each Affiliated Club is to ensure that its constitution is amended to conform to any amendments made to this constitution and/or the Association's constitution.

6.5 Application for Membership other than Affiliated

- (a) Subject to **clause 6.9**, a candidate for membership must apply to the Board in writing.
- (b) The application must:
 - (i) be in a form approved by the Board;
 - (ii) contain full particulars of the name and address and contact details of the applicant; and
 - (iii) contain any other information prescribed by Regulation for an application for membership in that category.

6.6 Membership with the Association

In order to remain a member of the Association, members must:

- (a) renew their membership with the Association in accordance with current regulations;

- (b) otherwise remain registered financial members of the Association in accordance with the procedures set out in this Constitution; and
- (c) must pay the annual fees prescribed (if any), by NSO and/or the Association.

6.7 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Association or to the Sport in South Australia;
- (b) Any member from within an Affiliated Club may recommend a person or be recommended for Life Membership by notice in writing to the Board as detailed in the Policies;
- (c) A person may be appointed a Life Member only by the Board and notified at an Annual General Meeting;
- (d) A Life Member has the right to receive notice of General Meetings and to be present and debate but not vote at General Meetings;
- (e) A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid by a participant in their capacity as a participant).
- (f) A Life Member who resigns from the Association cannot re-join the Association as a Life Member

6.8 Obligations of Members

Each Member must:

- (a) treat all staff, contractors and representatives of the Association and the NSO with respect and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of both the Association and Paddling;
- (c) not act in a manner unbecoming of a member or prejudicial to the Objects or the interests or reputation of the Association, the NSO or Paddling; and
- (d) in the case of an Affiliated Club additional **Clauses 6.2(d)** and **6.2(e)** will apply.

6.9 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application whether or not the applicant has complied with the requirements in **clauses 6.1** and **6.3**. The Association shall not be required or compelled to provide a reason for accepting or rejecting the application.

- (b) Where the Association accepts an application, the applicant shall become a member. Membership shall be deemed to commence upon acceptance of the application by the Association. The executive officer shall amend the register accordingly as soon as practicable.
- (c) Where the Association rejects an application, any fees forwarded with the application will be refunded and the application shall be deemed rejected.

6.10 Deemed Membership

- (a) All Affiliated Clubs who are, prior to the approval of this constitution under the Act, members of the Association, shall be deemed Affiliated Clubs from the time of approval of this constitution under the Act.
- (b) Affiliated Club shall provide the Association with such details as are reasonably required by the Association under this constitution within one month of the approval of this constitution under the Act.
- (c) Individual or Life members who are, prior to the approval of this constitution under the Act, members of the Association, shall be deemed Individual or Life members from the time of approval of this constitution under the Act and subject to the rules of the new constitution.
- (d) Registered Instructors and Guides members will cease to exist as members of the Association from the time of approval of this constitution under the Act.
- (e) Any members of the Association, prior to approval of this constitution under the Act, who are not deemed members under **clause 6.10(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this constitution.

6.11 Association to Keep Register

- (a) The Association must keep and maintain a register of Members in accordance with the Act.
- (b) In addition to the information required by the Act, the Register may contain such other information as the Board considers appropriate.
- (c) Members must provide the Association with the details required by the Association to keep the register complete and up to date.
- (d) Affiliated Clubs, directors and life members shall provide notice of any change and required details to the Association within one month of such change.

6.12 Inspection of Register

In reference to the Act, confidentiality considerations and privacy laws, an extract of the register, excluding the address or other direct contact details of any life member or director, shall be available for inspection (but not copying) by members who make a reasonable request.

6.13 Use of Register

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

6.14 Effect of Membership

Members acknowledge and agree that:

- (a) this constitution constitutes a contract between each of them and the Association and that they are bound by this constitution and the regulations and the Association and NSO's constitutions and regulations,
- (b) they shall comply with and observe this constitution and the regulations and any determination, resolution or policy, which may be made or passed by the Board or other entity with delegated authority,
- (c) by submitting to this constitution and regulations, they are subject to the jurisdiction of the Association and NSO,
- (d) the constitution and regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Paddle in the State,
- (e) they are entitled to all benefits, advantages, privileges, and services of Association membership.

6.15 Notice of Resignation

- (a) A member who has paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving one month's notice in writing to the Association.
- (b) An Affiliated Club may not resign, disaffiliate, or otherwise seek to withdraw from the Association without approval by Special resolution of the Affiliated Club. A copy of the relevant minutes of the club meeting showing that the Special resolution has been passed by the Affiliated Club must be provided to the Association.

- (c) If an Affiliated Club ceases to be a member under this constitution, the Association membership of all individual members affiliated or registered with or through the Affiliated Club shall not automatically cease at that time but shall be dealt with in accordance with the regulations.
- (d) Once the Association receives notice of resignation of membership given under **clauses 6.2(a)** and Error! Reference source not found., it must make an entry in the register that records the date on which the member who or which gave notice ceased to be a member.

6.16 Discontinuance for Breach

- (a) Membership of the Association may be discontinued by the Board upon breach of any clause of this constitution or the regulations. This includes, but is not limited to, the failure to pay any monies owed to the Association, and the failure to comply with the regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under **clause (a)** without the Board first giving the accused member the opportunity to explain the breach and/or remedy the breach. Where a member fails, in the Board's view, to adequately explain the breach, that member's membership shall be discontinued and shall be given written notice of the discontinuance. The register shall be amended to reflect any discontinuance of membership under this **clause 6.816** as soon as practicable.

6.17 Discontinuance for Failure to Re-Affiliate

Membership of the Association may be discontinued by the Board if an Affiliated Club has not re-affiliated with the Association within one month of the re-affiliation falling due. In that case, that Affiliated Club's membership will be deemed to have lapsed from that time. The register shall be amended to reflect any discontinuance lapse of membership under this **clause 6.9** as soon as practicable.

6.18 Member to Re-Apply

A member whose membership has been discontinued under **clauses 6.7, 6.8 or 6.9**:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution.
- (b) may be re-admitted at the discretion of the Board.

6.19 Forfeiture of Rights

A member who or which ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including intellectual property. Any Association documents, records or other property in the possession, custody or control of that member shall be returned to the Association immediately. Where an Affiliated Club ceases to be a member, it shall also forfeit all representation rights at General Meetings.

6.20 Delegate Position Lapses

The position of delegate shall lapse immediately on cessation of membership of an Affiliated Club.

6.21 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued member may be refunded to the member upon discontinuance at the discretion of the Board.

6.22 Discipline And Dispute Resolution

- (a) The Board may make Policies governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Policies against Members or Participants.
- (b) A Regulation made under **clause 6.14(a)** may:
 - (i) provide for one or more judiciary committees or tribunals to hear and resolve matters falling under **clause 6.14(a)**;
 - (ii) prescribe penalties for breaches of this Constitution or the Policies;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties; and
 - (iv) and otherwise prescribe the procedures for dealing with cases falling under **clause 6.14(a)**.
- (c) Despite any Regulation made under **clause 6.14(a)** the Board may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- (d) All proceedings relating to cases falling under **clause 6.14(a)** should observe the rules of natural justice.

- (e) The dispute resolution procedure set out in this clause applies to disputes between a member and:
 - (i) another member; or
 - (ii) the Association.
- (f) 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.
- (g) 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 an appropriate Dispute Centre for resolution.
- (h) The Committee may prescribe additional grievance procedures in Policies consistent with this **clause 6.14**.
- (i) In this clause 'member' includes any former member who was a member not more than six months before the dispute occurred.

6.23 Subscriptions And Fees

- (a) The Board will:
 - (i) fix annual Affiliated Club Fee;
 - (ii) fix annual State fees for all individual participants of Affiliated Clubs;
 - (iii) fix such other fees or levies as the Board considers prudent for the effective and sustainable management of the affairs of the Association; and
 - (iv) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Association.
- (b) The Board may fix subscriptions, fees or levies at different rates for different categories of Membership and may determine that no subscriptions are payable by one or more of the categories for any year.
- (c) The Board may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.
- (d) On admission to membership a new member must pay the current full year's subscription unless the Board agrees to accept payment in instalments.

- (e) The Board may waive all or part of a member's subscriptions, fees or levies and may agree terms of payment for a member different from those applicable to other Members of the same category if the Board is satisfied that there are special reasons to do so.

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7. MEETINGS OF MEMBERS

7.1 There are two (2) General Meetings that can be convened where Members have the opportunity to express opinions and vote on various matters. They are:

- (a) Annual General Meeting, which must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.
- (b) Special General Meetings, which are convened by Members to discuss extraordinary issues.

7.2 Attendance At Meetings

- (a) Unless this Constitution expressly provides otherwise, Members, the auditor and the Directors are entitled to attend Annual General and Special General Meetings but only Affiliated Clubs through their delegates are entitled to vote.
- (b) Each Affiliated Club, by notice to the Association, may appoint two (2) natural persons who are financial Members of an Affiliated Club to act as its delegates in all matters connected with the member.
- (c) Each Affiliated Club shall, at least 48 hours prior to any General Meeting, advise the Executive Officer of its appointed delegates.
- (d) An Affiliated Club may, by notice under **clause 12.5** to the Association, revoke an appointment made under **clause 7.2(b)**
- (e) Delegates appointed under **clause 7.2(b)** may attend a meeting by telephone or other electronic means by which they can hear and be heard.
- (f) For all the purposes of this Constitution, an Affiliated Club represented at an Annual General or Special General Meeting by its Delegates is to be taken to be present in person at the meeting.

7.3 Notice Of Meetings

- (a) Notice of every Meeting must be given to every member who is entitled to receive a notice as defined in **Clause 6.1**, the auditor and the Directors by the means authorised in **clause 12.5**.
- (b) A notice of a Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a Meeting must be given to those Members entitled to receive notice.

7.4 Business Of Meetings

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the auditors, and the election of Directors under this Constitution.
- (b) All business that is transacted at a General Meeting, other than those matters referred to in **clause 7.4(a)**, is special business.
- (c) No business other than that stated on the notice for a meeting may be transacted at that meeting.

7.5 Proceedings At Meetings

- (a) No business may be transacted at any meeting unless a quorum as detailed in **clauses 7.5(b) and (c)** are present at the time when the meeting proceeds to business.
- (b) Fifty percent (50%) of the members (Affiliated Clubs) under **clauses 6.1 (a)**, represented by their delegates, must be in attendance; **and**,
- (c) A minimum of forty percent (40%) of the Members Delegates under **clauses 6.1 (a) and 7.2(b)**, entitled to vote and be present in accordance with this Constitution.

7.6 Chairperson to Preside at Meetings

- (a) The Chairperson of the Board will, subject to this Constitution, preside as Chairperson at every Meeting except:
 - (i) in relation to any election for which the Chairperson of the Board is a nominee; or
 - (ii) where the Chairperson of the Board has a conflict of interest.
- (b) If the Chairperson of the Board is not present or is unwilling or unable to preside, the Affiliate Members present must appoint another Director to preside as chair for that meeting only.

7.7 Adjournment of Meeting at Meetings

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the Chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (i) if the meeting was convened on the requisition of Affiliated Clubs under **clause 7.11(b)**, the meeting will lapse; and

- (ii) in any other case, those Affiliated Clubs present will constitute a quorum.
- (b) The Chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in **clause 7.7(c)**, it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

7.8 Voting Procedure at Meetings

At any meeting a resolution put to the vote of the meeting will be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the Chairperson; or
- (b) a simple majority of voting Members present at the meeting.

7.9 Recording of Determinations at Meetings

A declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

7.10 Voting At Meetings

Members entitled to vote include; Affiliated Clubs via their two (2) delegates who have one vote each.

For the avoidance of doubt:

- (a) existing Directors or those Directors who are seeking re-election may not vote.
- (b) the Chairperson may not exercise casting vote under this **clause 7.10**.
- (c) proxy Voting is not allowed.

7.11 Special General Meetings

- (a) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.

- (b) Requisition of Special General Meeting:
- (i) On the requisition in writing of three (3) Affiliated Clubs, the Board must, within one month after the receipt of the requisition, and give notice as per **clause 12.5**, convene a Special General Meeting for the purpose specified in the requisition.
 - (ii) Every requisition for a Special General Meeting must be signed by requisitioning voting Members, state the purpose of the meeting and be sent to the Association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
 - (iii) If the Board does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
 - (iv) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Board and for this purpose the Board must ensure that the Members making the requisition 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 must be borne by the Association.

8. MANAGEMENT

The Board constitutes the Committee for the purposes of the Act.

8.1 General powers of Board

- (a) Subject to the Act and this Constitution, the business and affairs of the Association must be managed by the Board, which may exercise the powers of the Association for that purpose.
- (b) In addition to **clause 8.1(a)**, the Board has the responsibility for the management and control of the funds and other property of the Association.
- (c) The Board must perform its functions in the pursuit of the Objects and in the interests of the Association as a whole, having regard to the Association's position in the structure of Paddling in South Australia and their role in supporting Paddling's reputation in the State.
- (d) The Board may not cause the Association to disaffiliate from the NSO without an Ordinary Resolution of the Members at a General Meeting.

8.2 Composition of the Board

The Board will comprise:

- (a) five (5) Elected Directors elected under **clause 7.7**; and
- (b) up to two (2) Appointed Directors appointed under **clause 7.9**;

8.3 Gender Equity

- (a) The Association recognises the value of gender equity on the Board.
- (b) The accepted Australian Sports Commission principles and/or any other Government directive will be adopted and regulations maintained to deal with the process of maintaining gender equity.

8.4 Portfolios

The Board may allocate portfolios to Directors.

8.5 Nominations for Elected Directors

- (a) The Board must call for nominations for elected Director(s) in sufficient time to adhere to the Board's Policies and meeting the 21 days' notice period required for an 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.

8.6 Nominations must:

- (a) be in writing,
- (b) be in the prescribed form (if any) provided for that purpose,
- (c) be signed by the nominee,
- (d) disclose any position the nominee holds in a Club, including as an officer, a Participant, a Delegate or an employee; and
- (e) be delivered to the Association in accordance with the Association Recruitment Policy.

8.7 Elections

- (a) The Board will nominate candidates in accordance with the Association Recruitment Policy.
- (b) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- (c) If the number of nominations exceeds the number of vacancies to be filled, an election must be conducted.
- (d) If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of members under **clause 8.7**, the positions will be deemed casual vacancies under **clause 8.11**.
- (e) If at the close of the Annual General Meeting, vacancies on the Board remain unfilled, the vacant position(s) will be deemed casual vacancies under **clause 8.11**.
- (f) If a person nominated at the Annual General Meeting is not approved by the majority of Members under **clause 8.7(b)**, they will not be entitled to take office until elected by the members at an Annual General Meeting.

8.8 Term of Appointment for Elected Directors

- (a) Directors elected under **clause 8.7** shall be elected for a term of two (2) years. Subject to provisions in this Constitution relating to early retirement or removal of Directors, elected Directors shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.
- (b) Subject to **clause 8.8(a)** the Board will attempt to have staggered terms to ensure operational continuity with the Board expertise and knowledge base;

- (c) Following the adoption of this Constitution, no person who has served as an elected Director for a period of three (3) consecutive full terms shall be eligible for election as an elected Director until the next Annual General Meeting following the date of conclusion of their last term as an elected Director.
- (d) If the law requires the Elected Director to have a particular qualification or clearance (for example, police clearance), the Elected Director's term will not begin until the qualification or clearance has been established.

8.9 Appointed Directors

- (a) The Elected Directors may appoint up to two (2) Appointed Directors.
- (b) In appointing Appointed Directors, the Elected Directors should have regard to which personal skills and experience the Board thinks will complement the Board composition.
- (c) The term of office of each Appointed Director must be fixed by the Elected Directors at the time of the Appointed Director's appointment but it cannot exceed one (1) year.

8.10 Chairperson

The Board shall appoint a Chairperson from amongst its elected Directors. The Chairperson shall be the nominal head of the Association and will act as chair of any Board meeting at which they are present. If the Chairperson is not present, or is unwilling or unable to preside at a Board meeting the vice Chairperson will preside as chair for that meeting only.

8.11 Casual Vacancies

Subject to **clause 8.7** any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

8.12 Grounds for Termination of Director

The office of a director becomes vacant if the Director:

- (a) dies,
- (b) becomes bankrupt or makes any arrangement or composition with their creditors generally,
- (c) suffers from mental or physical incapacity,
- (d) is disqualified from office under section 30 of the Act,
- (e) resigns their office by notice in writing to the Association,

- (f) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months,
- (g) holds any office of employment with the Association,
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of their interest,
- (i) in the case of an Appointed Director, is removed from office by the Elected Directors,
- (j) is removed by the Members in General Meeting, or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*,
- (l) in the opinion of the Board (but subject always to the Constitution) has:
 - (i) acted in a manner unbecoming or prejudiced to the Objects and interests of the Association, or
- (m) has brought the Association into disrepute by way of, but not limited to,
 - (i) alleged fraud, or
 - (ii) lack of integrity unbecoming a director in meeting clause **8.12(l)(i)**, or
 - (iii) disruptive and unruly behaviour prejudicial to good governance.
- (n) If a director is removed by resolution of the Members, the Director cannot be reappointed to the Board as an Appointed Director without a further resolution of Members authorising the appointment.
- (o) If there are any vacancies on the Board, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Director to a number sufficient to constitute a quorum.

8.13 Board to Meet

- (a) The Board must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Director may at any time convene a meeting of the Board on reasonable notice to the other Directors.

8.14 Decisions of Board

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

8.15 Circulatory Resolutions

- (a) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Directors for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Directors.
- (b) A resolution may not be passed under **clause 8.16(a)** if, before it is circulated for voting under **clause 8.16(a)** the Board resolves that it can only be put at a meeting of the Board.
- (c) A resolution passed under this clause must be recorded in the minute book.
- (d) Refer to Policies for detail of the process

8.16 Resolutions not in Meeting

- (a) Without limiting the power of the Board to regulate its meetings as it thinks fit, and subject to **clause 8.17** a meeting of the Board may be held where one or more of the directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
 - (ii) notice of the meeting is given to all the directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this constitution. The notice will specify that directors are not required to be present in person.

- (iii) If a failure in communications prevents **clause 8.16(a)(i)** from being satisfied by the number of directors which constitutes a quorum (**clause 8.17**) and none of such directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until **clause 8.16(a)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
- (iv) Any meeting held where one or more of the directors is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a director is there present. If no director is there present, the meeting shall be deemed to be held at the place where the Chairperson of the meeting is located.

8.17 Quorum

- (a) At meetings of the Board the number of Directors whose presence is required to constitute a quorum is:
 - (i) if the number of Directors, in office is an even number, half of the number of Directors plus one; or
 - (ii) if the number of Directors, in office is an odd number, half of the number of Directors rounded up to the next whole number.
- (b) The Directors must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Director has an interest.

8.18 Conflict of Interest

- (a) Any Director or Subcommittee member shall declare their interest in any:
 - (i) contractual, selection, disciplinary, or financial matter;
 - (ii) in which a conflict of interest arises or may arise.

There is a continuous obligation to declare all interests referred in **clause 8.18(a)(i) and (ii)**, which will be recorded in the minutes and entered into the Register of Interests;
- (b) They shall, unless otherwise determined by the Board or Subcommittee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters;
- (c) If the Director or Subcommittee member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a director or Subcommittee member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board or Subcommittee. If this is not possible, the matter shall be adjourned or deferred.

8.19 Disclosure of Interests

- (a) A Director has a continuous obligation to update their interests in the Register of Interests
- (b) The nature of the interest of a committee member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting of the Committee. If a committee member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the committee member becomes interested.
- (c) All disclosed interests by a committee member relating to their pecuniary interest in a contract or proposed contract must also be disclosed to each Annual General Meeting in accordance with the Act.

8.20 General Disclosure

A general notice stating that a committee member is a member of any specified firm or company and that they are 'interested' in all transactions with that firm or company is sufficient declaration under **clause 8.18** the distribution of the general notice, it is not necessary for the committee member to give a special notice regarding any particular transaction with that firm or company.

8.21 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a committee member in accordance with **clauses 8.18** and/or **8.19** must be recorded in the minutes of the relevant meeting.

8.22 Delegations

(a) Board May Delegate Functions

The Board may, by instrument in writing, create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions. It will also determine what powers these committees are given. In exercising its power under this clause, the Board must take into account broad stakeholder involvement.

(b) Delegation by Instrument

The Board may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:

- (i) this power of delegation
- (ii) a function imposed on the Board or the executive officer by the Act or any other law, or this constitution or by resolution of the Association in General Meeting.

(c) Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

(d) Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **clause 8.13**. The entity exercising delegated powers shall make decisions in accordance with the Objects. It shall promptly provide the Board with details of all material decisions and shall provide any other reports, minutes and information as the Board may require from time to time.

(e) Delegation May be Conditional

A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function. These may be specified in the delegation.

(f) Revocation of Delegation

By instrument in writing, the Board may at any time revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by such body or person under this clause.

8.23 Dealings

(a) Subject to the Board's Delegation Policy, every legal document that is required to be signed by Paddle South Australia must be signed by any two of the following members:

- (i) the Chairperson of Paddle South Australia, or
- (ii) the Finance Director of Paddle South Australia, and
- (iii) one Director of Paddle South Australia, or
- (iv) the Executive Officer.

(b) All legal documents are binding on Paddle South Australia only when executed by any two of the office bearers authorised under **clause 8.23(a)** above.

(c) Subject to **clause 8.23(d)** all other non-legal instruments signed by Paddle SA, must be duly signed by a representative or employee of Paddle SA.

(d) All legal documents and non-legal instruments must not be signed without the express authorisation of the Board and in accordance with the policies of Paddle South Australia

- (e) A copy of all executed documents must be sent to the Executive Officer and recorded in the minutes.

9. EXECUTIVE OFFICER

9.1 Appointment of Executive Officer

The Directors shall appoint an Executive Officer.

- (a) Powers, duties and authorities of Executive Officer-
 - (i) The Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Directors.
 - (ii) The exercise of those powers and authorities, and the performance of those duties, by the Executive Officer are subject at all times to the control of the Directors.
- (b) Subject to the terms and conditions of the appointment, the Directors may suspend or remove the Executive Officer from that office.
- (c) The Directors may delegate to the Executive Officer the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Association. The delegation will include the power and responsibility to:
 - (i) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors,
 - (ii) manage the financial and other reporting mechanisms of the Association,
 - (iii) approve and incur expenditure subject to specified expenditure limits,
 - (iv) sub-delegate their powers and responsibilities to employees or internal management committees of the Association, and
 - (v) any other powers and responsibilities which the Directors consider appropriate to delegate to the Executive Officer,
 - (vi) act as the Public Officer for the Association.
- (d) The Executive Officer is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Association, all meeting of the Directors and any Committees and may speak on any matter, but does not have a vote

10. STRATEGIC FORUM OF ASSOCIATION

10.1 Annual Strategic Forum

The Association shall hold a strategic forum of the Association at least once per year to:

- (a) inform the Board of significant membership issues,
- (b) assist the Board to design or review the organisation's strategic direction,
- (c) discuss Intrastate and Interstate issues,
- (d) provide feedback to the Board on the results of its governance decisions in practice at the member level.

10.2 Attendees at Strategic Forum

- (a) The following persons shall be invited to attend the annual strategic forum of the Association:
 - (i) Affiliated Club Delegate(s) or representative(s),
 - (ii) Registered Instructors and Guides,
 - (iii) Individual Participants,
 - (iv) Life Members,
 - (v) Technical committee representative(s),
 - (vi) Directors,
 - (vii) Executive Officer.
- (b) The Board has the discretion to determine the numbers of persons attending within each category in **clause 10.2(a)** and in the aggregate.

11. RECORDS AND ACCOUNTS

- 11.1 The Executive Officer shall ensure that proper records, minutes and policies concerning all transactions, business, meetings, delegations and dealings of the Association and the Board are established and maintained and shall produce these as appropriate at each Board meeting or Meetings as required by section 35 and 39C of the *Act*.
- 11.2 The Association must retain their accounting records kept by it under section 35 or 39C of the *Act* (as the case requires) for 7 years after the completion of the transactions to which they relate.
- 11.3 The Executive Officer and Board Appointed Directors shall have a copy of the statements of account, the Board's report, the auditor's report and every other document required under the *Act* (if any) sent to all persons entitled to receive notice of AGMs in accordance with this Constitution
- 11.4 Lodgement of periodic returns under the *Act*
- (a) For the purposes of section 36 of the *Act*, a prescribed Association must lodge with the Commission a periodic return (in the form set out in Schedule 1) within 6 months after the end of each of its financial years;
 - (b) The periodic return must be signed and dated by the public officer of the Association.
- 11.5 Auditor
- (a) The Association must appoint an auditor in accordance with the *Act*,
 - (b) The auditor shall be appointed by the Board.
 - (c) The auditor's duties shall be regulated in accordance with the *Act*. If no relevant provisions exist under the *Act* the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth)* and generally accepted principles and/or any applicable code of conduct.
 - (d) The auditor may be removed by the Directors.
- 11.6 Application Of Income
- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
 - (b) Except as prescribed in this constitution or the *Act*:
 - (i) no portion of the income or property of the Association shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any member

- (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member who holds any office of the Association.
- (c) Nothing in **clauses 11.6(a) or 11.6(b)** shall prevent payment in good faith of or to any member for:
- (i) any services actually rendered to The Association whether as an employee, director or otherwise,
 - (ii) goods supplied to the Association in the ordinary and usual course of operation,
 - (iii) interest on money borrowed from any member,
 - (iv) rent for premises demised or let by any member to The Association,
 - (v) any out-of-pocket expenses incurred by the member on behalf of The Association, provided that any such payments shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction

12. ADMINISTRATION

12.1 Winding Up

Subject to this constitution, the Association may be wound up in accordance with the Act.

12.2 Distribution of Property on Winding Up

- (a) If upon winding up or dissolution of the Association 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. Instead, the assets or property must be given or transferred to another organisation(s) that has objects similar to the Objects.
- (b) The organisation(s) must prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association by this constitution.
- (c) The organisation(s) is to be determined by the members in General 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.

12.3 Alteration of Constitution

- (a) This constitution shall not be altered except by Special resolution.
- (b) Seventy five percent (75%) of members present at the meeting and eligible to vote are required for this Special resolution.

12.4 Policies

(a) Board to Formulate Policies

The Board may formulate, issue, adopt, interpret and amend such regulations for the proper advancement, management and administration of the Association and the advancement of the purposes of the Association and sport in the region as it thinks necessary or desirable. Such regulations must be consistent with the constitution, the NSO's constitutions, any regulations made by the NSO and any policy directives of the Board.

(b) Policies Binding

All regulations are binding on the Association and all members.

(c) Policies Deemed Applicable

All clauses, rules, by-laws and regulations of the Association in force at the date of the approval of this constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by, this constitution) shall be deemed to be regulations and shall continue to apply.

(d) Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to regulations shall be advised to members by means of bulletins approved by the Board and prepared and issued by the executive officer. Affiliated Clubs shall take reasonable steps to distribute information in the bulletins to individual members. The matters in the bulletins are binding on all members.

12.5 Notice

- (a) Notices may be given by the Association to any person entitled under this constitution to receive any notice. Notices will be sent by pre-paid post or by electronic mail to the member's registered address or electronic mail address. Notices to delegates will be sent to the last notified address, or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected six (6) days after posting.
- (c) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.
- (d) Notices given to the Association are subject to **clauses 12.5(a) and 12.5(b)**.

12.6 Indemnity

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

12.7 Authority To Trade

The Association is authorised to trade in accordance with the Act.

12.8 Transitional Provisions

(a) Continuing Membership

- (i) Each Affiliated Club that is a member of the Association on the day on which this Constitution is adopted will automatically be admitted to membership as an Affiliated Club member under clause 6.1(a).
- (ii) Each other person who is an Individual, Junior, Direct or Life member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Board, is the category most appropriate for that member.

(b) Directors

- (i) For the purposes of determining the Directors in office on the day on which this Constitution is adopted, the existing Directors consistent with **clause 8.2(a)** will remain as Directors until the next Annual General Meeting.
- (ii) For the purpose of determining when the term ends for each Director in office on the day on which this Constitution is adopted, time served in the Director's current term will be counted as if this Constitution had been in place at the commencement of that term.

12.9 Policies deemed applicable

All rules, by-laws, policies and regulations of the Association in force at the date of the approval of this Constitution are to be deemed to be Policies and continue to apply unless they are inconsistent with or have been replaced by this Constitution.

Constitution Version Control

Date	Clauses amended	Description of change	General Meeting Date
xx/xx/2024	Entire Constitution		Xx/xx/20xx