

West Lakes Paddle Sports Incorporated

Constitution

Annexure: A
West Lakes Canoe Club Constitution
and Name Change.
Adopted at the Special General Meeting
on 15th August 2021.
WLCC Incorporation No: A6333

This is annexure marked 'A' referred to in the statutory declaration

of West Lakes Paddle Sports Incorporated

Made on the18th.....day of.....August2021

Before me

Justice of the Peace

TABLE OF CONTENTS

1. NAME OF CLUB	4
2. DEFINITIONS AND INTERPRETATION	4
3 OBJECTS OF THE CLUB.....	6
4. POWERS OF THE CLUB.....	6
5. MEMBERS	6
6. MEETINGS OF MEMBERS.....	10
7. MANAGEMENT	12
8. RECORDS AND ACCOUNTS.....	18
9. ADMINISTRATION	19

1. NAME OF CLUB

The name of the club is West Lakes Paddle Sports Incorporated (**Club**).

2. DEFINITIONS AND INTERPRETATION

Definitions

In this constitution, unless the contrary intention appears:

- **'Act'** means the *Associations Incorporation Act 1985 (SA)*.
- 'Address for notices' means either email, letter or notice in the newspaper, as determined by the committee to ensure all members receive the notice.
- **'Committee'** means the Management Committee who are entrusted to manage the Club's affairs.
- **'Community'** means the Paddling Community in its broadest sense
- **'Constituent Documents'** means the alignment of constitution objectives and aims with Paddle Australia.
- **'Constitution'** means this constitution of the "Club".
- **'Delegate'** means the person appointed by the Committee to represent the "Club" on the Paddle SA board.
- **'Database'** means the system used by the NSO to store club records, particularly around membership
- **'Financial year'** means the time period in which the financial accounts are prepared. The Regulations detail the current financial year.
- **'Meetings'**: There are three meetings allowing Members to have the opportunity to express opinions and vote on various matters as listed under Clause 6:
 - a) **'General Meetings'** of the Club may be held on a regular basis (e.g. monthly) to communicate to members what is happening within the Club.
 - b) **'Annual General Meeting'** is held once per year to receive financial accounts and elect the Committee.
 - c) **'Special General Meeting'** are special meetings that are convened by Members or the Committee to discuss extraordinary issues.
- **'Intellectual Property'** means all rights or goodwill subsisting in copyright, business names, names, trademarks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Club or any event, competition or activity of or conducted, promoted or administered by the Club.
- **'Local Area'** means activities relating to 'Paddling' by the club members at West Lakes.
- **'Member'** means a financial member of the Club for the time being under clause 5.
 - **'Family Member'** means a minimum family of three (3) members which includes senior and junior members.
 - **'Come and Try member'** means a person who over a period of time attends Come and Try sessions. This membership is only available as a once off. After this they must become a Junior or Senior club member and pay the club membership fees and insurance at Paddle Australia.
 - **'Volunteer Member'** means a NSO registered non-paddling member providing volunteer support at the club.
- **'NSO'** means National Sporting Association referring to "Paddle Australia".
- **'Paddling'** means all activities of paddle sports including Kayak, Canoe, Stand Up Paddleboards (SUPs), Outrigger Canoes, and any other paddle sports in a recreational or competitive way.

- **‘Register’** of club records means a list of details that may be stored in either an electronic form or in a manual handbook
- **Registration’** means the process of entering your details onto the NSO data base.
- **‘SSO’** means State Sport Association referring to Paddle SA.
- **‘Objects’** means the objects of the club in **clause 3**.
- **‘Special resolution’** means a special resolution defined in the Act.
- **‘Sport’** means Paddling as per the definition above.

Interpretation

In this constitution:

- A reference to a function includes a reference to a power, authority and duty.
- 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.
- Words importing the singular include the plural and vice versa.
- Words importing any gender include the other genders.
- References to persons include corporations and bodies politic.
- References to a person include the legal personal representatives, successors and permitted assigns of that person.
- 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).
- 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.

Severance

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

The Act

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

3. OBJECTS OF THE CLUB

- 3.1 The club is established solely for the objects. The objects of the club are established to:
- (a) Promote competitive and recreational paddling across metropolitan Adelaide
 - (b) Act, at all times, on behalf of and in the interest of the members and Paddling,
 - (c) Pursue high standards of safety, education and training in all aspects of the sport of paddling,
 - (d) Encourage and support members seeking selection in state and national teams and training squads,
 - (e) Promote Paddling values and implications on paddling in recreational and natural resource planning and management,
 - (f) Affiliate and otherwise liaise with the state organisations of which the club is a member and adopt their rule and policy frameworks to further these objects,
 - (g) Abide by, promulgate, enforce and secure uniformity in the application of the rules of Paddling,
 - (h) Have regard to the public interest in its operations,
 - (i) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

4. POWERS OF THE CLUB

The association shall have all powers conferred by section 25 of the Act.

5. MEMBERS

5.1 Members of the club shall consist of:

- (a) Junior members mean a financial member of the club who is under 18 years of age, who subject to this constitution, shall have the right to receive notice of general meetings the right to be present but not to debate or vote at general meetings
- (b) Senior members mean a financial member of the club who is over 18 years of age, who subject to this constitution, shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings.
- (c) Concession members mean a financial member of the club who is over 18 years of age, who subject to this constitution, shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings.
- (d) Life members who subject to this constitution, shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings.
- (e) Come and Try members, who subject to this constitution, shall not have the right to receive notice of general meetings, be present, debate or vote at general meetings.
- (f) Volunteer members mean a financial non-paddling member providing volunteer support at the club, who subject to this constitution, shall have the right to receive notice of general meetings and to be present but not to debate or vote at general meetings.

5.2 Life Members

- (a) Any person of at least ten (10) years membership, and over the age of 18 years old who has rendered exceptional service to the Club and meets the criteria as approved by the Committee may be nominated for life membership.
- (b) The Committee will have the authority to award Life membership where a simple majority of the Committee deem it appropriate in accordance with the Life Membership Policy. Members so approved will be awarded at the annual general meeting.
- (c) Family members, other than the life member linked to a Life Member will not be regarded as life members.

5.3 Application for Membership

An application for membership must be:

- (a) Completed-via the NSO's web-based database, and
- (b) the appropriate fee paid, if any.

5.4 Discretion to Accept or Reject Application

- (a) The club may accept or reject an application whether the applicant has complied with the requirements in **clause 5.3** or not. The club shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the club accepts an application, the applicant shall become a member. Membership shall be deemed to commence upon acceptance of the application by the club. The register shall be amended accordingly as soon as practicable.
- (c) Where the club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the club.

5.5 Renewal

All Members (including Life members) must renew their membership online every season in accordance with the procedures set down by the club in regulations from time to time.

5.6 Deemed Membership

- (a) All persons who are, prior to the approval of this constitution under the Act, members of the club shall be deemed members from the time of approval of this constitution under the Act.
- (b) Any members of the club, prior to approval of this constitution under the Act, who are not deemed members under **clause 5.6(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this constitution.

5.7 Club to Keep Register

The club shall keep and maintain a register using the NSO database in which shall be entered (as a minimum):

- (a) the full name, address and date of entry of each member.
- (b) where applicable, the date of termination of membership of any member.

Members must update their contact information on the NSO database within one month.

5.8 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register excluding the address or other direct contact details of any member, shall be available for inspection (but not copying) by members, upon reasonable request.

5.9 Use of Register

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

5.10 Effect of Membership

Members acknowledge and agree that:

- (a) This Constitution forms a contract between each of them and the club and that they are bound by this Constitution and the regulations.
- (b) They shall comply with and observe this Constitution and the regulations and any determination, resolution or policy, which may be made or passed by the Committee or other entity with delegated authority.
- (c) By submitting to this Constitution and regulations, they are subject to the jurisdiction of the Club, SSO and NSO.

- (d) The constitution and regulations are necessary and reasonable for promoting the objects and particularly the advancement and protection of Paddling.
- (e) They are entitled to all benefits, advantages, privileges and services of Club membership.

5.11 Notice of Resignation

- (a) A member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving one month's notice in writing to the Club.
- (b) Once the Club receives a notice of resignation of membership given under **clause 5.11(a)**, it must make an entry in the register that records the date on which the member ceased to be a member.

5.12 Discontinuance for Breach

- (a) Membership of the Club may be discontinued by the Committee upon breach of any clause of this constitution or the regulations, including, but not limited to, the failure to pay any monies owed to the Club, failure to comply with the regulations or any resolutions or determinations made or passed by the Committee or any duly authorised Committee.
- (b) Membership shall not be discontinued by the Committee under **clause 5.12(a)** without the Committee first giving the accused member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a member fails, in the Committee's view, to adequately explain the breach, that member's membership shall be discontinued under **clause 5.12(a)** by the Club giving written notice of the discontinuance to the member. The Register shall be amended to reflect any discontinuance of membership under this **clause 5.12** as soon as practicable.

5.13 Member to Re-Apply

A member whose membership has been discontinued under **clauses 5.11 or 5.12**:

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

5.14 Forfeiture of Rights

A member who ceases to be a member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including intellectual property. Any Club documents, records or other property in the possession, custody or control of that member shall be returned to the Club immediately.

5.15 Membership May be Reinstated

Membership, which has been discontinued under this **clause 5**, may be reinstated at the discretion of the Committee, with such conditions as it deems appropriate.

5.16 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued member may be refunded as per the regulations.

5.17 Discipline

The Committee may commence or cause to be commenced disciplinary proceedings against a member who has allegedly:

- (a) Breached, failed, refused or neglected to comply with a provision of this constitution, the regulations or any resolution or determination of the Committee or any duly authorised Committee
- (b) Acted in a manner unbecoming of a member, or prejudicial to the purposes and interests of the Club and/or Paddling
- (c) Brought the Club, any other member or Paddling into disrepute.

That member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Club set out in the regulations.

The Committee may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such Judiciary Committee shall operate in accordance with the procedures expressed in the regulations but is subject always to the Act.

5.18 Grievance Procedure

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a member and:
 - (i) Another member
 - (ii) The Club.

The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.

- (b) If the dispute is not resolved parties must seek assistance from the Chairperson or an independent third person agreed by the parties.
- (c) The Committee may prescribe additional grievance procedures in regulations consistent with this **clause 5.18**.

5.19 Subscriptions and Fees

- (a) The Committee may:
 - (i) fix annual membership subscriptions;
 - (ii) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.
- (b) The Committee may fix subscriptions, fees or levies at different rates for different categories of membership and may determine that no subscriptions are payable by one or more of the categories for any year.
- (c) The Committee may also authorise payment of subscriptions, fees or levies by instalments for some or all of the categories of membership and it may prescribe different terms of instalments for different categories of membership.
- (d) On admission to membership, a new Member must pay the current full year's subscription unless the Committee agrees to accept payment in instalments or portions.
- (e) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members of the same category if the Committee is satisfied that there are special reasons to do so.

6. MEETINGS OF MEMBERS

- 6.1 The meetings that can be convened where Members have the opportunity to express opinions and vote on various matters are:
- (a) General Meetings of the Club that may be held on a regular basis.
 - (b) Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.
 - (c) Special General Meetings of the Club are special meetings that are convened by Individual or Life Members to discuss extraordinary issues.

6.2 Attendance at Meetings

Unless this Constitution expressly provides otherwise, members, the auditor and the Committee Members are entitled to attend Annual & Special Meetings but only those members detailed in Clause 5.1 are entitled to vote.

6.3 Notice of Meetings

- (a) Notice of every meeting shall be given to every member entitled to receive notice. Notices shall be sent to the email addresses appearing in the Club's register. The auditor when appointed shall also be entitled to receive notice of every general meeting. This will be sent to the auditor's last known address. No other person shall be entitled, as of right, to receive notices of general meetings.
- (b) A notice of a Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a Meeting must be given to those Members entitled to receive notice, together with:
 - (i) The agenda for the meeting;
 - (ii) Any notice of motion received from Members entitled to vote.
- (d) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution and the appointment of the auditors.
- (e) All business that is transacted at a Special Meeting or an Annual General Meeting, other than those matters referred to in clause 6.3(d) is special business. No business other than that stated on the notice for a Meeting may be transacted at that meeting.
- (f) Special or other business can be tabled without notice at a General Meeting.

6.4 Proceedings at Meetings

- (a) No business may be transacted at the Annual General or a Special General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for Annual General or Special General meetings of the Club shall be ten (10) members.
- (b) No business may be transacted at a General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for general meetings of the Club shall be **ten (10)** members.

6.5 Chairperson to Preside at Meetings

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

6.6 Adjournment of Meeting at Meetings

- (a) If within half an hour from the time appointed for the Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
 - (i) if the meeting was convened on the requisition of Members under clause 6.10, the meeting will lapse; and
 - (ii) in any other case, those Members present will constitute a quorum.
- (b) The Chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in clause 6.6(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

6.7 Voting Procedure at Meetings

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

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

Proxy voting shall not be permitted at any meetings

6.8 Recording of Determinations at Meetings

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

6.9 Voting at Meetings

- (a) Each Member in attendance, subject to this Constitution is entitled to one (1) vote at meetings.

6.10 Special General Meetings

- (a) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- (b) Requisition of Special General Meetings
 - (i) On the requisition in writing of not less than twenty (20) members (being Senior, Volunteer or Life members), the Committee must, within one month after the receipt of the requisition, and give notice as per Clause 9.6, convene a Special General Meeting for the purpose specified in the requisition.
 - (ii) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.

- (iii) If the Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
 - (iv) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.
- (c) Voting at a special general meeting requires seventy five percent (75%) of members present at the meeting and eligible to vote, to vote in the affirmative for a motion to be passed.

7. MANAGEMENT

The members of the administrative or governing body (by whatever name called) of the Club in office immediately prior to approval of this constitution under the Act shall continue in those positions until the next AGM following such adoption of this constitution, and thereafter the positions of Committee Members shall be filled, vacated and otherwise dealt with in accordance with this constitution.

7.1 Powers of The Committee

Subject to the Act and this constitution, the business of the Club shall be managed and the powers of the Club shall be exercised by the Committee. In particular, the Committee shall act in accordance with the objects and shall operate for the benefit of the members and the community-

7.2 Composition of the Committee

- (a) The Committee shall comprise:
 - (i) Not less than five (5) and up to seven (7) Elected members elected under clause 7.5; and
 - (ii) up to two (2) Appointed Committee Members appointed under clause 7.7.
- (b) Immediate family members can not hold the positions of Chair Person and Treasurer at the same time.

7.3 Nomination for Committee

Nominations for elected Committee Member positions shall be called for no more than thirty (30) days and no less than twenty-one (21) days prior to the AGM. The Committee shall determine qualifications and job descriptions from time to time.

7.4 Form of Nomination

Nominations must be either:

- (a) In writing on the prescribed form (if any) provided for that purpose, or
- (b) Nominated at the annual general meeting, and agreed to and certified by the nominees (who must be individual members) expressing their willingness to accept the position for which they are nominated.

7.5 Elections

- (a) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected only if approved by the majority of members present and entitled to vote.

- (b) If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of members under clause 7, the positions will be deemed casual vacancies under clause 7.8.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Committee.
- (d) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.

7.6 Term of Appointment for Elected Committee Members

- (a) Committee Members elected under **clause 7** shall be elected for a term of one year. Subject to provisions in this constitution relating to early retirement or removal of Committee Members, elected Committee Members shall remain in office from the conclusion of the AGM at which the election occurred until the conclusion of the next AGM following.
- (b) Following the adoption of this Constitution, no person who has served in the position of Chairperson or Treasurer for a period of four (4) consecutive full terms shall be eligible to hold either of those offices until the next annual general meeting following the date of conclusion of their last term.
- (c) A past President or Past Treasurer under Clause 7.6(b) may be considered for re-election in an elected Committee Member position that does not include President or Treasurer.
- (d) If the law requires the elected Committee Member to have a particular qualification or clearance (for example, police clearance), the elected Committee Members term will not begin until the qualification or clearance has been established.

7.7 Appointed Committee Members

The elected Committee Members may appoint up to two (2) appointed Committee Members.

(a) Qualifications for Appointed Committee Members

The appointed Committee Members may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Committee composition. They do not need to be individual members. Appointed Committee Members cannot also be a delegate.

(b) Term of Appointment

Appointed Committee Members may be appointed by the elected Committee under this constitution for a term of one (1) year, which shall commence from the first Committee meeting after the AGM until after the conclusion of the next AGM following.

7.8 Casual Vacancies

Any casual vacancy occurring in the position of Committee Member may be filled by the remaining Committee Members from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Committee Member's term under this constitution.

7.9 Grounds for Termination of Committee Member

In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the Committee Member:

- (a) dies
- (b) becomes bankrupt or makes any arrangement or composition with her 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 their office in writing to the Club

- (e) is absent without the consent of the Committee from meetings held during a period of six (6) months
- (f) holds any office of employment with the Club without the approval of the Committee
- (g) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest
- (h) in the opinion of the Committee (but subject always to this constitution):
- (i) has acted in a manner unbecoming or prejudicial to the objects and interests of the Club
 - (i) has brought the Club into disrepute
 - (ii) is removed by special resolution
- (j) would otherwise be prohibited from being a Committee Member of a corporation under the *Corporations Act 2001 (Cth.)*.

7.10 Committee May Act

In the event of a casual vacancy or vacancies in the office of a Committee Members, the remaining Committee Members may act. However, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum.

7.11 Committee to Meet

The Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to this constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A Committee Member may at any time convene a meeting of the Committee within reasonable time.

7.12 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution. Each Committee Member has one (1) vote on any question. The chair does not have a casting vote.

7.13 Circulatory Resolutions

- (a) A resolution in writing, signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed or assented to by one (1) or more of the Committee Members.
- (b) A resolution may not be passed under **clause 7.13(a)** if, before it is circulated for voting under **clause 7.13(a)** the Committee resolves that it can only be put at a meeting of the Committee.
- (c) A resolution passed under this clause must be recorded in the minutes of the Club.

7.14 Resolutions Not in Meeting

- (a) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one or more of the Committee Members 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 Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution. The notice will specify that Committee Members are not required to be present in person.

- (iii) If a failure in communications prevents clause 7.14(a)(i) from being satisfied by the number of Committee Members which constitutes a quorum (Clause 7.15) , and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until clause 7.14(a)(i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
- (iv) Any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Committee Member is there present. If no Committee Member is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

7.15 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is fifty percent (50%) of the elected Committee plus one (1) rounded up to the next whole person.

7.16 Notice of Committee Meetings

Unless all Committee Members agree to hold a meeting at a shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than fourteen (14) days written notice of the meeting of the Committee shall be given to each Committee Member. The agenda shall be forwarded to each Committee Member no less than four (4) days prior to the meeting.

7.17 Chairperson

The Committee shall appoint a Chairperson from among its number. The Chairperson shall be the nominal head of the Club and will act as Chair of any Committee meeting or general meeting at which he is present. If the Chairperson is not present, or is unwilling or unable to preside at a Committee meeting, the remaining Committee Members shall appoint another Committee Member to preside as chair for that meeting only.

7.18 Conflict of Interest

A Committee Member shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. They shall absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee Member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee Member to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter shall be adjourned or deferred.

7.19 Disclosure of Interests

- (a) The nature of the interest of a Committee Member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting of the Committee. If a Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member becomes interested.
- (b) All disclosed interests must also be disclosed to each AGM in accordance with the Act.

7.20 General Disclosure

A general notice stating that a Committee Member is a member of any specified firm or company and that he is 'interested' in all transactions with that firm or company is sufficient declaration under **clause 7.19**. After the distribution of the general notice, it is not necessary for the Committee Member to give a special notice regarding any particular transaction with that firm or company.

7.21 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Committee Member in accordance with **clauses 7.19 and/or 7.20** must be recorded in the minutes of the relevant meeting.

7.22 Committee May Delegate Functions

- (a) The Committee may, by instrument in writing, create, establish or appoint special Committees, individual officers and consultants to carry out specific duties and functions.
- (b) It will determine what powers these Committees are given. In exercising its power under this clause, the Committee must take into account broad stakeholder involvement.

7.23 Delegation by Instrument

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Committee or the executive officer by the Act, any other law, this constitution, or by resolution of the Club in a general meeting.

7.24 Delegated Function Exercised in Accordance with Terms

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

7.25 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under **clause 17**. The entity exercising delegated powers shall make decisions in accordance with the objects, and it shall promptly provide the Committee with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Committee.

7.26 Delegation May Be Conditional

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

7.27 Revocation of Delegation

At any time, the Committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

7.28 Common Seal

The Club shall have a seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the Committee. Every use of the seal shall be recorded in the Club's minutes. Two (2) Committee Members must witness every use of the seal.

RECORDS AND ACCOUNTS

8.1 Records

The Club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Committee). It shall produce these as appropriate at each Committee or general meeting.

8.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The Club shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

8.3 Committee to Submit Accounts

The Committee shall submit the Club's statements of account to the members at the AGM in accordance with this constitution and the Act.

- (a) The Club shall open and keep at least one transaction account as the Committee may from time to time determine, and all monies belonging to the Club shall, as soon as practicable after the same shall be received, be paid and deposited to the credit of the account(s) of the Club.
- (b) No withdrawal shall be made from, and no cheques shall be drawn on, any transaction account in the name of the Club unless the withdrawal form, cheques or electronic transfer is signed or password-activated, as appropriate, by any two (2) of the persons appointed by the Committee for such purposes. All extraordinary and capital expenditure must be ratified by the Committee.

8.4 Accounts Conclusive

The statements of account, when approved or adopted by an AGM, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

8.5 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two (2) duly authorised Committee Members or in such other manner as the Committee determines.

8.6 Auditor

- (a) An auditor shall be appointed by the Club in a general meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth.)* and generally accepted principles and/or any applicable code of conduct. The Club in a general meeting may remove the auditor.
- (b) The accounts of the Club shall be examined, and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor at the conclusion of each financial year.

8.7 Application of Income

The income and property of the Club shall be applied solely towards the promotion of the objects.

- (a) Except as prescribed in this constitution or the Act:
 - (i) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any member
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any member who holds any office of the Club.

- (b) Payment in good faith of or to any member can be made for:
 - (iii) any services actually rendered to the Club whether as an employee, Committee Member or otherwise
 - (iv) goods supplied to the Club in the ordinary and usual course of operation
 - (v) interest on money borrowed from any member
 - (vi) rent for premises demised or let by any member to the Club
 - (vii) any out-of-pocket expenses incurred by a member on behalf of the Club
 - (viii) Nothing in clauses 8.7(a) or (b) preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

9. ADMINISTRATION

9.1 Winding Up

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

9.2 Distribution of Property on Winding Up

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

9.3 Alteration of Constitution

This Constitution shall not be altered except by special resolution.

9.4 Regulations

- (a) The Committee may formulate, issue, adopt, interpret and amend regulations for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and Paddling. Such regulations must be consistent with the Constitution and any policy directives of the Committee.
- (b) All regulations are binding on the Club and all members.
- (c) All clauses, rules, by-laws and regulations of the Club in force at the date of the approval of this Constitution (as long as such clauses, rules/by-laws and regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be regulations and shall continue to apply.
- (d) Amendments, alterations, interpretations or other changes to regulations shall be advised to members by means of bulletins approved by the Committee and prepared and issued by the Club. The Club shall take reasonable steps to distribute information in the bulletins to members. The matters in the bulletins are binding on all members.

9.5 Constituent Documents for the Club

The Club acknowledges and agrees to the following SSO compliance requirements:

- (a) be incorporated in South Australia,
- (b) elect or appoint one (1) delegate to represent it at general meetings of SSO,
- (c) recognise SSO as the state peak body for paddling in South Australia and NSO as the national peak body for paddling in Australia,
- (d) generally, have regard to the objects of SSO, and in particular the object to create a single uniform entity for the conduct, promotion, encouragement and administration of paddling, in any matters of the Club pertaining to paddling,

- (e) abide by SSO Constitution and the NSO Constitution,
- (f) conform with the structure and membership categories of NSO,
- (g) recognising the SSO as the final arbiter on matters pertaining to paddling in South Australia, including disciplinary proceedings and NSO as the final arbiter on matters pertaining to paddling in Australia, including disciplinary proceedings,
- (h) such other matters as are required to give full effect to Paddle SA's Constitution,
- (i) The Club may not resign, disaffiliate or otherwise seek to withdraw from its state and/or national body without approval by special resolution.

9.6 Notice

- (a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the member's registered address or facsimile number or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been affected six days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be affected 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 affected by the second business day after it was sent.

10. Indemnity

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

11. Transitional Provisions

(a) Continuing Membership

Each Member that is a Member of the Club on the day on which this Constitution is adopted will automatically be admitted to membership as a Member.

(b) Committee Members

For the purpose of determining when the term ends for each Committee Member in office on the day on which this Constitution is adopted, time served in the Committee Member's current term will be counted as if this Constitution had been in place at the commencement of that term.

(c) Regulations deemed applicable

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

12. Authority to Trade

(a) The Club is authorised to trade in accordance with the Act.

Constitution Version Control

Date	Clauses amended	Description of change	General Meeting Date
02/08/2021	Entire Constitution	Includes name change	15/08/2021