

**CONSTITUTION OF
THE ADELAIDESWORDS CLUB INCORPORATED**

(Registration Number A19550)

**PO Box 7088 Hutt Street,
Adelaide, SA 5001**

Lodged with the Office of Consumer and Business Affairs on 1 October 2015

By Alex Lovell, Public Officer

Telephone number (08) _____

**CONSTITUTION OF
THE ADELAIDE SWORDS CLUB INCORPORATED**

1. NAME

The name of the incorporated association is The Adelaide Swords Club Incorporated, referred to herein as "the Association".

2. DEFINITIONS

"committee" means the committee of management of the Association

"general meeting" means a general meeting of members of the Association convened in accordance with these rules

"special general meeting" means a general meeting of members of the Association convened in accordance with these rules

"annual general meeting" means an annual general meeting of members of the Association convened in accordance with these rules

"member" means a member of the Association in accordance with these rules

"the Act" means the Associations Incorporation Act 1985

"special resolution" means a special resolution defined in the Act

"month" shall mean a calendar month

"association year" shall mean a 12 month period from 1 January through to 31 December

"financial year" shall mean the financial year commencing 1 January and ending on 31 December

3. OBJECTS OF THE ASSOCIATION

The objects of the Association are:

3.1.1 To promote and encourage members to carry on the sport of fencing;

3.1.2. To promote the sport of fencing throughout the general community;

3.1.3. To hold fencing competitions;

3.1.4. To encourage and support participation of its members at all levels of competition in the sport of Fencing including State and/or National and/or International Fencing representation;

3.1.5. To affiliate with and represent the interests of the members of the Association with Fencing South Australia Incorporated and/or other appropriate sporting bodies.

4. POWERS OF THE ASSOCIATION

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

5. MEMBERSHIP

5.1. TYPES

5.1.1. Membership of the Association is open to any person who is interested in promoting and/or participating in the sport of fencing.

5.1.2. There shall be four classes of members within the Association:

5.1.2.1. Senior Members of the Association shall be members who are over the age of 20 as at the 1 January of the association year and who have paid the prescribed subscription fee for senior membership;

5.1.2.2. Junior Members of the Association shall be members who are under the age of 20 as at 1 January of the association year and who have paid the prescribed subscription fee for junior membership;

5.1.2.3. Associate Members of the Association shall be members who do not actively participate in the sport of fencing and may include:

5.1.2.3.1. parents and/or guardians of Junior members,

5.1.2.3.2. a person who is not a parent or guardian of a Junior member but who is interested in the promotion and support of the sport of fencing in line with the objects of the Association.

5.1.2.3.3. An application from a person for associate membership must be nominated and seconded by existing members of the Association and such application must be approved by the committee at a committee meeting;

5.1.2.3.4. Associate members do not have the right to use the Association's equipment, to coach members of the Association, to represent and/or participate in fencing classes and/or fencing competitions as a member of the Association or to fence on the Association's premises; but

5.1.2.3.5. have all other rights and benefits associated with membership including the ability to be a member of the committee;

5.1.2.3.6. at the discretion of the committee Associate members may or may not have to pay a subscription fee to become a member of the Association provided that where a fee

is required to be paid in an association year the payment of a subscription fee will apply to all Associate Social members in that association year;

5.1.2.4. Honorary Life Members are persons who are specially distinguished and recognised by the Association for services rendered to the Association and who have been elected by the members of the Association at an annual general meeting to the position of Honorary Life Member.

5.1.2.4.1. Honorary Life Members shall enjoy for life all the rights of a Senior Member of the Association and shall have no liability to pay annual subscription fees to remain a member of the Association;

5.1.3. All members of the Association shall undertake to conduct themselves with reasonable care for the safety of themselves and others in accordance with the OHS&W policy and the rules of the Association and/or Fencing South Australia Incorporated and/or the Australian Fencing Federation and/or the Federation International D'Esgrime both on the Association's premises and/or elsewhere when attending social functions, fencing competitions and/or generally participating in the sport of fencing either as a competitor and/or spectator;

5.1.4. The committee may at its absolute discretion, refuse to admit any person to membership of the Association or to renew the membership of any person without giving any reason for such refusal and notwithstanding that the person's subscription fee has been received by the Association;

5.1.4.1. in such a case the person will be entitled to a refund of any subscription so received;

5.1.5. The committee may refuse to accept any application for membership of the Association where the committee is of the opinion that the facilities of the Association at that time are not sufficient to support the number of members who have applied: Where the committee exercises its right to refuse membership under this clause, the committee must give priority in granting membership of the Association to persons who were members of the Association in the association year immediately preceding the application for said membership.

5.2. SUBSCRIPTIONS

5.2.1. The subscription fees for membership of the Association shall be such sum, (if any), as the committee determines from time to time in general meeting;

5.2.2. In setting the subscription fees the committee shall have regard to:

5.2.2.1. the financial position of the Association;

5.2.2.2. the rights attached to the membership held;

5.2.2.3. the number of members of the Association;

- 5.2.2.4. the Objects of the Association;
 - 5.2.2.5. any registration and/or licensing fees set by Fencing South Australia Incorporated, the Australian Fencing Federation Incorporated, the Federation International D'Esgrime or any other organisation to which the Association is affiliated or to which fees may be required to be paid; and
 - 5.2.2.6. any other relevant considerations;
- 5.2.3. The committee may determine to vary the amount of the subscription fees for a particular member and/or members to take into account:
- 5.2.3.1. the type of membership held;
 - 5.2.3.2. the length of the term of membership;
 - 5.2.3.3. the potential benefits that a member, association and/or body affiliated with Fencing South Australia Incorporated, the Australian Fencing Federation, the Federation International D'Esgrime *or* any other organisation to which the Association is affiliated, may bring to the Association;
- 5.2.4. Members may be required to pay a subscription fee upon application for membership to the Association;
- 5.2.5. The subscription fee shall be payable annually on the 1st January or at such other time as the committee shall determine;
- 5.2.6. Any member whose subscription fee is outstanding for more than two months after the due date for payment shall cease to be a member of the Association, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit;
- 5.2.7. The committee may set fees for participation in classes, competitions and/or the provision of other services/benefits to members within the objects of the Association in addition to the subscription fees as the committee determines from time to time;
- 5.2.8. The committee may allow non-members of the Association to participate in classes, competitions and other services offered by the Association including the use of Association premises and/or equipment upon the payment of a fee as the committee determines from time to time.

5.3. RESIGNATIONS

5.3.1. A member may resign from membership of the Association by giving written notice to the secretary or public officer of the Association. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Association.

5.4. EXPULSION OF A MEMBER

5.4.1. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association;

5.4.2. Particulars of the charge shall be communicated to the member at least two weeks before the meeting of the committee at which the matter will be determined;

5.4.3. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4.4 below), cease to be a member 14 days after the committee has communicated its determination to the member;

5.4.4. It shall be open to a member to appeal to the Association in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the committee has been communicated to the member;

5.4.5. In the event of an appeal under 5.4.4 above, the appellant's membership of the Association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the Association; and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld;

5.4.6. In the event of expulsion of a member under 5.4.1 above, the committee may, at its discretion, refuse to accept any subsequent application for membership of the Association by the member;

5.5. REGISTER OF MEMBERS

5.5.1. A register of members must be kept and contain:

5.5.1.1. the name and address of each member;

5.5.1.2. the date on which each member was admitted to the Association; and

5.5.1.3. if applicable, the date of, and reason for, termination of membership.

6. THE COMMITTEE

6.1. POWERS AND DUTIES

6.1.1. The affairs of the Association shall be managed and controlled by a committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting;

6.1.2. The committee has the management and control of the funds and other property of the Association;

6.1.3. The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent;

6.1.4. The committee shall appoint a Public Officer as required by the Act;

6.1.4.1. notice of appointment and any change in the identity or address of the Public Officer, is to be lodged within one month after the change with the appropriate government authority;

6.2. APPOINTMENT

6.2.1. The committee shall be comprised of a President, Vice President, , Treasurer, Secretary and at least two general committee members;

6.2.2. The duties and responsibilities of each committee member will be set down in the Committee Duty Statements of the Association;

6.2.3. A committee member shall be a natural person;

6.2.4. The term of office for a committee member shall be one association year;

6.2.5. All members of the Association over the age of 18 years shall be eligible to stand for election to the committee;

6.2.6. The committee of the Association shall be elected at the annual general meeting of the Association:

6.2.6.1. members seeking election to the committee shall be nominated and seconded by members of the Association. If there is a greater number of candidates than required an election shall be held and decided by a simple majority vote;

6.2.6.2. if at any time there shall not be sufficient nominations to fill all of the committee positions as required under 6.2.1 above a quorum of elected committee members of the Association may appoint any other member of the Association to fill any such vacant

positions without nomination. The person appointed to fill such vacant position shall continue to hold office only until the next annual general meeting.

6.2.6.3. at each annual general meeting all retiring committee members may be eligible for re-election;

6.2.7. The committee may appoint a member of the Association to fill a casual vacancy, and such committee member shall hold office until the next annual general meeting of the Association and shall be eligible for election to the committee without nomination;

6.3. PROCEEDINGS OF COMMITTEE

6.3.1. The committee shall meet together for the dispatch of business at least monthly;

6.3.2. The President will act as spokesperson for the Association unless an alternative spokesperson has previously been appointed by the committee;

6.3.2.1.1 . the President and/or appointed spokesperson shall make statements in accordance with the previously agreed policy of the Association;

6.3.3. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the President shall have a casting vote in addition to a deliberative vote;

6.3.4. A quorum for a meeting of the committee shall be three members of the committee with at least one of the quorum to be either the President, Vice President, Treasurer or Secretary of the Association;

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

6.3.6. The committee may form sub-committees as specified at a meeting of the committee for the purpose of organising and controlling fund raising activities and/or other specified projects:

6.3.6.1. the sub-committees may be created as and when required;

6.3.6.2. the sub-committees are to be comprised of members of the Association;

6.3.6.3. the committee of the Association retains the authority to wind up a sub-committee at any time and without notice to the sub-committee;

6.3.6.4. each sub-committee will be required to elect a chairperson who will be responsible for providing a report to the committee of the Association for presentation at each meeting of the committee of the Association, with the report to include:

6.3.6.4.1. sub-committee Agendas

6.3.6.4.2. minutes of meetings

6.3.6.4.3. list of activities being undertaken by the sub-committee

6.3.6.4.4. any other information deemed relevant to the appropriate oversight of the sub-committee by the committee of the Association;

6.4. DISQUALIFICATION OF COMMITTEE MEMBERS

6.4.1. The office of a committee member shall become vacant if a committee member is:

6.4.1.1. disqualified from being a committee member by the Act;

6.4.1.2. expelled as a member under these rules;

6.4.1.3. permanently incapacitated by ill health;

6.4.1.4. absent, without apology and/or without an explanation acceptable to the committee, from more than three consecutive committee meetings in an association year;

6.4.1.5. death of the committee member;

6.4.1.6. receipt by the committee of a written letter of resignation signed by the committee member;

6.4.1.7. the passing of a special resolution at a general meeting of the Association to remove that committee member from their position on the committee.

7. THE SEAL

7.1. The Association shall have a common seal upon which its corporate name shall appear in legible characters;

7.2. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by any two of the President, Vice President, Secretary and/or Treasurer of the committee of the Association.

8. GENERAL MEETINGS

8.1. ANNUAL GENERAL MEETINGS

- 8.1.1. The committee shall call an annual general meeting in accordance with the Act and these rules;
- 8.1.2. The annual general meeting of the Association shall be held within three months after the end of its financial year;
- 8.1.3. The order of business at the meeting shall be:
 - 8.1.3.1. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - 8.1.3.2. the consideration of the accounts and reports of the committee and the auditor's report;
 - 8.1.3.3. the election of committee members;
 - 8.1.3.4. any other business requiring consideration by the Association in general meeting.

8.2. SPECIAL GENERAL MEETINGS

- 8.2.1. The committee may call a special general meeting of the Association at any time;
- 8.2.2. Upon requisition in writing of not less than two thirds of members of the Association, the committee shall within two weeks of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition;
- 8.2.3. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting;
- 8.2.4. If a special general meeting is not convened within two weeks, as required by 8.2 above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of the convening and conducting such a meeting shall be borne by the Association.

8.3. NOTICE OF GENERAL MEETINGS

- 8.3.1. Subject to 8.3.2, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting;

8.3.2. Notice of a meeting at which a special resolution is to be proposed shall be given at least 14 days prior to the date of the meeting;

8.3.3. A notice may be given and or advised by the Association to any member by:

8.3.3.1. serving the member with the notice personally;

8.3.3.2. sending it by post and/or email to the address appearing in the register of members. (see rule 5.5);

8.3.3.3. posting a notice on the notice board erected in the Association's club rooms.

8.3.4. Where a notice is sent by post:

8.3.4.1. the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and

8.3.4.2. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post;

8.3.5. Where the notice is sent by email:

8.3.5.1. the service is effected by properly addressing the email containing the notice; and

8.3.5.2. unless the contrary is proved, service will be taken to have been effected at the time at which the email would be delivered in the ordinary course of email transmission.

8.4. PROCEEDINGS AT GENERAL MEETINGS

8.4.1. Six voting members including at least one of the President, Vice President, Secretary and/or Treasurer present personally, shall constitute a quorum for the transaction of business at any general meeting;

8.4.2. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned for a period not exceeding 14 days and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting then the meeting shall lapse altogether;

8.4.3. Subject to 8.4.4, the president shall preside as chairperson at a general meeting of the Association;

8.4.4. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose another member to be the chairperson of the meeting;

8.4.5. The committee may invite persons with special interests and/or knowledge relevant to the Association to attend any meeting and to speak at the discretion of the chairperson.

8.5. VOTING AT GENERAL MEETINGS

- 8.5.1. Subject to these rules, every member of the Association has only one vote at a meeting of the Association;
- 8.5.2. All members are entitled to vote at general meetings;
- 8.5.3. The voting right of a member under the age of 18 may be exercised by the parent or guardian of that member;
- 8.5.4. Subject to these rules, a question for decision at a general meeting, other than a special resolution, may be determined by a simple majority vote of members;
- 8.5.5. Unless a poll is demanded by at least five members, a question for decision of a general meeting may be determined by a show of hands.

8.6. POLL AT GENERAL MEETINGS

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

8.7. SPECIAL AND ORDINARY RESOLUTIONS

- 8.7.1. A special resolution is a special resolution as defined in the Act;
- 8.7.2. A special resolution is a resolution passed by at least two thirds of the voting members of the Association;
- 8.7.3. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

8.8. PROXIES

- 8.8.1. A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

9. MINUTES

- 9.1. The Secretary shall maintain a record of minutes for all meetings;
- 9.2. In the absence of the Secretary or at the request of the Secretary another member shall be delegated by the chairperson to record the minutes of the meetings;
- 9.3. Proper minutes of all proceedings of general meetings of the Association and of meetings of the committee shall be entered within one month after the relevant meeting in minute books kept for the purpose;
- 9.4. The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the committee (as relevant) at a subsequent meeting;
- 9.5. The minutes kept pursuant to this rule must be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed;
- 9.6. Where minutes are entered and signed they shall, until the contrary is proved be evidence that the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid;

10. FINANCIAL REPORTING

10.1. ACCOUNTS TO BE KEPT

- 10.1.1. The financial year of the Association shall be a period of 12 months commencing 1 January and ending on 31 December of each year;
- 10.1.2. The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act;

10.2. ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

- 10.2.1. The accounts, together with the auditors report on the accounts, the Treasurer's statement and the Treasurer's report, shall be laid before members at the annual general meeting;

11. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

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

12. WINDING UP

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

13. APPLICATION OF SURPLUS ASSETS

13.1. If after the winding up of the Association there remain "surplus assets" as defined in the Act, such surplus assets shall be distributed to any organization which has similar objects and rules which prohibit the distribution of its assets and income to its members;

13.2. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

13.3. The surplus assets of the Association shall be held in trust by the organisation or organisations for a period of five years, in case the Association re-forms after winding up. If no such reemergence of the Association occurs, all surplus assets of shall be assimilated into those of the aforementioned organisation or organisations.

14. RULES

14.1. These rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes revision or replacement by substitute rules;

14.2. The alteration shall be registered with the appropriate government office as required by the Act;

14.3. The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof;

14.4. Where any disagreement occurs between members over the interpretation of these rules the issue shall be decided at a general meeting by a simple majority vote.

14.5. The committee reserves the right to make minor spelling, grammatical and formatting changes to these rules without ratification by a general meeting, provided that the meaning and spirit of the rules are not altered by said changes.