

**BICYCLE
SOUTH AUSTRALIA INC.**



CONSTITUTION

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1—Name of Association

The name of the incorporated Association is “Bicycle South Australia Incorporated” hereinafter referred to as the “Association”.

2—Definitions and interpretation

2.1—Definitions

In this Constitution unless the contrary intention appears:

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

“**Affiliate Member**” means a Club which is admitted as an Affiliate Member under clause 5.5.

“**AGM**” and “**Annual General Meeting**” means a meeting of the kind described in clause 17.1.

“**Appointed Director**” means a director appointed under clause 12.1

“**ATO**” means the Australian Taxation Office.

“**Board**” means the body consisting of the Directors and constituting the Committee for the purposes of the Act.

“**CBS**” means Consumer Business Services which administers the Corporate Affairs Commission as required by the Act.

“**Chief Executive Officer**” means the Chief Executive Officer of the Association appointed by the Board.

“**Club**” means an entity with legal personality (as distinct from its members) as a consequence of incorporation or registration under the relevant legislation, or an organisation that has formally affiliated with Bicycle SA and is recognised as such by the Association.

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

“**Delegate**” means, in respect of an Affiliate Member, the Person for the time being appointed as the Affiliate Member’s delegate under clause 19(b).

“**Director**” means a member of the Board and includes Elected Directors and Appointed Directors 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 11.

“Financial year” means the year commencing on 1 July and ending on 30 June each year.

“Function” means and includes a power, authority and duty.

“General Meeting” means a meeting of Members and includes the Annual General Meeting or any Special General Meeting.

“Inactive Member” means a Member who has not made payment in full and by the due date for payment, any subscription, levy or fee necessary to renew or maintain their membership without the Chief Executive Officer’s (or their delegate’s) discretionary prior consent being given in accordance with clause 8(d).

“Individual Member” means a Person admitted as a member of the Association under clause 5.

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

“Life Member” means an individual appointed as a Life Member of the Association under clause 5.

“Member” means a member for the time being of the Association.

“Member Representative” means a natural person who has been appointed by an Individual Member and is bound by this Constitution and the Policies to the same extent as it binds the Individual Member.

“Natural Justice” is terminology for the rule against bias and the right to a fair hearing, a duty to act fairly.

“Nominations Committee” means the independent committee established by the Board under clause 11.1(c) to oversee the nomination and election process for Elected Directors.

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

“Ordinary Resolution” means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (b) at a meeting of the Board or a sub-committee of the Board:
 - (i) a decision reached by consensus of those present, entitled to vote; or
 - (ii) where consensus cannot be achieved within a reasonable time as determined by the chair, a resolution passed by a majority of those present, entitled to vote.

For the purposes of sub-clause (b)(i), “consensus” has the meaning set out in clause 14.4(c).

“Participants” means Persons who participate in the cycling tours, events and/or activities conducted by the Association and includes supervisors, coaches or officials.

“Person(s)” means a natural person(s);

“Policy(ies)” means a policy or set of policies adopted by the Board from time to time relating to matters such as behaviour, practices and procedures for the safety and wellbeing of Members, applicants for membership, workers and Participants and the management and administration of the Association (but excludes any matter under Section 23A of the Act which must be set out in this Constitution).

“Returning Officer” means an official appointed to conduct and preside at an election.

“Special General Meeting” means a general meeting of Members conducted in accordance with clause 18.

“Special Resolution” means a resolution passed at General Meeting of the Members if:

- (a) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of not less than two thirds of Members present, entitled to vote and voting.

“Sport” means the skill, challenge and physical exertion of cycling.

“Volunteers” means a person who contributes their time, skills, or services to assist with the operations, activities, or events of the Association, without expectation of

financial reward, and who is not acting in the capacity of an employee, contractor, or Director.

2.2—Interpretation

In this Constitution:

- (a) a reference to the exercise of a Function is to the exercise of the power or authority of the performance of the duty;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction);
- (e) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced; and
- (f) unless stated otherwise, a reference to a number of days refers to consecutive calendar days (i.e. inclusive of weekends and holidays).

2.3—The Act

Words and phrases which are defined in the Act, and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.

3—Objects of the Association

The Objects are to:

- (a) be a non-party political, non-sectarian not-for-profit organisation;
- (b) promote and encourage cycling for recreation and transport;
- (c) conduct and encourage cycling tours, events, and activities;
- (d) act as a public voice on behalf of cyclists;
- (e) promote and encourage a safe, healthy, environmentally sustainable transport system that includes cycling, and other similar activities as determined by the Board, as viable transport modes;
- (f) develop and deliver education and community programs that benefit cycling and other similar activities as determined by the Board;

- (g) advocate for the interests of Members by engaging with government, industry, and the community to influence policy, legislation, and investment in support of the Objects; and
- (h) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects specifically.

4—Powers of the Association

For furthering the Objects, the Association has the specific rights, powers and privileges conferred on it by the Act together with all and any additional powers which are reasonably required for the proper administration, management and operation of the Association including but without limitation, the power to:

- (a) engage and dismiss employees and other workers;
- (b) undertake fundraising including but not limited to the receipt of sponsorship funds from sponsors; and
- (c) accept or reject any gifts or bequests where any conditions attaching to such gift or bequest is, as the Board may determine in its sole discretion, not in the interest of the Association or reasonably able to be complied with.

5—Members and membership

5.1—Categories of membership

The Members of the Association consist of:

- (a) Individual Members;
- (b) Life Members; and
- (c) Affiliate Members

The Board may, from time to time, determine sub-categories of membership under any of the categories set out in clause 5.1, however the rights and obligations of a Member applicable to the category, shall not be affected.

5.2—Application for membership

- (a) An applicant for membership of the Association must apply to the Association in writing (“the application”).
- (b) The application must:
 - (i) be in a form approved by the Board;
 - (ii) contain full particulars of the name, email, and address of the applicant;
 - (iii) identify the category for which the application relates;

- (iv) contain any other information prescribed by Policies for an application for membership in that category; and
- (v) be delivered to the Chief Executive Officer or their delegate for their consideration.

5.3—Discretion to accept or reject application

- (a) The Chief Executive Officer or their delegate may consider any application and make such additional enquires as the Chief Executive Officer or their delegate may determine in their sole discretion in order to decide the suitability of the applicant for membership and identify the correct category for membership.
- (b) The Chief Executive Officer or their delegate may in their sole discretion accept any application (including whether the applicant has complied with the requirements in clause 5.2 or not).
- (c) The Chief Executive Officer or their delegate may determine in their sole discretion the category and sub-category into which any application may be put into, if accepted.
- (d) The Chief Executive Officer or their delegate may reject any application if it is deemed not to be in the interests of the Association or an Affiliate Member, and the Association is not required, nor can it be compelled to provide any reason for the rejection.
- (e) Written notification will be given by the Chief Executive Officer or their delegate in writing to each applicant whose application for membership with the Association is rejected within 30 days of that decision having been made.
- (f) The Chief Executive Officer or their delegate may change their decision to accept an applicant for membership at any time.
- (g) Where an application has been rejected under clause 5.3(d) or (f), any pre-paid subscriptions, levies or fees in anticipation of membership will be refunded to the applicant without deduction.

5.4—Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Association for longstanding and valued service to the Association. Up to two Life Memberships may be bestowed in any one year but no more than 0.5% of the total membership of the Association can be Life Members at any time.
- (b) Any Member may recommend a Person for Life Membership by notice in writing to the Association. A recommendation made under this clause 5.4(b) must include a written report outlining the history of services of the nominee.

- (c) A Person may be appointed a Life Member only by Special Resolution passed by the Members at an Annual General Meeting on the recommendation of the Board.
- (d) A Life Member has the right to receive notices of General Meetings and to be present, debate and vote at General Meetings.
- (e) A Life Member cannot be required to pay subscriptions, levies or fees.

5.5—Affiliate Members

- (a) A Club is eligible to be considered by the Board for admission to Membership as an Affiliate Member if the Board in its sole discretion is satisfied that:
 - (i) the objects of the Club are aligned with the Objects; and
 - (ii) it is in the interests of the Association.
- (b) Each Affiliate Member, by written notice to the Association, may (subject to clause 14.7(a)) appoint a Person to act as its Delegate for the purpose of representing the Affiliate Member at General Meetings.
- (c) An Affiliate Member (and its Delegate) has the right to receive notices of General Meetings and to attend General Meetings but has no right to debate and vote at General Meetings.
- (d) Affiliate Members are required to pay membership subscriptions in accordance with clause 8.
- (e) An Affiliate Member may at any time, by written notice to the Association, revoke any appointment and appoint a new Delegate to represent it.
- (f) Each Affiliate Member is taken, by virtue of that membership, to have agreed:
 - (i) that it recognises the Association as the peak body for recreational cyclists in South Australia.
 - (ii) that it will submit an up-to-date copy of its constituent documents to the Board as and when requested by the Board;
 - (iii) that it will conscientiously attend General Meetings (through its Delegate);
 - (iv) that it will provide such information about its members (subject to any relevant privacy laws or court orders) to the Board on request as may be reasonably be required for the proper administration and management of the Association;

- (v) to partner with and assist the Association in the promotion of the Sport and furtherance of the Objects (including information published by the Association in relation to its events) and where reasonably requested by the Association, to facilitate the distribution and delivery of that information to its members; and
- (vi) if requested by the Association, to provide the Association with copies of its audited accounts, annual financial reports and other associated documents as soon as practicable following the Affiliate Member's annual general meeting.

5.6—Individual Members

- (a) A Person who is a Participant or who has an interest in the Association may apply to be an Individual Member.
- (b) The Delegate of an Affiliate Member may apply to be an Individual Member.
- (c) Individual Members are required to pay membership subscriptions in accordance with clause 8.
- (d) An Individual Member who is 18 years of age or older has the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings
- (e) An Individual Member who is under 18 years of age, may appoint their parent, primary caregiver or guardian to be their Member Representative for the receipt of notices of General Meetings and to be present at General Meetings on behalf of that Individual Member, however such Individual Member (and their Member Representative) has no right to debate or vote at General Meetings.
- (f) Notwithstanding anything else to the contrary in this Constitution, an Individual Member is not eligible to vote at any General Meeting unless they have been a financial Member for at least 90 days immediately prior to the date of that meeting
- (g) Notwithstanding anything else to the contrary in this Constitution, if more than 5 new Individual Members (where each is over the age of 18) from the same Affiliate Member become Members in the 60 days prior to a General Meeting, only the earliest 5 of those new Individual Members (by join date) shall be entitled to be present and debate and vote at that General Meeting.
- (h) For clarity, any additional Individual Members from the same Affiliate Member who became Members during that 60-day period has the right to receive notice of General Meetings and to be present but are not eligible to debate or vote at that General Meeting.

5.7—Obligations of Members

Each Member must:

- (a) treat all Members, Delegates, Member Representatives and other representatives of the Association with respect and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of the Association;
- (c) comply with any reasonable direction or request of any representative of the Association;
- (d) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association; and
- (e) in the case of an Affiliate Member:
 - (i) actively partner with the Association to promote and encourage its members who are Participants (and/or Members) to adhere to the standards of behaviour and conduct set by the Association;
 - (ii) take reasonable steps to prevent any of their members from engaging in any conduct which is inconsistent with the shared objects and purposes and/or which might adversely affect or derogate from the standards, quality and reputation of the Sport and its maintenance and development; and
 - (iii) where appropriate, to take reasonable steps to support or uphold any disciplinary measures taken by the Association in relation to any member who is an Individual Member (or its Delegate) and found to be in breach of the obligations set out in this clause 5.7.

5.8—Register of Members

- (a) The Association must keep and maintain a register of Members in accordance with the Act.
- (b) The Association must cause the entry of any new Member's details into the Member's Register within 30 days of acceptance of that Member's application for Membership under clause 5.3(b).
- (c) In addition to the information required by the Act, the Register may contain such other information as the Board considers appropriate and reasonable for the Association to be able to effectively communicate with its Members, or that the Member(s) has otherwise given their express consent to be collected by the Association.

- (d) Members must take reasonable steps to provide the Association with prompt notice of any change to their details to keep the register complete and up to date.

5.9—Effect of membership

This Constitution constitutes a contract between each of the Members and the Association and each Member is bound by this Constitution and the Policies.

6—Cessation of membership

6.1—General

A Member ceases to be a Member if:

- (a) the Member dies;
- (b) the Member is dissolved, wound up or bankrupted;
- (c) the Member resigns in accordance with clause 6.2;
- (d) the Member is expelled from the Association under clause 6.3; or
- (e) the Member is an Inactive Member.

6.2—Notice of resignation

A Member may resign from Membership on the giving of one month's notice in writing to the Association. A resigning Member is liable for any outstanding subscriptions, levies or fees up to the date on which their resignation is effective, which may be recovered as a debt due to the Association.

6.3—Expulsion for breach

- (a) The Board may expel a Member from membership if, after proper consideration of the facts and any due deliberation, it determines that the Member has materially breached any of its obligations under this Constitution.
- (b) The Board may, at its sole discretion, convene a sub-committee in accordance with clause 7(c) and appoint Persons suitably qualified to gather and consider the evidence, make any necessary enquiries and hear or receive the Member's submission in defence of any allegation, and to make recommendations to the Board about the appropriate consequences of its findings. The Board may rely on the findings and recommendations of the sub-committee in coming to a decision in relation to the Member.

6.4—Return of property

A Member who ceases to be a Member must not thereafter use any property of the Association (including, without limitation, its Intellectual Property) and must immediately return to the Association all the Association's documents, records or other property in their possession, custody or control.

6.5—Membership may be reinstated

- (a) Nothing in this clause 6 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Board and/or Chief Executive Officer (as the case may be) is entitled to consider the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under this clause 6 may be reinstated at the discretion of the Board without an application having been made under clause 5.2(a). The Board may impose such special conditions in relation to that reinstated Membership as it deems appropriate.

6.6—Refund of membership fees

Membership subscriptions, levies or fees paid by the former Member may, at the Chief Executive Officer's discretion, be refunded on a pro-rata basis to the Member on cessation of the Membership.

7—Discipline

- (a) The Board may make Policies governing the hearing and determination of disputes, protests or complaints by or against Directors, Members, Delegates, Member Representatives, Participants or Volunteers and any other matter involving the enforcement of this Constitution or the Policies.
- (b) A Policy made under clause 7(a) may:
 - (i) provide for one or more sub-committees or tribunals to hear and resolve cases falling under clause 7(a);
 - (ii) prescribe penalties for breaches of this Constitution or the Policies;
 - (iii) invest a sub-committee or tribunal with power to impose penalties; and
 - (iv) otherwise prescribe the procedures for dealing with cases falling under clause 7(a).
- (c) All Policies made under this clause are subject to the express rights and obligations of Members set out in this Constitution.
- (d) Despite any Policy made under clause 7(a), the Board may decide to deal with any disciplinary matter itself or appoint a committee or tribunal to do so.

- (e) All proceedings relating to cases falling under this clause must be conducted according to the rules of Natural Justice.

8—Subscriptions and fees

- (a) Each Individual Member and Affiliate Member must pay the subscription, levies or fees applicable to their membership in accordance with this clause 8 to maintain their membership. Life Members are the only Members who are exempt from paying subscriptions, levies or fees in respect of their membership.
- (b) The Board will at such times as the Board deems reasonable (but not more frequently than once per Financial Year):
 - (i) fix Individual Member subscriptions, levies or fees;
 - (ii) fix Affiliate Member subscriptions, levies or fees;
 - (iii) fix such other subscriptions, levies or fees as the Board considers prudent for the effective and sustainable management of the affairs of the Association;
 - (iv) determine the time for and manner of payment of the subscriptions, levies or fees by Members to the Association;
 - (v) fix subscriptions, levies or fees at different rates for different categories of membership (other than in relation to Life Members) and may determine that no subscriptions, levies or fees are payable by one or more of the categories for any year; and
 - (vi) authorise payment of subscriptions, levies or fees by instalments for some or all of the categories of membership and prescribe different terms of those instalments.
- (c) A new Member must pay the current subscriptions, levies or fees unless the Chief Executive Officer agrees to accept payment in instalments.
- (d) The Chief Executive Officer or their delegate may waive all or part of a Member's subscriptions, levies or fees and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Chief Executive Officer or their delegate is satisfied that there are special reasons to do so.

9—Powers of the Board

- (a) The business and affairs of the Association will be governed by the Board which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are consistent with the Objects and for that purpose, and which are not by the Act or this Constitution required to be done by the Association in General Meeting.

- (b) The Board will also have the management and control of the funds and other property of the Association.
- (c) The Board has the power to formulate Policies and procedures for the efficient management and administration of the activities of the Association.
- (d) The Board must perform its Functions in the pursuit of the Objects and in the best interests of the Association as a whole.

10—Composition of the Board

10.1—Composition of the Board

A Director must be a Person and the Board will comprise:

- (a) 6 Elected Directors elected under clause 11; and
- (b) up to 3 Appointed Directors appointed under clause 12.1.

10.2—Appointment of officers

The Board shall meet inside 30 days from the Annual General Meeting and shall appoint from among themselves a Person to serve in each of the offices of:

- (a) President; and
- (b) Treasurer.

The Board may from time to time and in its sole discretion change, remove and create such additional offices and appoint from among themselves Persons to serve in such additional offices.

10.3—Non-voting advisor

The Board may appoint non-voting advisors to attend Board meetings where, in its sole discretion, it determines that it requires additional qualifications, skills or experience.

10.4—Inclusion and diversity

The composition of the Board should reflect a diversity of backgrounds, knowledge, experience and abilities. It should consider gender balance, cultural diversity, disability inclusion and the skill mix required to best achieve the Objects.

10.5—Portfolios

The Board may allocate portfolios to Directors.

11—Elected Directors

11.1—Nominations

- (a) The Board must call for nominations for Elected Directors by written notice to its Members at least 45 days prior to the Annual General Meeting. Notice may be given together or separately to any notice given of the Annual General Meeting.
- (b) The Board may, when it calls for nominations, indicate qualifications or experience, if any, it considers desirable; and
- (c) All nominees must meet the requirements of Section 30 of the Act.

11.2—Form of nomination

Nominations must:

- (a) be in writing;
- (b) be in the prescribed form (if any) provided for that purpose; and
- (c) be delivered to the Returning Officer not less than 35 days before the date fixed for the Annual General Meeting.

11.3—Nominations Committee

- (a) The Board may establish an independent Nominations Committee to oversee the nominations and election process for Elected Directors.
- (b) The Nominations Committee will be composed of the Chief Executive Officer of the Association (and in their absence the Acting CEO or equivalent), a current or former Board member, and at least one other Person who shall be an independent committee member.
- (c) The Board shall select the former Board member and independent committee member.
- (d) The Nominations Committee shall be responsible for independently reviewing the nominations, conducting any interviews of nominees and ensuring that elections are conducted in a fair and transparent manner.
- (e) The Nominations Committee shall have the sole discretion and authority to endorse any nomination where the nominee has the desired qualifications or experience and meets the requirements of Section 30 of the Act, or otherwise in circumstances where the Person is deemed suitable.
- (f) Nominations that are endorsed in accordance with clause 11.3(e) above, shall be presented as such, alongside any other nominations, to the Members for their consideration for election.

11.4—Returning Officer

The Members attending the prior AGM shall elect a Returning Officer who must be over 18 years old, not be (or become at any time during their appointment) a nominee for the role of Director, nor a current Director.

11.5—Process of elections

- (a) If the number of nominations presented to the Members at the recommendation of the Nominations Committee does not exceed the number of vacancies for Elected Directors, then, subject to the passing of an Ordinary Resolution by the Members in Annual General Meeting, those nominated will be declared elected at the Annual General Meeting.
- (b) If the number of nominations presented to the Members at the recommendation of the Nominations Committee exceeds the number of vacancies for Elected Directors, then an election by the Members must be conducted by the Returning Officer at the Annual General Meeting.
- (c) Elections under clause 11.5(b) must:
 - (i) be conducted by secret ballot or in such manner and by such method as may be determined by the Board from time to time or if the Board has not made a determination, by the method determined by the Returning Officer at the Annual General Meeting, and
 - (ii) result in the nominee who obtains the highest votes in favour being elected first, then the nominee with the second highest votes being elected second and so forth until all vacancies are filled.
- (d) If at the close of the Annual General Meeting, vacancies on the Board remain unfilled, the vacant positions will be casual vacancies and filled in accordance with clause 13.1.

11.6—Term of appointment for Elected Directors

- (a) The term of office of each Elected Director is 2 years ('Term') subject to the qualifications set out in this clause.
- (b) Subject to clause 11.6(c), the Term of each Elected Director begins at the conclusion of the Annual General Meeting at which their election occurs.
- (c) 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.
- (d) Subject to clause 11.6(e), the Term of each Elected Director ends at the conclusion of the second Annual General Meeting following their election, but the Elected Director is, subject to clause 11.6(f) eligible for re-election.

- (e) All the Directors elected in the even numbered year must retire next even numbered year; and the Directors elected in the odd numbered year must retire next odd numbered year.
- (f) No Person who has served as an Elected Director (or an equivalent position under previous constitutions) for four consecutive Terms is eligible for election or appointment as a Director.
- (g) After a period equivalent to two consecutive Terms stood down, a Person ineligible by clause 11.6(f) may nominate for re-election or be available for appointment under clause 12.1.
- (h) A Person who is ineligible to be re-elected under clause 11.6(f) may be appointed by the Board to serve on Board sub-committees.

12—Appointed Directors

12.1—Appointment of Appointed Directors

At the first meeting of the Board immediately following the Annual General Meeting where there are vacancies among the number of Appointed Directors, the Elected Directors have the power to appoint up to 3 Appointed Directors to fill those vacancies by way of Ordinary Resolution passed by the Elected Directors.

12.2—Qualifications for Appointed Directors

In appointing the Appointed Directors, the Elected Directors should have regard to the requirements of Section 30 of the Act and which personal skills and experience the Board thinks will complement the Board composition.

12.3—Term of appointment

- (a) 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 term.
- (b) Subject to clause 12.3(c) an Appointed Director whose term of office ends is eligible for re-appointment.
- (c) No Person who has served as an Appointed Director for 8 consecutive years is eligible for election or appointment as a Director.
- (d) After a period equivalent to 4 years stood down, a Person ineligible by clause 12.3(c) may nominate for election under clause 11.5 or be available for appointment under clause 12.1.
- (e) A Person who is ineligible to be re-elected under clause 12.3(c) may be appointed by the Board to serve on Board sub-committees.

13—Vacancies on the Board

13.1—Casual vacancies

Any casual vacancy occurring in the position of Elected Director may be filled by a decision of the remaining Elected Directors. A Person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting of the term of office of the Person whom they replace.

13.2—Grounds for disqualification of Director

The office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his/her 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 any rolling period of 3 months;
- (g) holds any office of employment with the Association; or
- (h) is removed from office because in the opinion of the Board (which has been reached after careful consideration of the facts and due deliberation and observance of a process which has afforded the Director their right to Natural Justice) the Director:
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Association;
 - (ii) has brought the Association into disrepute;
 - (iii) is directly or indirectly interested in or has the potential to gain a private benefit in any contract or proposed contract with the Association and fails to declare the nature of their interest or potential for private benefit; or
 - (iv) is removed by a Special Resolution of the Members in General Meeting. Where 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.

13.3—Board may act

If there are any vacancies on the Board, the remaining Directors may use their power under clause 13.1 and only act for the purpose of increasing the number of Directors to those set out under clause 10.1.

14—Meetings of the Board

14.1—Board to meet

- (a) The Board shall meet inside 30 days from the AGM; and at least 4 more times in the year prior to the next AGM.
- (b) Subject to clause 14.1(a), the Board shall 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).
- (c) Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.

14.2—Calling of meetings

- (a) The President shall in the ordinary course of business, call meetings of the Board by prior written notice to each of the Directors.
- (b) A Director may request that the President convene a meeting of the Board by giving reasonable notice and providing written reasons. The President must convene the meeting within 14 days unless the majority of Directors, acting reasonably, determine that the request is vexatious, repetitive, or otherwise not in the best interests of the Association.

14.3—Attendance by other means

A Director may attend a meeting by telephone or other electronic means by which they can hear and be heard and where a decision is put to the vote, is able to contemporaneously participate in that vote and have the vote counted.

14.4—Voting and decisions of Board

- (a) Subject to this Constitution, questions arising at any meeting of the Board may be decided by consensus or failing that then by Ordinary Resolution.
- (b) Each Director has 1 vote on any question.
- (c) For the purposes of this clause, ‘consensus’ means: a decision reached by those present hearing all perspectives, working through differences to arrive at a position where a decision is reached that is acceptable to all present.

14.5—Resolutions not in meeting

- (a) Subject to clause 14.5(d), the Board may pass a resolution without a Board meeting being held if a majority of the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the majority is achieved.
- (b) For the purposes of clause 14.5(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) A resolution may not be passed under clause 14.5(a) if, before it is circulated for voting under clause 14.5(a), the Board resolves that it can only be put at a meeting of the Board.
- (e) A resolution passed under this clause must be recorded in the minute book.

14.6—Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is:

- (a) if the number of Directors then in office is an even number, half of the number of Directors plus one; or
- (b) if the number of Directors then in office is an odd number, half of the number of Directors rounded up to the next whole number.

14.7—President to act as Chair

- (a) The President will act as chair of any Board meeting.
- (b) If the President is not present or is unwilling or unable to preside at a Board meeting the remaining Directors must appoint another Director to preside as chair for that meeting only.

14.8—Directors' interests

- (a) Directors are not permitted to act as Delegates of Affiliated Members.
- (b) Any Director who has 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 Board as required by the Act and shall not vote with respect to that contract or proposed contract.
- (c) The Director must also disclose the nature and extent of their interest in the contract to the Members at the next AGM.

15—Executive and Public Officer

- (a) The Board may, from time to time, employ a Chief Executive Officer and other personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Board determines and in accordance with any relevant laws.
- (b) The Chief Executive Officer will serve as the public officer of the Association.
- (c) If for any reason the position of Chief Executive Officer becomes vacant, or the Person holding the position is ineligible to be the public officer of the Association, the Board shall appoint a Person to be the public officer as required by the Act.
- (d) Both CBS and the ATO shall be notified of the name and address of the public officer of the Association and any change to the public officer within the prescribed time.

16—Delegation of authority

- (a) The Board shall create where needed sub-committees and may, in writing, subject to clause 16(b), delegate the authority to exercise the Functions of the Board that are specified in the instrument of delegation and appoint such Persons as they determine in their sole discretion have the requisite skill and qualification to perform that delegated authority.
- (b) The Board shall not delegate to any sub-committee:
 - (i) this power of delegation; and
 - (ii) a Function that is a Function imposed on the Board by the Act, by any other law, required to be done by resolution of the Members in General Meeting.
- (c) In addition to the power to create sub-committees and appoint Persons, the Board shall also have the power to dissolve sub-committees and remove any Persons from such sub-committees at their sole discretion.

17—General Meetings of Members

Other than the specific matters set out in clause 17.1. (Annual General Meeting) and 17.2 (Special General Meetings) a meeting of the Members shall be called in the same manner and be conducted as a General Meeting in accordance with this clause 17 for the purposes of notice, attendance, voting, quorums and minutes.

17.1—Annual General Meetings

An AGM 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.

17.1.1—President to preside as Chair at AGM

The current President will preside as chair at the AGM except in relation to:

- (a) where disclosures of interest are being made to the Members and the President has a conflict of interest which must be disclosed to the Members;
- (b) if the President is not present or is unwilling or unable to preside, in which case the other Directors present must appoint another Director to preside as chair for those matters or for that meeting only; and
- (c) the process of elections to the Board, where the Returning Officer shall take over as chair of the meeting.

17.1.2—Order of business of AGM

The order of business at the AGM shall be:

- (a) the confirmation of the minutes of the previous AGM and of any Special General Meeting held since that meeting;
- (b) the election of Directors;
- (c) the appointment of auditors;
- (d) the consideration of the accounts and reports of the Board and the auditor's report (if auditor's report is required);
- (e) any disclosures required to be made by Directors; and then
- (f) any other business requiring consideration by the Association in a general meeting.

17.2—Special General Meetings

- (a) On the requisition in writing of not less than two per cent of the total Members entitled to vote, the Board must, within 2 months after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by the Member, stating the purpose of the meeting and be delivered to the Association. (The requisition may consist of several documents in a like form, each signed by one or more of the Member Representatives making the requisition.)
- (c) If the Board does not cause a Special General Meeting to be held within 2 months after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than 3 months after the receipt of the requisition.

- (d) A Special General Meeting convened by Members under this clause must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Board.
- (e) The President will preside over the meeting and the only business conducted at the meeting must be for the purpose set out in the requisition.
- (f) The Board must cause the Notice of such meeting to be sent to all Members entitled to receive a notice of meeting in accordance with clause 29.
- (g) The reasonable expenses of convening and conducting such a meeting must be borne by the Association.

17.3—General Meetings

- (a) The Board may at any time, where a decision of the Members is required in relation to any matter, call a General Meeting in accordance with this clause.
- (b) Any Member that is an Inactive Member forfeits any rights (including those exercised by a Delegate or Member Representative (as appropriate) on their behalf) to receive notices of General Meetings, attend at General Meetings or vote on any matter for decision at a General Meeting while they remain an Inactive Member.

17.3.1—Attendance at General Meetings

- (a) Unless this Constitution expressly provides otherwise, Members, the auditor and the Directors are entitled to attend General Meetings.
- (b) A General Meeting may be held in whole or in part by any technology that gives Members a reasonable opportunity to participate, hear and be heard, including videoconference, teleconference, or other real-time electronic communication and where that Member is entitled to vote on matters for decision then to facilitate that Member to exercise their vote contemporaneously with those members personally present and for that vote to be recorded by the meeting. A Member participating via such means is taken to be present in person at the meeting.

17.3.2—Notices of General Meeting

- (a) Subject to clause 17.3(b) notice of every General Meeting must be given to every Member (or Member Representative or Delegate as the context allows), the auditor and the Directors by the means authorised in clause 29.
- (b) A notice of a General 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 45 days' notice of a General Meeting must be given to those Members entitled to receive notice.

- (d) The agenda for the meeting and any notice of motion received from Members entitled to vote must be given to those Member entitled to receive notice within 21 days of the General Meeting.
- (e) Where there is an intention to propose a resolution as a special resolution then the notice must make that intention clear and provide the proposed wording of that Special Resolution for the consideration of Members.

17.3.3—Notices of motion

- (a) The Board must call for notices of motion from Members entitled to vote at least 45 days prior to the General Meeting at which the motion will be debated and voted on.
- (b) Notices of motion must:
 - (i) be in writing;
 - (ii) be in the prescribed form (if any) provided for that purpose;
 - (iii) be signed by the Member (or Member Representative or Delegate as the context allows);
 - (iv) disclose any position they hold in relation to the Association and/or any Member (for example: the Delegate or employee of an Affiliate Member, an officer or employee of the Association); and
 - (v) be delivered to the Association not less than 35 days before the date fixed for the General Meeting.

17.3.4—Business at General Meetings

- (a) The ordinary business to be transacted at the General Meeting includes:
 - (i) the confirmation of the minutes of the previous general meeting and of any special general meeting held since the meeting;
 - (ii) any motion brought by Members under clause 17.3.3; and
 - (iii) any other business requiring consideration by the Members in a General Meeting for which notice was given prior to the meeting.
- (b) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

17.3.5—Quorum

- (a) No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- (b) Subject to clause 17.3.7, a quorum for General Meetings is 30 Members eligible to vote present in person or by proxy, at the meeting.

- (c) Attendance includes attendance in person or via approved electronic means as per clause 17.3.1(b).

17.3.6—President to preside as Chair

- (a) Subject to clause 17.3.6(b) the President will preside as chair at every General Meeting.
- (b) If the President is not present or is unwilling or unable to preside, the other Directors present must appoint another Director to preside as chair for that meeting only.

17.3.7—Adjournment of meeting

- (a) If within half an hour from the time appointed for the General 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 chair determines.
- (b) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting to commence, the Members present shall form a quorum.
- (c) When a meeting is adjourned for 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 17.3.7(c), it is not necessary to give any notice of an adjournment or provide an agenda for the business to be transacted at that adjourned meeting.

17.3.8—Voting procedure and poll

- (a) Each Member eligible to vote is entitled to 1 vote at General Meetings.
- (b) Unless otherwise stated a decision of the Members to be made in General Meeting will be by way of an Ordinary Resolution.
- (c) At any meeting a resolution put to the vote of the Members 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:
 - (i) the chair; or
 - (ii) a simple majority of Members present at the meeting.
- (d) Votes may be cast in person, by proxy, or by electronic means where the Board has approved such arrangements, and any Member voting electronically is taken to be present for the purposes of that vote.

17.3.9—Postal voting

- (a) Members may only submit postal votes in respect of a resolution at a General Meeting:
 - (i) to elect a Director;
 - (ii) in relation to conferring Life Membership on a Member;
 - (iii) in relation to any amendment to the Constitution; or
 - (iv) where a Notice of Motion has been submitted pursuant to clause 17.3.3 and notice provided to the members pursuant to clause 17.3.2.
- (b) No other motion shall be determined by a postal ballot unless determined by the Board. If the Board so determines, the postal ballot shall be conducted under the procedures set by the Board from time to time.

17.3.10—Proxy voting

- (a) Proxy voting shall be permitted at all General Meetings.
- (b) Proxy votes must be in the form approved by the Board from time to time and be properly completed and signed by the Member.
- (c) Proxy forms may be submitted in writing, by email, or any other electronic method approved by the Board to the Chief Executive Officer (or other Person so appointed by the Board) at or before the commencement of the meeting.
- (d) Except as provided in clause 17.3.10(e), no Member may hold more than 1 proxy at any General Meeting.
- (e) The Chief Executive Officer, acting in their capacity as the Association's Chief Executive Officer, may hold and exercise an unlimited number of proxies at any General Meeting, provided that all such proxies are otherwise validly completed and lodged in accordance with this clause.

18—Minutes of meetings

- (a) Proper minutes of all proceedings of General Meetings and of meetings of the Board (and any committee of the Board), shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (b) The minutes kept pursuant to this clause:
 - (i) must be kept in accordance with the Act;
 - (ii) must be confirmed by the Members or the Board or the committee (as relevant) at a subsequent meeting; and

- (iii) shall be signed by the chair of the meeting at which the proceedings took place or by the chair of the next succeeding meeting at which the minutes are confirmed.
- (c) Where minutes are entered and signed as contemplated in this clause 18, 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.

19—Dispute resolution procedure

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - (i) another Member; or
 - (ii) the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within 10 days after the scheduled meeting, refer the dispute for resolution to the Board (or an independent third person appointed by the Board) in accordance with any Policy setting out the procedure for dispute resolution.
- (d) Where the dispute is referred to an independent third party and there is a charge involved, the parties to the dispute shall contribute equally to the expenses incurred.
- (e) The Board may prescribe additional dispute resolution and grievance procedures in Policies consistent with this clause 19.
- (f) In this clause ‘Member’ includes any former Member who was a Member not more than six months before the dispute occurred.
- (g) All proceedings relating to matters falling under this clause must be conducted fairly and according to the rules of Natural Justice and the Act.

20—Financial year, records and accounts

20.1—Financial year

The Financial Year of the Association will be a period of 12 months commencing on 1 July and ending on 30 June of each year.

20.2—Financial records and accounts

The Association must comply with its obligations under the Act in respect of the keeping of such financial accounts and records as are necessary to correctly record and explain the financial transactions and financial position of the Association.

21—Prescribed Association

This clause only applies when and if the Association is a prescribed association for the purposes of the Act.

21.1—Periodic returns

The periodic (annual) return shall be lodged with the Consumer and Business Services within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the committee's statement, and the committee's report.

21.2—Auditor

- (a) At each Annual General Meeting, the Board shall appoint a person to be auditor of the Association.
- (b) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- (c) If an appointment is not made at an Annual General Meeting, (or in any other event where office of the auditor is vacant) the Board shall appoint an auditor for the current financial year.
- (d) Any auditor appointed under this clause shall have the qualifications required under sections 35(2)(b) and 35(4) of the Act.
- (e) The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Association.

21.3—Accounts and records to be laid before Members

The accounts, together with the auditor's report on the accounts, the Board's statement and the Board's report, shall be laid before members at the Annual General Meeting.

22—Application of income

- (a) The income and property of the Association must be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Association may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.

- (c) Subject to clause 22(a) and 22(d) a payment in good faith may be made to any Member or associate of a Member:
- (i) where that Member is a not-for-profit entity with a similar purpose to the Association for the purpose of carrying out activities consistent with the Association's Objects;
 - (ii) for any services actually rendered to the Association whether as an employee, Director or otherwise;
 - (iii) for goods or services supplied to the Association in the ordinary and usual course of operation;
 - (iv) for interest on money borrowed from any Member by the Association and where the terms of that loan have been formally agreed in writing between the Member and the Association;
 - (v) for rent for premises demised or let by any Member to the Association pursuant to a written lease agreement which has been prepared in accordance with the relevant legislation and approved by the Association; or
 - (vi) for any reasonable out-of-pocket expenses incurred by the Member in the furtherance of the Objects and who is authorised to act on behalf of the Association.
- (d) No payment made under clause 22(c) may exceed the amount ordinarily payable as fair market price or be on less favourable terms as those that would exist between ordinary commercial parties dealing at arm's length in a similar transaction.

23—Common seal

- (a) The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- (b) The seal shall not be used without the express authorisation of the Board, and every use of the seal shall be recorded in the minute book of the Association.
- (c) The affixing of the seal shall be witnessed by any 2 Directors or by 1 Director and another Person authorised by the Board for that purpose.

24—Winding up

The Association may be wound up by the passing of a Special Resolution of the Members and in accordance with the Act, or otherwise in the manner provided for in the Act.

25—Distribution of assets on winding up

- (a) If, on winding up, dissolution or deregistration of the Association and after satisfaction of all the Association's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members to at least the same extent as the Association.
- (b) The organisation or organisations to whom the distribution is to be made under clause 25(a) may be determined by a Special Resolution of the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default of a determination by the Members, then in accordance with the Act.

26—Alteration of the Constitution

- (a) This Constitution may be repealed, altered, or a new provision may be added ('alteration'), by Special Resolution passed by the Members at a duly convened General Meeting for that purpose.
- (b) Subject to clause 26(c) the alteration shall take effect on the passing of the Special Resolution and shall be registered with CBS as required by the Act within the prescribed time.
- (c) Where the alteration is in relation to the Association's name that change shall not come into effect until registered with CBS.
- (d) The registered Constitution shall bind the Association and every Member to the same effect as if they have respectively signed and sealed them and agreed to be bound by the provisions thereof.

27—Interpretation of the Constitution

The Board has the power to interpret this Constitution in relation to matters upon which it is silent and where it is necessary to achieve or maintain a particular tax status, or to abide by legislative changes.

28—Policies

28.1—Board to formulate Policies

The Board may make and amend Policies for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and the Sport in South Australia as it thinks necessary or desirable, including without limitation Policies governing:

- (i) the conduct of events;

- (ii) the conduct of meetings;
- (iii) the resolution of disputes;
- (iv) discipline of Members for breaches of this Constitution or the Policies; and
- (v) any other matter in respect of which this Constitution authorises the Board to make Policies or which the Board considers is necessary or appropriate for the good governance of the Association and its affairs but excluding any matter under Section 23A of the Act which must be set out in this Constitution.

28.2—Policies binding

All Policies are binding on the Association and all Members.

28.3—Publication of Policies

Policies and any amendments, alterations or other changes to or interpretations of the Policies may be communicated to Members by a notice on the Association's website or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to the Members.

29—Notice

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally (or in the case of an Affiliate Member on its Delegate) or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by email or other electronic means or in any journal or publication which is published by or on behalf of the Association and which is circulated by the Association to its Members.
- (b) Any notice required or authorised by this Constitution to be given to the Association may be served by delivering it personally to the Association at its registered office or by sending it through the post in a prepaid envelope addressed to the Association at the registered office, or by email or other electronic means.
- (c) A notice served by post will be taken to have been received by the recipient on the third working day after it was posted.
- (d) A notice served by email or other electronic means will be taken to have been received two hours after it was sent if sent within business hours and before 3pm on a working day, or at 11am on the next working day if sent afterhours, on the weekend or on a public holiday, unless the sender receives notice of failure of delivery.

30—Head of Association, patrons and vice patrons

- (a) The President shall be the nominal head of the Association.

- (b) The Board may appoint annually a chief patron and as many vice patrons as it considers necessary.

31—Indemnity

- (a) Every Director, employee and Volunteer of the Association is entitled to be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director, employee or Volunteer in defending any proceedings, whether civil or criminal, provided that:
 - (i) in the case of a Director or Volunteer, they had throughout acted on behalf of the Association in good faith and within the scope of the authority, express or implied, of the Association; and
 - (ii) in the case of an employee, they had throughout acted in good faith and in the course of and within the scope of their employment by the Association.

32—Transitional Provisions

These transitional provisions shall come into effect and are binding on all Members immediately on and from the adoption of this Constitution (**‘Date of Adoption’**).

32.1—Continuing membership

Every Member who is a Member on the Date of Adoption will continue to be a Member and be bound by the provisions set out in this Constitution.

32.2—Membership category

The Board will have the power to decide in respect of each continuing Member, the category that in the reasonable opinion of the Board, is the category most appropriate for that Member. However, as a general rule it is anticipated that Members, who immediately prior to the Date of Adoption are:

- (a) personal, household, youth or concessional Members will become Individual Members;
- (b) Organisation and Corporate Members will become Affiliate Members; and
- (c) Honorary Life Members will become Life Members.

32.3—Transition from executive committee to Board of Directors

Notwithstanding anything else contained to the contrary in this Constitution these provisions prescribe the transition of the members of the current executive committee to those positions as Directors on the Board as established under this Constitution:

- (a) (other than the exception set out in clause 32.3(d) which specifically deals with the Vice President), every member of the executive committee who as at the Date of Adoption has served as an executive member for the lessor of:

- (i) a period equal to or more than 4 terms; or
- (ii) 8 consecutive years

shall resign their position and vacate their office and will be ineligible for election or appointment as a Director until two full terms (i.e. 4 years) have passed.

- (b) Those members of the executive committee who are not required to resign under clause 32.3(a) and were first elected as an executive member at an AGM held in a year ending with an even number, shall (subject to clause 32.3(e) which specifically deals with the Treasurer) as at the Date of Adoption be automatically appointed as Elected Directors of the new Board and will serve the remaining one year left of their current two year term which shall expire on the date of the AGM held in the immediate next year ending in an even number.

For clarity those executive members subject to this clause are:

- (i) Madeleine Steele
- (ii) Jo Dinnison
- (iii) Peter Gayen

and their current terms shall expire on the date of the 2026 AGM.

- (c) Those members of the executive committee who are not required to resign under clause 32.3(a) and were first elected as an executive member at an AGM held in a year ending in an odd number, shall as at the Date of Adoption resign their position and vacate their office and will be immediately eligible for re-election or appointment by the Members in accordance with clause 32.4.5 as an Elected Director to serve a further term of 2 years. For certainty, those members subject to this clause are:

- (i) Edytka Mizgalski
- (ii) Carol Seely
- (iii) Eric Chaney

- (d) The member of the executive committee who as at the Date of Adoption holds the office of Vice President shall, notwithstanding the terms previously served, be on and from the Date of Adoption an Appointed Director and their term shall expire on the date of the AGM held in the immediate next year ending in an odd number (for clarity the 2027 AGM).
- (e) The member of the Executive Committee who as at the Date of Adoption holds the office of Treasurer, shall be an Appointed Director on and from the Date of Adoption and their term shall expire on the date of the AGM held in the immediate next year ending in an even number (for clarity the 2026 AGM).
- (f) The Person who is the presiding chair at the commencement of the AGM at which this Constitution is adopted, and has by virtue of clause 32.3(a) been required to resign their position, will be deemed to have been appointed by those Members present to continue to preside as Chair for the remainder of the AGM at which this Constitution is adopted.
- (g) Where before the Date of Adoption any member of the executive committee resigns or otherwise cease to be an executive member and vacate their office, that member shall be ineligible for nomination, re-election or appointment at the AGM at which this Constitution is adopted.

32.4—Process of nomination and election of Directors

32.4.1—Calling for nominations

- (a) The executive committee may call for nominations for Elected Directors by written notice to its Members at least 14 days prior to the AGM at which this Constitution is to be put to the Members for consideration and adoption.
- (b) Notice under this clause may be given together or separately to any notice given to Members calling the AGM.
- (c) The executive committee may, when it calls for nominations, indicate qualifications or experience, if any, it considers desirable and as a minimum nominees must meet the requirements of Section 30 of the Act.

32.4.2—Form of nomination

Nominations must be submitted in writing and in the prescribed form (if any) provided for that purpose and be delivered to the President not less than 7 days before the date fixed for the AGM.

32.4.3—Recommendation to Members

- (a) The executive committee shall be responsible for reviewing the nominations and conducting any interviews of nominees they deem necessary to establish their suitability or otherwise.
- (b) The executive committee shall have the sole discretion and authority to endorse any nomination where the nominee has the desired qualifications or experience, has met the requirements of Section 30 of the Act or otherwise in circumstances where the nominee is deemed suitable.

32.4.4—Appointment of Returning Officer

The Members present at the AGM shall appoint from among themselves a Returning Officer who must be over 18 years old and not be a newly Elected Director or nominee for the role of Director, nor a current or retiring executive member under clause 32.3(a) or 32.3(c).

32.4.5—Elections

- (a) If the number of nominations presented to the Members at the recommendation of the executive committee (which shall include any executive member who is required under clause 32.3(c) to vacate their office and has indicated to the Members their desire to stand for re-election) does not exceed the number of the remaining vacancies for Elected Directors, then, subject to the passing of an Ordinary Resolution by the Members those nominated will be declared Elected Directors and shall serve for a term of 2 years from the Date of Adoption.
- (b) If the number of nominations presented to the Members in clause 32.4.5(a) exceeds the number of remaining vacancies for Elected Directors, then, an election by the Members must be conducted by the Returning Officer.
- (c) Elections under clause 32.4.5(b) must:
 - (i) be conducted by secret ballot or in such manner and by such method as may be determined by the Returning Officer, and
 - (ii) result in the nominee who obtains the highest votes in favour being elected first, then the nominee with the second highest votes being elected second and so forth and so forth until all vacancies for Elected Directors are filled.
- (d) If at the close of the AGM, any vacancy exists in the numbers of Elected Directors, the vacant positions will be casual vacancies and filled in accordance with clause 13.1 of this Constitution.

32.5—Policies deemed applicable

All Policies in force on the Date of Adoption are Policies for the purposes of this Constitution and continue to apply unless they are inconsistent with or have been replaced by this Constitution.