

Adopted by the Members
DATE: 25/2/2004

Canoe South Australia Incorporated

CONSTITUTION

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ASSOCIATIONS INCORPORATION ACT 1985 of South Australia
CONSTITUTION
OF
Canoe South Australia INCORPORATED

PART I – OBJECTS, POWERS AND INTERPRETATION

1. NAME OF ASSOCIATION

The name of the association is **Canoe South Australia Incorporated** ("**Association**").

2. OBJECTS OF ASSOCIATION

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

- (a) promote competitive and recreational canoeing;
- (b) unite the recognised canoe organisations and clubs of South Australia;
- (c) issue rules and regulations for the building and classification of kayaks and canoes to be used in competition;
- (d) issue rules and regulations to be followed in state competitions;
- (e) arrange for state championships and the selection of state teams and training squads;
- (f) recognise canoeing values and the implications on canoeing in recreational and natural resource planning and management;
- (g) be a means of liaison between Affiliated Clubs;
- (h) represent and promote the interests of Members ;
- (i) pursue high standards of safety, education and training in all aspects of the sport of canoeing.
- (j) provide information and advice about canoeing and related activities to affiliated clubs, individuals and the general community.

3. POWERS OF ASSOCIATION

Solely for furthering the objects set out above the Association has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the Corporations Act.

4. INTERPRETATION

4.1 Definitions

In this Constitution unless the contrary intention appears, these words shall have the following meanings:

“Act” means the Associations Incorporation Act 1985 of South Australia or any other act under which the Association may be incorporated from time to time.

“Affiliated Club” means a club (whether incorporated, unincorporated or otherwise) which is a member of the Association.

“Australian Canoeing” means Australian Canoeing Incorporated, being the national peak body for the sport of canoeing in Australia.

“Australian Canoeing Constitution” means the constitution of Australian Canoeing as amended from time to time and any by-laws of Australian Canoeing as amended from time to time.

“Board” means the body consisting of the Directors under **Rule 25**.

“By-Law” means any by-law, regulation or policy made by the Board under **Rule 34**.

“Delegate” means the person elected or appointed from time to time by an Affiliated Club to act for and on behalf of that Affiliated Club and represent the Affiliated Club at General Meetings or otherwise.

“Director” means a member of the Board elected or appointed in accordance with this Constitution and includes the Interested Directors and the Independent Directors.

“Executive Officer” means the person who is appointed under this Constitution to carry out the duties set out in **Rule 31**, whether known as the executive officer, general manager or otherwise.

“Financial Year” means the year commencing **1st July** and ending **30th June** of the following year.

“General Meeting” means the annual or any special general meeting of the Association.

“Independent Director” means a Director appointed under **Rule 27**.

“Individual Member” means a registered financial individual member of the Association or an Affiliated Club.

“Intellectual Property” means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Association or any event, competition or activity of or conducted, promoted or administered by the Association.

“Interested Director” means a Director elected under **Rule 26**.

“Life Member” means an individual upon whom life membership of the Association has been conferred under **Rule 7.3**.

“Member” means a member for the time being of the Association under **Part III** of this Constitution.

“Registered Instructors and Guides” means an individual with a current Australian Canoeing Instructional or Guiding Award or relevant industry award and a coach or official with National Coaching Accreditation Scheme or National Officiating Accreditation Scheme accreditation, who meets the updating policy as adopted by Australian Canoeing from time to time.

“Seal” means the common seal of the Association and includes any official seal of the Association.

“Special Resolution” means a resolution passed:

- (a) at a General Meeting of the Association of which 21 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Member in accordance with this Constitution; and
- (b) by at least three quarters of votes of those Members who, being entitled to vote, vote in person at the meeting.

“Sport of Canoeing” means all activities to do with all aspects of sport or recreational canoeing or kayaking.

“State Acts” means the state associations incorporation legislation (by whatever name called) governing the Members, including the Act.

“State Association” means an entity recognised under the Australian Canoeing Constitution to administer the sport of canoeing in a particular State or Territory.

“Technical Committee” means the technical committees established by the Board under **Rule 33.3(a)** and any other technical committees established by the Board from time to time.

4.2 Interpretation

In this Constitution:

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

- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) 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); and
- (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.

4.3 Severance

If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If the rule or phrase can not be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

4.4 Expressions in Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.

PART II – ASSOCIATION AND AFFILIATED CLUB CONSTITUTIONS

5. STATUS AND COMPLIANCE OF ASSOCIATION

5.1 Recognition of Association

The Association is recognised as a State Association of Australian Canoeing and controlling authority for the sport of canoeing in **South Australia** and subject to compliance with this Constitution and the Australian Canoeing Constitution shall continue to be recognised as a State Association of Australian Canoeing. The Association shall administer the sport of canoeing in **South Australia** in accordance with the objects of the Association.

5.2 Compliance of Association as a State Association

The Members acknowledge and agree the Association shall:

- (a) be incorporated in **South Australia**;
- (b) elect or appoint 1 Delegate to represent it at general meetings of Australian Canoeing in accordance with this Constitution and the Australian Canoeing Constitution;
- (c) provide Australian Canoeing 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 Australian Canoeing and adopt rules which reflect and which are, to the extent permitted or required by the Act, generally in conformity with the Australian Canoeing Constitution;
- (e) apply its property and capacity solely in pursuit of the objects of Australian Canoeing, the Association and the sport of canoeing;
- (f) do all that is reasonably necessary to enable the objects of Australian Canoeing and the Association to be achieved;
- (g) act in good faith and loyalty to ensure the maintenance and enhancement of Australian Canoeing, the Association and the sport of canoeing, its standards, quality and reputation for the collective and mutual benefit of the Members and the sport of canoeing;
- (h) at all times operate with, and promote, mutual trust and confidence between Australian Canoeing, the Association and the Members in pursuit of these objects;
- (i) at all times act on behalf of and in the interests of the Members and the sport of canoeing; and
- (j) abide by the Australian Canoeing Constitution.

5.3 Operation of Australian Canoeing Constitution

The Association agrees:

- (a) that it is bound by the Australian Canoeing Constitution and that the Australian Canoeing Constitution operates to create uniformity in the way in which the objects of Australian Canoeing and the sport of canoeing are to be conducted, encouraged, promoted and administered in Australia;
- (b) to act in good faith and loyalty to Australian Canoeing to ensure the maintenance and enhancement of the sport of canoeing, its standards, quality and reputation for the collective and mutual benefit of the Members and the sport of canoeing;
- (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 the sport of canoeing, and its maintenance and enhancement;

- (d) to make full and proper disclosure to Australian Canoeing of all matters of importance to Australian Canoeing and the sport of canoeing;
- (e) not to acquire a private advantage at the expense of Australian Canoeing or any other State Association or the sport of canoeing;
- (f) to operate with mutual trust and confidence in pursuit of the objects of Australian Canoeing;
- (g) to promote the economic and sporting success, strength and stability of Australian Canoeing and the other State Associations and to act interdependently with each other in pursuit of the objects of Australian Canoeing;
- (h) to act for and on behalf of the interests of the sport of canoeing, Australian Canoeing and the Members; and
- (i) that should the Association have administrative, operational 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;

Australian Canoeing may, in its absolute discretion act to assist the Association in whatever manner and on such conditions as Australian Canoeing 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 Australian Canoeing and shall be in a form acceptable to Australian Canoeing, 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 Australian Canoeing and shall ensure its documents are amended in conformity with future amendments made to the Australian Canoeing Constitution, subject to any prohibition or inconsistency in the Act.
- (b) The Association shall provide to Australian Canoeing a copy of its Constitution and all amendments to the Constitution. The Association acknowledges and agrees that Australian Canoeing has the power to veto any provision in the Constitution which, in Australian Canoeing's reasonable opinion, is contrary to the objects of Australian Canoeing.

5.6 Register of Members

The Association shall maintain, in a form and with such details as are acceptable to Australian Canoeing, 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 Australian Canoeing, and shall provide prompt and regular updates of that register to Australian Canoeing when requested.

6. AFFILIATED CLUB CONSTITUTIONS

6.1 Compliance of Affiliated Clubs

The Affiliated Clubs acknowledge and agree that each of them shall:

- (a) be incorporated in **South Australia**;
- (b) elect or appoint 1 Delegate to represent it at General Meetings of the Association;
- (b) provide the Association with copies of its audited accounts, annual report and other associated documents within 30 days of such request by the Association;
- (c) recognise the Association as the state peak body for the sport of canoeing in **South Australia** and Australian Canoeing as the national peak body for the sport of canoeing in Australia;
- (d) generally, have regard to the objects of the Association, and in particular the object to create a single uniform entity for the conduct, promotion, encouragement and administration of the sport of canoeing, in any matters of the Affiliated Club pertaining to the sport of canoeing; and
- (e) abide by this Constitution and the Australian Canoeing Constitution.

6.2 Constitution of the Affiliate

- (a) The constituent documents of an Affiliated Club shall clearly reflect the objects of the Association and will conform with this Constitution, subject to any requirements in the Act, and at least to the extent of:
 - (i) the objects of the Association;
 - (ii) the structure and membership categories of the Association;
 - (iii) recognising the Association as the state peak body for the sport of canoeing in **South Australia** and Australian Canoeing as the national peak body for the sport of canoeing in Australia;
 - (iv) recognising the Association as the final arbiter on matters pertaining to the sport of canoeing in **South Australia**, including disciplinary proceedings and Australian Canoeing as the final arbiter on matters pertaining to the sport of canoeing in Australia, including disciplinary proceedings;

- (v) such other matters as are required to give full effect to the Association's Constitution;

with such incidental variations as are necessary having regard to the Act.

- (b) Affiliated Clubs shall take all steps necessary to ensure its constituent documents are in conformity with the Association's Constitution at least to the extent set out in **Rule 6.2(a)** and shall ensure its documents are amended in conformity with future amendments made to the Association's Constitution, subject to any prohibition or inconsistency in the Act.
- (c) Upon request, the Affiliated Clubs shall provide to the Association a copy of its constituent documents and all amendments to these documents. The Affiliated Clubs 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 Association or Australian Canoeing.

6.3 Availability of Affiliated Club Constitution

The constituent documents of each Affiliated Club shall, at the earliest available opportunity, but within two years of the commencement of this Constitution, recognise the Association as the state peak body for the sport of canoeing in **South Australia** and Australian Canoeing as the national peak body for the sport of canoeing in Australia, and their respective objects.

6.4 Affiliated Club Register

Each Affiliated Club shall maintain, in a form and with such details as are acceptable to the Association, a register of all Individual Members of the Affiliated Club. Each Affiliated Club shall provide a copy of the register at a time and in a form acceptable to the Association, and shall provide prompt and regular updates of the register to the Association when requested by the Association.

PART III – MEMBERSHIP

7. MEMBERS

7.1 Category of Members

The Members of the Association shall consist of:

- (a) Affiliated Clubs, who subject to this Constitution, shall be represented by their Delegate who shall have the right to attend and debate but have no right to vote at General Meetings for and on behalf of the Affiliated Club;
- (b) Life Members, who subject to this Constitution, may attend, debate and vote at General Meetings.
- (c) Individual Members, who subject to this Constitution, may attend, debate and vote at General Meetings.
- (d) Registered Instructors and Guides who reside in **South Australia**, who subject to this Constitution, may attend General Meetings, but have no right to debate or vote at General Meetings;

- (e) such new categories of Members, created in accordance with **Rule 7.2** below.

7.2 Creation of New Categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights.

7.3 Life Members

- (a) Any member may nominate a person who has rendered distinguished or special service to the sport of canoeing at the state level, for life membership. The nomination must be on the prescribed form (if any) and must be submitted to the Executive Officer..
- (b) The Board must approve any nominations prior to their consideration at an Annual General Meeting.
- (c) The nomination for Life Member shall be considered at the Annual General Meeting. A resolution of the Annual General Meeting to confer life membership must be passed by Special Resolution. The vote on such resolution will be taken by secret ballot.
- (d) Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.

8. AFFILIATED CLUBS AND INDIVIDUAL MEMBERS

8.1 Affiliated Clubs

To be eligible for membership, an Affiliated Club must be incorporated in South Australia. or in the process of incorporation, which process shall be complete within 2 years of applying for membership under this Constitution.

- (b) For such time as an Affiliated Club is not incorporated, the secretary of any such unincorporated Affiliated Club shall be deemed to be the Member (on behalf of the unincorporated Affiliated Club), and shall be entitled to exercise the same voting and other rights and have the same obligations and shall follow such procedures on behalf of the unincorporated Affiliated Club as incorporated Affiliated Clubs, to the extent that this is possible.
- (c) Any dispute or uncertainty as to the application of this Constitution to an unincorporated Affiliated Club shall be resolved by the Board in its sole discretion.
- (d) Failure to incorporate within the period stated in **Rule 8.1(a)** shall result in the expulsion of the secretary (acting on behalf of the unincorporated Affiliated Club) from membership. The unincorporated club shall not be entitled to re-apply for membership until such time as it is incorporated.

8.2 Application for Membership

An application for membership by an organisation or individual (if applicable) must be:

- (a) in writing on the form prescribed from time to time by the Board, from the applicant or its nominated representative and lodged with the Association;
- (b) in the case of an application for Affiliated Club membership, accompanied by a copy of the applicant's constitution (which must be acceptable to the Association and be substantially in conformity with this Constitution) and register of members; and
- (c) accompanied by the appropriate fee, if any.

8.3 Discretion to Accept or Reject Application

- (a) The Association may accept or reject an application and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Association accepts an application, the applicant shall become a Member. Membership of the Association 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 the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

8.4 Membership Renewal

- (a) Affiliated Clubs and Individual Members (if applicable) must reapply for membership with the Association in accordance with the procedures set down by the Association in By-Laws from time to time.
- (b) Upon request by the Association, an Affiliated Club must lodge with the Association an updated copy of its constitution (including all amendments) and 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 in conformity with amendments made to this Constitution and the Australian Canoeing Constitution.

8.5 Deeming Provisions

- (a) All persons who were individual members or club members (howsoever described) of the Association prior to the time of approval of this Constitution under the Act, shall be deemed Individual Members or Affiliated Clubs from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.
- (b) The Affiliated Clubs shall, whenever requested by the Association, provide to the Association, such details of Individual Members as are required by the Association under this Constitution.

8.6 Membership with Australian Canoeing

In order to remain members of Australian Canoeing, Individual Members and Affiliated Clubs must:

- (a) renew their membership with the Association in accordance with **Rule 8.4**;
- (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 by Australian Canoeing from time to time (if any) to Australian Canoeing through the Association.

9. SUBSCRIPTIONS AND FEES

9.1 The annual membership subscription (if any), fees and any levies payable by Members (or any category of members) to the Association, the basis of, the time for and manner of payment shall be as determined by the Board from time to time.

9.2 Any Member which or who has not paid all monies due and payable by that Member to the Association shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion. In the meantime, the Member shall have no automatic right to resign from the Association, and shall be dealt with in the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.

10. REGISTER OF MEMBERS

10.1 Executive Officer to Keep Register

The Executive Officer shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time.

10.2 Inspection of Register

Having regard to confidentiality considerations, an extract of the register, excluding the address of any Delegate, Life Member, Individual Member, Registered Instructor and Guide or Director shall be available for inspection (but not copying) by Members, upon reasonable request.

11. 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 By-Laws;
- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;

- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
- (d) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and the sport of canoeing;
- (e) this Constitution and By-Laws are necessary and reasonable for promoting the objects of the Association and particularly the advancement and protection of the sport of canoeing; and
- (f) they are entitled to all benefits, advantages, privileges and services of Association membership.

12. DISCONTINUANCE OF MEMBERSHIP

12.1 Notice of Resignation

Subject to this Constitution any Member which has paid all monies due and payable to the Association and has no other liability (contingent or otherwise) to the Association may resign from the Association by giving 1 months notice in writing to the Association of such intention to withdraw or resign and upon the expiration of that period of notice, the Member shall cease to be a Member. A Life Member who has paid all monies due and payable to the Association may resign by notice in writing with immediate effect.

12.2 Expiration of Notice Period

Subject to **Rule 12.5** upon the expiration of any notice period applicable under **Rule 12.1** an entry, recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the register.

12.3 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property 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.

12.4 Membership may be Reinstated

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Board, on application in accordance with this Constitution and otherwise on such conditions as it sees fit.

12.5 Cessation of Membership

Where an Affiliated Club ceases to be a Member in accordance with this Constitution or the Act, the Individual Members of that Affiliated Club may cease or remain Members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board.

13. DISCIPLINE OF MEMBERS

13.1 Disciplinary Action

Where the Board is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association and/or the sport of canoeing; or
- (c) brought the Association or the sport of canoeing into disrepute;

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Association set out in the By-Laws.

PART IV - GENERAL MEETINGS

14. DELEGATES

14.1 Appointment of Delegates

Each Affiliated Club shall appoint 1 Delegate for such term as is deemed appropriate by the Affiliated Club. A Delegate must:

- (a) be an Individual Member;
- (b) be appropriately empowered by the appointing Affiliated Club to consider and debate at General Meetings;
- (c) not be a Director.

14.2 Affiliated Club to Advise

Each Affiliated Club shall, at least 48 hours prior to any General Meeting, advise the Executive Officer of its appointed Delegate.

15. GENERAL MEETINGS

15.1 An Annual General Meeting of the Association shall be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Board.

15.2 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

16. NOTICE OF GENERAL MEETING

16.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to Affiliated Clubs and Individual members at the address appearing in the register kept by the Association. No other person shall be entitled to receive notices of General Meetings.

- (b) Notice of General Meeting shall be given at least twenty one (21) days prior to the General Meeting and shall specify the place, day, and hour of the General Meeting.
- (c) The final agenda for the General Meeting stating the business to be transacted at the General Meeting shall be made available at the Canoe South Australia office not less than ten (10) days prior to the General Meeting, together with any notices of motion received from members.

16.2 Entitlement to Attend General Meeting

Notwithstanding any other Rule, no Member shall be represented at, or take part in a General Meeting, unless all monies (set in accordance with **Rule 9**) then due and payable to the Association are paid.

17. BUSINESS

17.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Board (including in relation to the activities of the Association during the last preceding Financial Year) and auditors and the election of Directors and Life Members.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in **Rule 17.1(a)** shall be special business. "Special business" is business of which a notice of motion has been submitted in accordance with **Rule 18**.

17.2 Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

18. NOTICES OF MOTION

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing (in the required form) to the Executive Officer not less than fourteen (14) days (excluding receiving date and meeting date) prior to the General Meeting.

19. SPECIAL GENERAL MEETINGS

19.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association and, where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

19.2 Requisition of Special General Meetings

- (a) The Board shall on the requisition in writing of at least twenty (20) individual members convene a Special General Meeting

- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the abovementioned members making the requisition and be sent to the Association by registered post. The requisition may consist of several documents in a like form, each signed by 1 or more of the members making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within 3 months after the date on which the requisition is sent to the Association, the members making the requisition, may convene a Special General Meeting to be held not later than 3 months after that date.
- (d) A Special General Meeting convened by members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

20. PROCEEDINGS AT GENERAL MEETINGS

20.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall be ten members.

20.2 Chair of Board Preside

The Chair of the Board shall, subject to this Constitution, preside as Chair at every General Meeting of the Association. If the Chair is not present, or is unwilling or unable to preside, the Directors shall choose one of their number present who shall, subject to this Constitution, preside as chair for that meeting only.

20.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the Chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (b) The Chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Rule 20.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

20.4 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall 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:

- (a) by the Chair; or
- (b) by the majority of Members.

20.5 Recording of Determinations

Unless a poll is demanded under **Rule 20.4**, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

20.6 Where Poll Demanded

If a poll is duly demanded under **Rule 20.4** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

20.7 Resolutions at General Meetings

Except where a Special Resolution is required, all questions at General Meetings shall be determined by the majority of votes (as set out in **Rule 21**). Except as otherwise provided in this Constitution, in the case of an equality of votes on a question at a General Meeting, the Chair is entitled to a casting vote.

20.8 Minutes

The Executive Officer, or other person as nominated by the Chair of the Board, shall keep minutes of the resolutions and proceedings of each General Meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

21. VOTING AT GENERAL MEETINGS

Each member, in attendance, aged 18 years or older, shall subject to this Constitution, be entitled to 1 vote at General Meetings. No other Member shall be entitled to vote, but shall subject to this Constitution have, and be entitled to exercise, those rights set out in **Rule 7.1**.

22. PROXY AND POSTAL VOTING

22.1 Proxy Voting Not Permitted

Proxy voting shall NOT be permitted at General Meetings.

22.2 Postal Ballot

Should an issue arise between General Meetings which requires a decision or ratification by members the Board may call a postal vote in such manner as it considers necessary.

PART V - THE BOARD

23. EXISTING BOARD MEMBERS

23.1 Upon approval of this Constitution under the Act, the current board members of the Association shall determine which five (5) board members will hold the Interested Director positions on the Board as set out in **Rule 25.1(a)** and **(b)** until the next Annual General Meeting following the approval of this Constitution. At the next Annual General Meeting following the approval of this Constitution, the President and 2 of the Interested Directors shall be elected until the conclusion of the second Annual General Meeting following and 3 of the Interested Directors shall be elected until the conclusion of the next Annual General Meeting following, to allow for alternative elections of Interested Directors.

24. POWERS OF THE BOARD

Subject to the Act and this Constitution the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board. In particular, the Board as the controlling authority of the Association shall be responsible for acting on all state issues in accordance with the objects of the Association and shall operate for the collective and mutual benefit of the Association and the sports of canoeing throughout South Australia and shall:

- (a) govern the sport of canoeing in South Australia in accordance with the objects of the Association;
- (b) determine major strategic directions of the Association;
- (c) review the Association's performance in achieving its pre-determined aims, objectives and policies; and
- (d) manage state responsibilities.

25. COMPOSITION OF THE BOARD

25.1 Board Composition

The Board shall comprise:

- (a) the President (an Interested Director) elected by the members ;
- (b) five (5) Interested Directors elected by the members in accordance with Rule 26; (c) not more than two (2) Independent Directors who may be appointed in accordance with **Rule 27**.

25.2 Chair of Board

The position of Chair shall be appointed by the Board from amongst the Interested Directors as soon as practicable after each Annual General Meeting. The appointee will hold the position until the conclusion of the next Annual General Meeting following their appointment. The Chair may not necessarily be the President. An Interested Director may be re-appointed as Chair.

26. ELECTION OF INTERESTED DIRECTORS

26.1 Qualifications for Interested Directors

- (a) Nominees for Interested Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in the By-Laws.
- (b) Nominees for Interested Director positions on the Board must declare any position they hold in an Affiliated Club, including as an office bearer, director or a paid appointee.

26.2 Elections of Interested Directors

- (a) The Executive Officer shall call for nominations no more than sixty (60) days and no less than 28 days before the date of the Annual General Meeting. All Affiliated Clubs shall be notified of the call for nominations.
- (b) Nominations for Interested Directors must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) signed by the nominator (who must be a Member); and
 - (iv) certified by the nominee (who must be a Member) expressing his or her willingness to accept the position for which he or she is nominated.
- (c) Nominations must be received by the Executive Officer at least fourteen (14) days prior to the Annual General Meeting.
- (d) 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 only be elected if they are elected by the Members by secret ballot in such usual and proper manner as the Chair directs. If the nominees are not elected or if there are vacancies to be filled, further nominations shall be called for at the Annual General Meeting from the floor.
- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the Chair directs.
- (f) The voting shall be conducted by exhaustive ballot, the procedure for which will be detailed in By-Laws.

26.3 Term of Appointment

- (a) Interested Directors shall be elected in accordance with this Constitution for a term of 2 years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) The President and 2 Interested Directors shall be elected in each year of odd number and 3 Interested Director shall be elected, in each year of even number.
- (c) Should any adjustment to the term of Interested Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Elections to subsequent Boards shall then proceed in accordance with the procedures in this Constitution with approximately half the Board retiring each year.

27. APPOINTMENT OF INDEPENDENT DIRECTORS

27.1 Appointment of Independent Directors

The Interested Directors may appoint 2 Independent Directors.

27.2 Qualifications for Independent Directors

The Independent Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills, which compliment the Board composition, but need not have experience in or exposure to the sport of canoeing. They do not need to be Members of the Association.

27.3 Term of Appointment

- (a) Independent Directors may be appointed by the Interested Directors in accordance with this Constitution for a term of 2 years, which shall commence six weeks after the Annual General Meeting until six weeks after the conclusion of the second Annual General Meeting following.
- (b) One (1) Independent Director may be appointed in each year of odd number and 1 Independent Director may be appointed, in each year of even number.
- (c) Should any adjustment to the term of Independent Directors appointed under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. Appointments to subsequent Boards shall then proceed in accordance with the procedures in this Constitution with approximately half the Board retiring each year.

28. VACANCIES OF BOARD MEMBERS

28.1 Grounds for Termination of Director

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office in writing to the Association;
- (e) is absent without the consent of the Board from 2 consecutive meetings of the Board;
- (f) holds any office of employment of the Association that is deemed by the Board to be in conflict;
- (g) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under the Association;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (i) is removed from office by Special Resolution under **Rule 28.2**; or
- (j) would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act.

28.2 Removal of a Director

- (a) The Association in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled in accordance with the procedure set out in **Rule 28.3**.
- (b) Where the Director to whom a proposed resolution referred to in **Rule 28.2(a)** makes representations in writing to the Executive Officer and requests that such representations be notified to the Members, the Executive Officer may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

28.3 Casual Vacancies

- (a) A vacancy in the position of President shall be filled by the Members by way of postal vote. Any other Interested Director casual vacancy shall be filled by the Directors until the next Annual General Meeting of the Association. If the term of the Director has not expired, the Members shall fill the vacancy for the remainder of the Directors term.
- (b) Any Independent Director casual vacancy may be filled by the remaining Directors from among appropriately qualified persons, for the remainder of the Director's term.

28.4 Remaining Directors May Act

In the event of a casual vacancy or vacancies in the office of a Director, 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 Directors to a number sufficient to constitute such a quorum.

29. MEETINGS OF THE BOARD

29.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. The Executive Officer shall, on the requisition of 2 Directors, convene a meeting of the Board within a reasonable time.

29.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Board. All Directors shall have 1 vote on any question. The Chair shall also have a casting vote where voting is equal.

29.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex, electronic mail or other form of visible or other electronic communication by all the Directors 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 by 1 or more of the Directors.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where 1 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 and such notice specifies that Directors are not required to be present in person;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, 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 condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;

- (iv) any meeting held where 1 or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chair is located.

29.4 Quorum

At meetings of the Board the number of Directors whose presence (or participation under **Rule 29.3**) is required to constitute a quorum is the majority of the Directors but shall be a minimum of four (4) Directors.

29.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days' oral or written notice of the meeting of the Board shall be given to each Director by the Executive Officer. The agenda shall be forwarded to each Director not less than 3 days prior to such meeting.

29.6 Validity of Board Decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

29.7 Chair of Board Meeting

The Chair appointed under **Rule 25.2** shall preside at every meeting of the Board, If the Chair is not present, or is unwilling or unable to preside, the Directors shall choose one of their number to preside as chair for that meeting only.

30. CONFLICTS

30.1 Directors' Interests

A Director is disqualified by holding any place of profit or position of employment in the Association, any Affiliated Club or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be voided for such reason.

30.2 Conflict of Interest

A Director shall declare his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) other financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

30.3 Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

30.4 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **Rule 30.3** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

30.5 Recording Disclosures

It is the duty of the Executive Officer to record in the minutes any declaration made or any general notice given by a Director in accordance with **Rule 30.3 and 30.4**.

31. EXECUTIVE OFFICER

31.1 Appointment of Executive Officer

- (a) The Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit. The Executive Officer, shall be entitled to notice of, attend and participate in debate at, all meetings of the Board, but shall have no entitlement to vote.
- (b) If an Executive Officer is not appointed by the Board, the Board shall appoint a member of the Board to fulfil the obligations of the Executive Officer under this Constitution.

31.2 Executive Officer to Act as Secretary

The Executive Officer shall act as and carry out the duties of secretary (and unless prohibited by law), public officer of the Association and shall administer and manage the Association in accordance with this Constitution.

31.3 Specific Duties

The Executive Officer shall:

- (a) as far as practicable attend all Board meetings and General Meetings;

- (b) prepare the agenda for all Board meetings and all General Meetings;
- (c) record and prepare minutes of the proceedings of all meetings of the Board and the Association; and
- (d) regularly report on the activities of, and issues relating to, the Association.

31.4 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws and any directive of the Board, the Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association.

31.5 Executive Officer may Employ

The Executive Officer, in consultation with the Board, may employ such office personnel as are deemed necessary from time to time and such appointments shall be for such period and on such conditions as the Executive Officer and the Board determine.

PART VI - MISCELLANEOUS

32. STRATEGIC FORUM OF ASSOCIATION

32.1 Annual Strategic Forum

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

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

32.2 Attendees at Strategic Forum

The following persons shall be invited to attend the annual strategic forum of the Association:

- (a) Affiliated Club Delegate or representative;
- (b) Technical Committee chair or representative;
- (c) Directors;
- (d) Chief Executive Officer of Australian Canoeing or representative.

33. DELEGATIONS

33.1 Board may Delegate Functions to Committees

The Board may by instrument in writing create or establish or appoint from among its own members, the Members, or otherwise, committees to carry out such duties and functions, and with such powers, as the Board determines.

33.2 Delegation by Instrument

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

- (a) this power of delegation; and
- (b) a function imposed on the Board by the Act or any other law, or this Constitution.

33.3 Technical Committees

- (a) The Board shall establish the following technical committees ("Technical Committees") under this power of delegation:
 - (i) Education;
 - (ii) Canoe Polo;
 - (iii) Marathon Racing;
 - (iv) Flatwater Racing;

 - (v) Recreation.

- (b) The following procedure shall apply in relation to the appointment of members of the Technical Committee:
- (i) The Board shall call for nominations for members of the Technical Committees from Members.
 - (ii) Nominations shall be called for the position of Chair and general committee members.
 - (iii) The Board is to appoint the Chair, and the other members of the Technical Committee after considering the recommendation of the Chair.
 - (iv) If insufficient nominations are received from the Members or the nominations are considered inappropriate by the Board, the Board shall appoint the positions on the Technical Committee in its discretion.

33.4 Delegated Function Exercised in Accordance With Terms

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

33.5 Procedure of Delegated Entity

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **Rule 29**. The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.
- (b) A Director or the Executive Officer shall be ex-officio members of any committee so appointed.
- (c) Within 7 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Executive Officer.

33.6 Delegation may be Conditional

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

33.7 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such committee under this Rule where such decision is contrary to this Constitution, the By-Laws, the Act, the objects of the Association or the committee's delegation.

34. BY-LAWS

34.1 Board to Formulate By-Laws

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies ("By-Laws") for the proper advancement, management and administration of the Association, the advancement of the objects of the Association and the sport of canoeing as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution.

34.2 By-Laws Binding

All By-Laws made under this Rule shall be binding on the Association and Members.

34.3 By-Laws Deemed Applicable

All by-laws, regulations and policies of the Association in force at the date of the approval of this Constitution under the Act insofar as such by-laws, regulations and policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this Rule.

34.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Affiliated Clubs by means of notices approved by the Board and prepared and issued by the Executive Officer. Affiliated Clubs shall be obliged to draw such notices to the attention of their respective Members. Notices are binding upon all Members.

35. RECORDS AND ACCOUNTS

35.1 Executive Officer to Keep Records

The Executive Officer shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board meeting or General Meeting.

35.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Executive Officer.

35.3 Association to Retain Records

The Association shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

35.4 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of the Association in accordance with the Act.

35.5 Negotiable Instruments

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by 2 persons (of a maximum of five) appointed in writing by the Board.

36. AUDITOR

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted accounting principles and/or any applicable codes of conduct.

37. NOTICE

37.1 Manner of Notice

- (a) Notices may be given by the Executive Officer to any Member by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address, facsimile number 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 and posting the notice. Service of the notice is deemed to have been effected 2 days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected 24 hours after the email is sent unless a delivery failure notice is received by the association within 24 hours of the email being sent.

37.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.

37.3 Notice to Individual Members

Notice to Individual Members (where appropriate or required) shall be deemed given by notice being given in accordance with this Constitution to the Individual Member.

38. SEAL

38.1 Safe Custody of Seal

The Executive Officer shall provide for safe custody of the Seal.

38.2 Affixing Seal

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by 2 Directors or a Director and the Executive Officer.

38.3 Director's Interest

A Director may not sign a document to which the seal of the Association is fixed where the Director is interested in the contract or arrangement to which the document relates.

39. ALTERATION OF CONSTITUTION

39.1 This Constitution shall not be altered except by Special Resolution.

39.2 In addition, there shall be no alteration or amendment to **Rules 41** or **42** without the consent of the relevant Minister or other authority under the Act.

40. INDEMNITY**40.1 Directors to be Indemnified**

Every Director, auditor, manager, employee or agent of the Association shall be indemnified to the extent provided under the directors and officers insurance policy of the Association (if any) against any liability incurred by him/her in his/her capacity as Director, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him/her by the Court.

40.2 Association to Indemnify

The Association shall indemnify its Directors and employees to the extent provided under the directors and officers insurance policy of the Association (if any) against all damages and costs (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:

- (a) in the case of a Director performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his/her employment by the Association.

41. WINDING UP

41.1 Winding Up of the Association

Subject to this **Rule 41**, the Association may be wound up in accordance with the provisions of the Act.

41.2 Liability of Members

The liability of the Members of the Association is limited.

41.3 Members' Contributions

Every Member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while a Member, or within 1 year after ceasing to be a Member for payment of the debts and liabilities of the Association contracted before the time at which he or she ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

41.4 Distribution of Property on Winding Up

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 amongst the Members of the Association but shall be given or transferred to some body or bodies having objects similar to the objects of the Association and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by this Constitution and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such body or bodies to be determined by the Members of the Association at or before the time of dissolution, and in default thereof by such judge of the relevant Supreme Court or such other court as may have or acquire jurisdiction in the matter.

42. AUTHORITY TO TRADE

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

43. SOURCE OF FUNDS

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

44. APPLICATION OF INCOME

44.1 Income and Property Applied to Objects

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in this Constitution.

44.2 No Income to Members

Except as prescribed in this Constitution:

- (a) 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; and
- (b) 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.

44.3 Payments in Good Faith

Nothing contained in **Rule 44.2** shall prevent payment in good faith of or to any Member for:

- (a) any services actually rendered to the Association whether as an employee or otherwise;
- (b) goods supplied to the Association in the ordinary and usual course of operation;
- (c) interest on money borrowed from any Member;
- (d) rent for premises demised or let by any Member to the Association;
- (e) any out-of-pocket expenses incurred by the Member on behalf of the Association; or
- (f) any other reason;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.