



**ADELAIDE  
UNIVERSITY  
SPORT**

# Adelaide University Sport and Fitness Constitution

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*ASSOCIATIONS INCORPORATION ACT 1985 (SA)*

CONSTITUTION

ADELAIDE UNIVERSITY SPORT AND FITNESS ASSOCIATION INCORPORATED

**PART A – THE ASSOCIATION**

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**1. NAME OF ASSOCIATION**

The name of the incorporated association is "Adelaide University Sport and Fitness Association Incorporated" ("AUSF").

**2. DEFINITIONS AND INTERPRETATION**

**2.1 Definitions**

In this Constitution unless the contrary intention appears:

**"Act"** means the *Associations Incorporation Act 1985 (SA)*.

**"Affiliation Agreement"** means the agreement held between AUSF and Affiliated Clubs which defines requirements of Affiliation.

**"Annual General Meeting"** means a meeting of the kind described in clause 14.1.

**"Appointed Board Member"** means a Board Member appointed under clause 9.2(c).

**"Board"** means the body consisting of the Board Members and constituting the committee for the purposes of the Act.

**"Board Member"** means a member of the Board and includes Elected Board Members and Appointed Board Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

**"Club"** means a club duly admitted and affiliated to AUSF under the terms, conditions and restrictions as provided by this Constitution and under AUSF's Affiliation Policy and any relevant Affiliation Agreement.

**"Community"** means the University Council, members of the academic staff of the University, members of the general (professional) staff of the University, graduates of the University, students of the University and Members of AUSF.

**"Constitution"** means this constitution of the AUSF.

**"Delegate"** means a member of the Sports Council, as appointed under clause 13.2(a).

**"Elected Board Member"** means a Board member elected under clause 9.2(b).

**"Facility"** means a building, field, or space owned or managed by AUSF.

**"Financial year"** means the year commencing on 1 January and ending on 31 December in any year.

**"General Meeting"** means a general meeting of the Sports Council, and includes the Annual General Meeting and any Ordinary General Meeting.

**"In-House Club"** means an unincorporated club which is administered by the Board or a sub-committee of the Board under clause 6.5.

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

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

**“Objects”** means the objects of the AUSF as set out in clause 3.

**“Ordinary General Meeting”** means a general meeting of the Sports Council convened in accordance with clause 13.5.

**“Ordinary Resolution”** means a resolution by a majority of those present, entitled to vote, and voting.

**“Regulation”** means a rule, regulation, by-law or policy made by the Board under this Constitution.

**“Sports Council”** means the AUSF Sports Council as described in clause 13.

**“University”** means the University of Adelaide.

**“User Group”** means an affiliated AUSF Club being an incorporated sporting body which holds or has held an occupational right for the Facility issued by AUSF via the applicable Affiliation Agreement, and as part of that occupation right has or intends to sell or supply alcohol at the venue.

**“Special Resolution”** means a resolution at a General Meeting of the Sports Council if:

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

**“Student”** means an enrolled student of the University of Adelaide.

## 2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) persons include corporations and bodies politic;
- (e) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and
- (f) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

### 2.3 Resolutions and Minutes

- (a) Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Board or a sub-committee of the Board, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.
- (b) Proper minutes of all proceedings of General Meetings and of meetings of the Board, and any subcommittees shall be taken. The minutes must be confirmed by the members of the Board, Sports Council or subcommittee (as relevant) at the next succeeding meeting.
- (c) The minutes confirmed pursuant to clause 2.3(b) shall be signed (whether physically or digitally) by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting at which the minutes are confirmed, and copies of those signed, confirmed minutes must be retained by AUSF.
- (d) Where minutes are signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

### 2.4 The Act

- (a) Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

## 3. OBJECTS OF ADELAIDE UNIVERSITY SPORTS AND FITNESS ASSOCIATION

The Objects of AUSF are to:

- (a) organise and promote active recreation, fitness, and sporting activities for Members, Clubs, and the Community;
- (b) do all that is reasonably necessary to enable these objects to be achieved and to enable the Members to receive benefits which these objects are intended to achieve, including but not limited to:
  - (i) facilitating Clubs' access to and use of grounds, buildings, major equipment and other facilities for recreation, fitness, and sporting activities; and
  - (ii) the maintenance and operation of liquor licences under the *Liquor Licensing Act 1997* for relevant recreation, fitness and sporting premises;
- (c) encourage, administer, promote, advance and manage all works and functions designed to further the interests of AUSF;
- (d) formulate, adopt and implement appropriate policies including policies in relation to equal opportunity, equity, health, safety, sexual harassment infectious diseases, alcohol and such other matters that arise from time to time; and
- (e) undertake and/or do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of AUSF.

## 4. POWERS OF AUSF

AUSF shall have all the powers necessary for the purposes of futhering the Objects in accordance with the legal capacity and powers conferred in the Act.

## PART B – MEMBERS AND AFFILIATED CLUBS

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### 5. MEMBERS

#### 5.1 Categories of Membership

- (a) The categories of AUSF Membership shall be:
  - (i) Student Members;
  - (ii) University Members; and
  - (iii) Such other classes as are created from time to time under clause 5.1(b).
- (b) The Board will have the power to create new classes of membership from time to time. The criteria of all membership categories will be determined from time to time by Board and recorded in AUSF's Membership Policy, provided that:
  - (i) Student Members shall be currently enrolled students of the University; and
  - (ii) University Members shall be staff, alumni, and exchange students of the University, and such other members of the University community as set out in AUSF's Membership Policy.
- (c) The Board shall have the power to limit the number of members in any category except Student Membership.

#### 5.2 Effect of Membership

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

#### 5.3 Obligations of Members

Each Member acknowledges and agrees that they will:

- (a) Act at all times with all requirements that may be imposed on them by AUSF;
- (b) At all times act in the best interests of AUSF and its Members;
- (c) Act reasonably to enable the Objects to be achieved;
- (d) Act in good faith to promote the maintenance and enhancement of AUSF, its standards, and the quality and reputation of the AUSF and its members. ;
- (e) At all times operate with and promote mutual trust and confidence between AUSF and its Members in pursuit of the Objects;
- (f) Not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of AUSF and its maintenance and enhancement;
- (g) Make full and proper disclosure to each other of all matters of importance to AUSF; and
- (h) Not acquire a private advantage at the expense of AUSF or any other Member or Club.

#### 5.4 Register of Members

- (a) AUSF must keep and maintain a register of Members in accordance with the Act, and containing:
  - (i) The name, address, date of birth, and date on which each Member was admitted to AUSF and all other information relevant to AUSF;
  - (ii) If applicable, the date of and reason(s) for expulsion or suspension of membership;
  - (iii) Any other information required by the Act; and
  - (iv) Such other information as the Board considers appropriate.
- (b) The register shall be kept in accordance with legislative requirements and University policy in relation to such matters as privacy and other requirements as may be imposed from time to time.

#### 5.5 Cessation of Membership

- (a) Subject to any relevant processes under clause 16, a Member ceases to be a Member of AUSF if:
  - (i) the Member dies;
  - (ii) the Member resigns or is expelled from AUSF;
  - (iii) the Member resigns or is expelled from their Club or In-House Club, unless they are also a member of another Club or In-House Club; or
  - (iv) the Member's Club is disaffiliated from AUSF, unless the Member is also a member of another Club or In-House Club which continues to be affiliated with AUSF.
- (b) Subject to clause 16, the Board may expel a Member from AUSF membership if in the opinion of the Board the Member has materially breached any of her/his obligations under this Constitution or any Regulations.
- (c) Any person who ceases to be a Member of AUSF shall:
  - (i) forfeit all rights in and claims upon AUSF and its property, including but not limited to Intellectual Property and any AUSF recreation, fitness, and sporting facilities and equipment;
  - (ii) no longer be a member of a Club or an In-House Club.
- (d) If a Member ceases to be a Member of AUSF, they may reapply for membership subject to and in accordance with any processes or requirements set out in AUSF's Membership Policy, Disciplinary Handling, Complaints Handling Policy or other relevant policy.

### 6. AFFILIATED CLUBS

#### 6.1 Affiliation

*Independent, incorporated sporting clubs may apply to become affiliated with AUSF under this clause 6.1. Affiliation with AUSF entitles the Club to University branding, and access AUSF grants, insurance programs, facilities, equipment, events, support and leadership opportunities in accordance with AUSF policies. If a club is affiliated with AUSF, each of its members must also become and remain a Member of the AUSF.*

- (a) Subject to this Constitution, a club may apply to AUSF to become a Club, and the Board shall have the power to affiliate clubs to AUSF from time to time.
- (b) Each club affiliated with AU Sport on the day on which this Constitution is adopted will automatically become a club affiliated with the AUSF without the need to apply in accordance with 6.1(a).
- (c) Only Clubs and Members may receive funding from AUSF, as set out in AUSF's Affiliation Policy and any relevant Affiliation Agreement.
- (d) Affiliation with AUSF will be granted subject to and conditional upon such policies and agreements as determined by the Board from time to time.
- (e) All Clubs must supply all required documents as outlined in any relevant AUSF policy or agreement, which may include but is not restricted to:
  - (i) A current copy of the Club constitution;
  - (ii) Current Club financial statements;
  - (iii) All current Club rules and policies; and
  - (iv) Club Membership lists and classes of membership.

## 6.2 Resignation of Affiliation

A Club having paid all arrears of subscriptions and fees payable by it to AUSF (if any), may withdraw from affiliation by giving three months notice in writing of such withdrawal to the Executive Officer.

## 6.3 Revocation of Affiliation

- (a) The Board may revoke the affiliation status of a Club in accordance with the terms of any relevant affiliation agreement or affiliation policy of the AUSF.
- (b) Without limiting clause 6.3(a), where a Club:
  - (i) fails to submit any of the following by the date(s) specified by the Board from time to time:
    - (A) an annual report;
    - (B) required financial documentation;
    - (C) membership list; or
  - (ii) fails to hold an annual general meeting in accordance with the Club's own constitution; or
  - (iii) fails to make payment of any monies owed to AUSF;

the Board may at its discretion revoke the affiliate status of that Club and administer the assets in accordance with clause **Error! Reference source not found.**

## 6.4 Effect of Disaffiliation

Upon disaffiliation of a Club from AUSF, whether by resignation or revocation, or because the Club is wound up:

- (a) the individual members of the Club also cease to be Members, unless they are also an individual member of another Club or In-House Club which continues to be affiliated with



AUSF;

- (b) the club shall forfeit all rights in and claims upon AUSF and its property including Intellectual Property and any AUSF recreation, fitness, and sporting facilities and equipment;
- (c) the club will no longer be entitled to any of the privileges or rights of a Club; and
- (d) the club must remove all reference to AUSF and the University including but limited to in its constitution, name, logo, apparel, social media platforms, website, merchandise and signage, subject to such timeframes as may be agreed by the Board in its absolute discretion.

#### 6.5 In-House Clubs

- (a) The Board may create In-House Clubs, to provide for Members such as (but not limited to) elite athletes, users of gym facilities, and social sport Members.
- (b) Such In-House Clubs:
  - (i) will not be created in duplication of any existing Club;
  - (ii) will be subject to the same policies, procedures and agreements as Clubs; and
  - (iii) will be entitled to the same benefits and privileges as Clubs.

#### 7. SUBSCRIPTIONS AND FEES

- (a) The Board will:
  - (i) fix annual membership subscriptions;
  - (ii) fix such other fees or levies as the Board considers prudent for the effective and sustainable management of its affairs; and
  - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the AUSF.
- (b) The Executive Officer at their reasonable discretion 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.
- (c) Clubs who have not paid any monies then due to AUSF, whether in the nature of fees, subscriptions, loan repayments or other amounts, shall not be entitled to receive any of the grants, benefits, advantages, privileges or services of AUSF affiliation unless otherwise approved in writing by the the Board.

**8. MANAGEMENT**

The management of AUSF shall be undertaken by:

- (a) The AUSF Board;
- (b) The Executive Officer; and
- (c) Subcommittees established from time to time by the Board.

**9. AUSF BOARD**

**9.1 Powers of Board**

- (a) Subject to the Act and this Constitution, the business and affairs of AUSF must be managed by the Board which may exercise the powers of AUSF for that purpose.
- (b) The Board must perform its functions in the pursuit of the Objects and in the interests of the AUSF as a whole, having regard to AUSF's position at the University of Adelaide.

**9.2 Composition of the Board**

The Board shall consist of the following members, being no fewer than ten (10) and no more than fourteen (14) and at all times a minimum of two (2) of the Board shall be current full time students defined by the University:

- (a) A representative appointed (or not in its absolute discretion) by the University. If the University appoints a representative to the Board, any such representative may be removed and replaced by the University from time to time;
- (b) Eight (8) Elected Board Members, elected biannually by Council under clauses 13.1(c) and 14.2(a).
  - (i) All Elected Board Members must be Members; and
  - (ii) At the time of election, a minimum of two (2) of the ten (10) Elected Board Members must be full time Students as defined by the University with a minimum of one year of study remaining.
- (c) A maximum of four (4) Appointed Board Members appointed by the Board by Ordinary Resolution:
  - (i) Appointed Board Members may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition;
  - (ii) Appointed Board Members may be sought to fill the minimum requirement of two (2) full time students in the absence of fulfilling that requirement with Elected Board Members.
  - (iii)
  - (iv) Appointed Board Members do not need to be Members but must be natural persons; and
  - (v) Appointed Board Members cannot be a Delegate.
- (d) The Executive Officer, who shall be an ex officio non-voting member of the Board.

- (e) The Board must include one (1) representative from the User Groups who may be appointed or elected.

### 9.3 **Casual Vacancy**

- (a) A casual vacancy in the Board may be filled by a nominee of the Board until such time as the Sports Council next meets.
- (b) Any nominee filling a vacancy under Clause 9.2(a) will not be regarded as a representative of the University. That nominee shall immediately vacate office upon the University subsequently appointing a representative under Clause 9.2(a).

### 9.4 **Board Member Positions**

- (a) At its first meeting following each Annual General Meeting, the Board will appoint the AUSF President and the AUSF Deputy President from the Elected Board Members. The President and Deputy President shall remain in office until the first Board meeting following the next year's Annual General Meeting.
- (b) All Board Members, other than those appointed under Clauses 9.2(a) and 9.2(d), shall hold their positions for a period of two (2) years, with four (4) Elected Board Members vacating their position in an even year, and four (4) other Elected Board Members vacating their position in an odd year.
- (c) Elected Board Members shall upon the expiration of their respective terms of office be eligible for re-election and shall remain in office until the declaration of election results of the Annual General Meeting of the Sports Council as referred to in clause 14.2(a)(ii).
- (d) Appointed Board Members shall upon the expiration of their respective terms of office be eligible for re-appointment as referred to in clause 9.2(c).
- (e) The Board may allocate specific portfolios to Board Members from time to time.

### 9.5 **Board Membership - Vacancy, Termination and Resignation**

The office of a Board Member becomes vacant if the Board Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) suffers from mental or physical incapacity;
- (d) is disqualified from office under section 30 of the Act;
- (e) resigns his or her office by notice in writing to the Club;
- (f) is absent from a total of three (3) meetings of the Board without the consent of the Board;
- (g) except in the case of the Executive Officer, is employed by the AUSF;
- (h) is directly or indirectly interested in any contract or proposed contract with the AUSF and fails to declare the nature of his or her interest;
- (a) in the case of an Appointed Board Member, is removed from office by a majority vote of the Elected Board Members;
- (i) is removed by the Sports Council in General Meeting; or

- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

If a Board Member is removed by resolution of the Sports Council, the Board Member cannot be reappointed to the Board as an Appointed Board Member without a further resolution of the Sports Council authorising the appointment.

#### 9.6 **Board Meetings**

- (a) The Board must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Board Member may at any time call a meeting of the Board on reasonable notice to the other Board Members.
- (c) A Board Member may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

#### 9.7 **Decisions of Board**

Subject to this Constitution, questions arising at any meeting of the Board may be decided by Ordinary Resolution. Each Board Member has one (1) vote on any question. The Chair does not have a casting vote but will have a deciding vote in the event of a tie.

#### 9.8 **Resolutions not in Meeting**

- (a) Subject to clause 9.8(d), the Board may pass a resolution without a Board meeting being held if:
  - (i) the document containing the resolution is circulated to all Board Members for voting; and
  - (ii) a majority of the Board Members entitled to vote on the resolution indicate in writing that they are in favour of the resolution.
- (b) For the purposes of clause 9.8(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) A resolution may not be passed under clause 9.8(a) if, before it is circulated for voting under clause 9.8(a), the Board resolves that it can only be put at a meeting of the Board.
- (e) A resolution passed under this clause must be recorded in the minute book.

#### 9.9 **Quorum**

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

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

#### 9.10 **Chair**

- (a) The AUSF President shall be the Chair of the Board, or if absent the Deputy President shall act as Chair, or in the absence of them both, the voting Board Members present shall elect one of their number as Chair on each occasion.
- (b) The Chair shall have ultimate authority on every point of order.
- (c) The Chair does not have a casting vote but will have a deciding vote in the event of a tie.

#### 9.11 **Responsibilities**

The Board shall be responsible:

- (a) For the hiring or leasing of any grounds or buildings necessary for the activities of AUSF and Clubs;
- (b) For the holding and maintenance of licences under the *Liquor Licensing Act 1997*, and for the oversight and/or management of licensed premises and activities excluding the requirements outlined for User Groups in the applicable AUSF Club Affiliation Agreements;
- (c) Through the Executive Officer, in liaison with the University grounds maintenance staff, for the management of all grounds, buildings, major equipment and other facilities for recreation, fitness, and sporting activities as used by AUSF;
- (d) If applicable and through the Executive Officer, for the management and administration of a gym and other related fitness and recreation facilities;
- (e) Through the Executive Officer, for the control of all matters appertaining to the general administration and finances of AUSF;
- (f) For the annual audit of the books and accounts of AUSF or any Clubs, at any time, at the Board's discretion;
- (g) For delegating the finance portfolio to one (1) Board member annually; and
- (h) For determining the time and manner of payment of fees.

#### 9.12 **Board Members' Interests**

- (a) The Board Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Board Member has an interest. Without limiting that obligation, the nature of any such interest must be declared by the Board Member at the Board Meeting at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first Board Meeting after the acquisition of the interest.
- (b) It is the duty of the Public Officer to record in the minutes any such declaration given by a Board Member.

#### 9.13 **Board Nominations**

- (a) Calling of nominations for Elected Board Members shall be advertised on appropriate notice boards on University campus, and on the AUSF website, and shall be circulated to Members, Clubs and In-House Clubs including via electronic and social media channels not less than fourteen (14) days prior to the close of nominations.
- (b) Nominations for Elected Board Members shall be signed by two (2) active financial Members entitled to sign that nomination under the AUSF Membership Policy, and shall

close and be received by the Executive Officer not later than seven (7) clear days before the Annual General Meeting of the Sports Council at which the Board is to be elected.

- (c) Nominees for Elected Board positions must be members of a Club or In-House Club for the preceding six (6) months prior to the closing date for nominations.

## 10. EXECUTIVE OFFICER

- (a) The Executive Officer shall be appointed by and responsible to the Board. The Board shall employ the Executive Officer and such other personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Board determines.
- (b) AUSF shall be managed by the Executive Officer who may exercise all powers of AUSF which are not, under the Act or this Constitution, required to be exercised by the Board or by the Sports Council or by General Meeting including but not limited to:
  - (i) The general administration of AUSF in accordance with the policies adopted and decisions made by the Board;
  - (ii) The preparation of grounds in consultation with the University grounds staff, for Clubs' use; and
  - (iii) The booking of grounds by groups within the University and for hire of grounds to outside bodies.
- (c) The Executive Officer shall administer AUSF in accordance with any policies, rules, regulations and guidelines set by the Board, this Constitution and all policy directions.
- (d) The Executive Officer shall be assisted by the President and the Deputy President, who shall represent AUSF as necessary, for example on external committees such as convened by the University, government and other sporting bodies. Other duties of the President and Deputy President shall be determined from time to time by the Board in consultation with the Executive Officer.
- (e) The Executive Officer shall act as the returning officer for all elections and as the AUSF Public Officer in accordance with the Act.

## 11. SUBCOMMITTEES

The Board may, in writing, establish subcommittees and delegate to each of them the exercise of the functions of the Board that are specified in the instrument of delegation, other than:

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

## 12. POLICIES AND REGULATIONS

### 12.1 Board to formulate Policies and Regulations

The Board may make and amend rules, regulations, by-laws or policies (*Regulations*) for the proper advancement, management and administration of the AUSF as it thinks necessary or desirable. The Regulations must be consistent with the Constitution.

### 12.2 Regulations Binding

All Regulations are binding on Clubs, In-House Clubs and all Members.

### 12.3 **Publication of Regulations**

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations must be communicated to Members, whether by mail, electronic message, through their respective Clubs, by a notice on the AUSF's website, via social media channels, or by a combination of such means.

**13. SPORTS COUNCIL**

**13.1 Role of the Sports Council**

*The Sports Council is the representative body of the AUSF, with each Sports Council Member representing the members of his or her Club.*

- (a) The Board shall ensure that the Sports Council is advised of I:
  - (i) the affiliation and disaffiliation of all Clubs;
  - (ii) the creation and termination of all In-House Clubs;
  - (iii) all AUSF policies (with all policies being reviewed at least annually); and
  - (iv) the allocations of annual AUSF budgets.
- (b) The Sports Council shall review AUSF’s performance in achieving its objectives and/or policies, at the Sports Council’s Ordinary General Meetings.
- (c) The Sports Council shall elect Elected Board Members at its Annual General Meeting.

**13.2 Sports Council Membership**

- (a) The Sports Council shall consist of the following members (*Delegates*):
  - (i) The President and Deputy President of the AUSF Board, as appointed annually in accordance with Clause 9.4(a);
  - (ii) A Delegate appointed by the committee of each Club, who shall be a member of that Club and a Member of the AUSF. The details of the Delegate shall be provided to AUSF in writing by the Secretary or President (or such equivalent role) of each Club;
  - (iii) A Delegate appointed by the committee of each In-House Club, who shall be a member of that Club and a Member of the AUSF;
  - (iv) If the University elects in its absolute discretion to appoint a representative to the Sports Council, any such representative appointed by the University from time to time and who may be removed and replaced by the University from time to time;
  - (v) The Executive Officer of AUSF who shall be a non-voting ex-officio Delegate; and
  - (vi) The Patron and Vice Patrons of AUSF (as described in Clause 24) who shall be non-voting Delegates.
- (b) A Delegate shall cease to be a Delegate upon receipt of their resignation in writing by the Executive Officer.
- (c) A Delegate referred to in Clause 13.2(a)(ii) or 13.2(a)(iii) who ceases to be a Member of AUSF shall immediately vacate their seat on the Sports Council.
- (d) A Delegate referred to in Clause 13.2(a)(ii) or 13.2(a)(iii) who ceases to be Delegate pursuant to clause 13.2(b) or 13.2(c) may be replaced by their respective Club or In-House Club.



### 13.3 Sports Council - Voting Rights and Proxies

- (a) Delegates each have one vote on Sports Council, except those specified under Clauses 13.2(a)(v) and 13.2(a)(vi).
- (b) In the event that a Delegate from a Club is unable to attend any meeting of the Sports Council, then that Club shall be entitled to appoint a proxy Delegate who shall conform to the requirements of Clause 13.2(a)(ii), and whose appointment shall be endorsed in writing by the Secretary (or such equivalent role) of that Club.
- (c) In the event that a Delegate from an In-House Club is unable to attend any meeting of the Sports Council then that In-House Club shall be entitled to appoint a proxy Delegate who shall conform to the requirements of Clause 13.2(a)(iii).
- (d) In the event that the representative of the University Council is unable to attend any meeting of the Sports Council, the University Council shall be entitled to appoint a proxy representative.
- (e) Voting rights for the Board Member positions referred to in Clause 9.2(b) shall only be with the Delegates referred to in Clause 13.2(a)(ii) and 13.2(a)(iii).

### 13.4 Sports Council Chair

- (a) The AUSF President shall be the Chair of Sports Council meetings, or if absent the Deputy President shall act as Chair, or in the absence of them both, the voting Delegates present shall elect one of their number as Chair for that meeting.
- (b) The Chair shall have ultimate authority on every point of order.
- (c) The Chair does not have a casting vote.
- (d) At any General Meeting, the Chair must vacate that position;
  - (i) in relation to any election for which the Chair is a nominee; or
  - (ii) where the Chair has a conflict of interest.

### 13.5 Ordinary General Meetings

- (a) The Sports Council year shall run from the Annual General Meeting to the last day of April of the ensuing year, provided that retiring Delegates shall remain in office until their successors are appointed.
- (b) In addition to the Annual General Meeting, there shall be at least three (3) Ordinary General Meetings of the Sports Council every year. Minutes of all resolutions and proceedings shall be entered into a Minutes book by the Public Officer.
- (c) Ordinary General Meetings of the Sports Council shall be convened by the Executive Officer delivering a written notice to the President and Delegates at least 7 clear days before the time appointed for such meeting.
- (d) No Ordinary General Meeting shall be called during University examination or vacation periods or at any other time when a large proportion of Delegates may be unable to attend.
- (e) Each of the Board Members and the auditor (if any) is entitled to attend any Ordinary General Meeting, but is not entitled to vote unless she or he is also a voting Delegate of the Sports Council under clause 13.2.
- (f) A supplementary Ordinary General Meeting:

- (i) maybe called by the President at their discretion; or
- (ii) must be called by the Executive Officer within 28 days of receipt of a requisition signed by no fewer than twelve (12) Delegates,

provided that the conditions in Clause 13.5(d) for Ordinary General Meetings of the Sports Council are met, and that the notice of meeting states the business for which such meeting is called.

## 14. ANNUAL GENERAL MEETING

### 14.1 Calling of Annual General Meeting

- (a) An Annual General Meeting of the Sports Council, being the Annual General Meeting of the AUSF, must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.
- (b) An Annual General Meeting shall not be called during University examination or vacation periods or at any other time when a large proportion of Delegates may be unable to attend.
- (c) All financial Members of the AUSF, each of the Board Members, and the auditor (if any) are entitled to attend the Annual General Meeting, but are not entitled to:
  - (i) speak at the Annual General Meeting unless:
    - (A) they are invited to do so by the Chair; or
    - (B) they are also a voting Delegate under clause 13.2; or
  - (ii) vote, unless they are also a voting Delegate under clause 13.2.
- (d) Notice of every Annual General Meeting must be given to every Delegate, Member, the Auditor, and the Board Members by the means authorised in clause **Error! Reference source not found.**
- (e) A notice of an Annual General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (f) At least twenty-one (21) days' notice of an Annual General Meeting must be given to Delegates entitled to receive notice, together with:
  - (i) the agenda for the meeting; and
  - (ii) any notice of motion received from Delegates entitled to vote.

### 14.2 Business

- (a) The ordinary business to be transacted at the Annual General Meeting includes:
  - (i) the consideration of accounts and the reports of the Board and Auditors;
  - (ii) the election of Elected Board Members under this Constitution; and
  - (iii) the appointment of the Auditors.
- (b) All business that is transacted at an Annual General Meeting, other than those matters referred to in clause 14.2(a), is special business.

- (c) No business other than that stated on the notice for an Annual General Meeting may be transacted at that meeting.

## **15. PROCEDURE AT GENERAL MEETINGS**

### **15.1 Quorum**

The quorum for a General Meeting of the Sports Council shall be fifty percent (50%) of the voting Delegates.

### **15.2 Voting Procedure**

At any General Meeting of the Sports Council 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 Chair; or
- (b) any Delegate present at the meeting.

### **15.3 Recording of Determinations**

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

### **15.4 Adjournment of meeting**

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the Chair determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, those Sports Council members present will constitute a quorum.
- (b) The Chair 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 15.4(c), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

**16. DISCIPLINARY POLICIES**

- (a) The Board shall make polices governing the hearing and determination of disputes, protests or complaints by or against Clubs, In-House Clubs or Members and any other matter involving:
  - (i) the enforcement or interpretation of this Constitution or the AUSF policies against Clubs, In-House Clubs or Members;
  - (ii) rights of appeal by any Member or Club from a decision of the Board or Executive Officer;
  - (iii) rights of appeal by any Member from a decision of any Club; and
  - (iv) rights of appeal by any party to a dispute, protest or complaint from a decision of an AUSF judiciary committee or tribunal of first instance.
  
- (b) A policy made under clause 16(a) may, among other things:
  - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 16(a);
  - (ii) prescribe the procedures for dealing with cases falling under clause 16(a);
  - (iii) prescribe penalties for breaches of this Constitution or AUSF policies; and
  - (iv) invest an independent judiciary committee or tribunal with power to impose penalties.
  
- (c) Despite any policy made under clause 16(a), the Board may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
  
- (d) All proceedings relating to cases falling under clause 16(a) must be conducted according to the rules of natural justice.

**17. AUSF FINANCES**

- 17.1 All monies received by or on behalf of the AUSF shall be paid into a bank account in the name of the AUSF. All income of the AUSF howsoever derived shall be applied towards the promotion of the Objects in this Constitution.
- 17.2 Except as prescribed in this Constitution or the Act, no portion of the income or property of the AUSF may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- 17.3 Subject to clause 17.4, nothing in clause 17.2 prevents a payment in good faith to any Member:
- (a) for any services actually rendered to the AUSF whether as an employee, Board Member or otherwise;
  - (b) for prizes or scholarships granted on a competitive and transparent basis;
  - (c) for goods supplied to the AUSF in the ordinary and usual course of operation;
  - (d) for interest on money borrowed from any Member;
  - (e) for rent for premises demised or let by any Member to AUSF; or
  - (f) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the AUSF.
- 17.4 No payment made under clause 17.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.
- 17.5 At every meeting of the Board the Executive Officer shall present a report of the finances of the AUSF setting forth such information as may be deemed necessary.
- 17.6 The Executive Officer shall be responsible for keeping proper books of accounts showing the financial affairs of the AUSF and the particulars usually shown in the books of accounts of a like nature.
- 17.7 Without limiting clause 17.6, the AUSF shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the AUSF in accordance with the Act.
- 17.8 A periodic annual return of the AUSF shall be lodged within six months after the end of each Financial Year in accordance with section 36(1) of the Act.

**18. CLUB GRANTS**

A Club or In-House Club requiring an annual grant of money from the AUSF shall submit an application for such grant in writing by a specified date to the Board for its sanction, and no expense shall be incurred by, and no money shall be paid to or on behalf of, any Club or body until passed by the Board in its reasonable discretion. Supplementary grants to Clubs and In-House Clubs may be made at the absolute discretion of the Board.

**19. AUDITOR**

- 19.1 A qualified auditor must be appointed at each Annual General Meeting as the AUSF's auditor (**Auditor**) for the then current Financial Year. Any vacancy occurring during the year in the office of Auditor must be filled by the Board.
- 19.2 The Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the AUSF.

**20. SEAL**

The AUSF shall have a Seal upon which its corporate name shall appear in legible characters. The Seal must not be used without the express authorisation of the Board and records of every use of the Seal must be kept and retained by the AUSF. The use of the Seal must be witnessed by two (2) Board Members.

**21. WINDING UP**

Subject to this Constitution, the AUSF may be wound up or deregistered in accordance with the Act.

**22. DISTRIBUTION OF ASSETS ON WINDING UP**

22.1 If upon winding up or dissolution of the AUSF there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed among the Members.

22.2 Assets or property shall, as determined by Special Resolution, be transferred to the University or paid to or distributed to an organisation having objects similar to the Objects of the AUSF and which prohibits the distribution of its income and property among its Members to an extent at least as great as is imposed on the AUSF by Clause 23 of this Constitution.

22.3 Such organisation to be determined by the Sports Council at General Meeting at or before the time of dissolution and in default thereof by such judge of the Supreme Court of South Australia as may have or acquire jurisdiction in the matter.

**23. ALTERATION OF CONSTITUTION**

This Constitution may be repealed or altered or a new provision may be added only by Special Resolution.

**24. PATRONS AND VICE PATRONS**

(a) The Patron of the AUSF shall be the University Vice Chancellor ex officio, who shall become an Honorary Member of the AUSF for her/his term of office as Patron.

(b) Vice Patrons of the AUSF may be elected by simple majority of Delegates present and voting at the Annual General Meeting, who shall become Honorary Members of the AUSF upon election for their term of office as Vice Patron.

(c) The term of office of a Vice Patron shall commence at the Annual General Meeting at which they are elected and will expire at the next Annual General Meeting, unless such longer or shorter term is specified in the election.

**25. HONOURS AND PRIVILEGES**

The Sports Council may confer on any person whom it considers has performed meritorious service to the AUSF, whether as an officer, employee or otherwise, such honours and privileges as it thinks appropriate in the circumstances.

**26. GIVING OF NOTICES**

26.1 AUSF may give notice to any Board Member, Delegate, Member or Club:

(a) personally; or

(b) by sending it by post to

- (i) the address of the Board Member or Delegate as notified to the Board or the address of the Club in the register of the Board or Council; or
- (ii) the alternative address (if any) nominated by the Board or Delegate or Club; or
- (c) by sending it to the facsimile number or electronic address (if any) nominated by the Board or Delegate or Club or Member.

26.2 A notice served by post will be taken to have been received by the recipient on the second working day after it was posted.

26.3 A notice served by facsimile, email or other electronic means will be taken to have been received by the recipient two hours after it was sent.

## 27. INDEMNITY

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

## 28. TRANSITIONAL PROVISIONS

### 28.1 Continuing Membership

Each person who is a Member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Board, is the category most appropriate for that Member.

### 28.2 Board Members

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

### 28.3 Regulations deemed applicable

All rules, by-laws, policies and regulations of the AUSF in force at the date of the approval 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.