

**ANNEXURE A**



***Constitution***

***February 2020***

## TABLE OF CONTENTS

1	NAME.....	1
2	DEFINITIONS.....	1
3	ALTERATION OF THE CONSTITUTION.....	2
4	POWERS OF THE ASSOCIATION.....	2
5	CATEGORIES OF MEMBERSHIP.....	2
6	MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION.....	3
7	EFFECT OF MEMBERSHIP.....	4
8	REGISTER OF MEMBERS.....	4
9	CEASING MEMBERSHIP.....	4
10	DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS.....	5
11	DISPUTES AND MEDIATION.....	6
12	ANNUAL GENERAL MEETINGS.....	7
13	SPECIAL GENERAL MEETINGS.....	7
14	SPECIAL BUSINESS.....	8
15	NOTICE OF GENERAL MEETINGS.....	8
16	QUORUM AT GENERAL MEETINGS.....	9
17	PRESIDING AT GENERAL MEETINGS.....	9
18	ADJOURNMENT OF MEETINGS.....	9
19	VOTING AT GENERAL MEETINGS.....	10
20	POLL AT GENERAL MEETINGS.....	10
21	MANNER OF DETERMINING WHETHER RESOLUTION CARRIED.....	10
22	PROXIES.....	11
23	BOARD OF DIRECTORS.....	11
24	POWERS OF THE BOARD.....	11
25	EXECUTIVE DIRECTORS.....	12
26	INITIAL ROTATION OF MEMBERS OF THE BOARD.....	12
27	ELECTION OF EXECUTIVE DIRECTORS AND DIRECTORS.....	13
28	TERMS OF OFFICE.....	13
29	DISQUALIFYING POSITIONS.....	13
30	VACANCIES.....	14
31	PUBLIC OFFICER.....	14
32	EMPLOYEES INELIGIBLE.....	14
33	MEETINGS OF THE BOARD.....	14
34	URGENT RESOLUTIONS.....	15
35	NOTICE OF BOARD MEETINGS.....	15
36	QUORUM FOR BOARD MEETINGS.....	15
37	PRESIDING AT BOARD MEETINGS.....	16

38	VOTING AT BOARD MEETINGS.....	16
39	REMOVAL OF BOARD MEMBER .....	16
40	EMPLOYEES.....	17
41	DELEGATIONS®.....	17
42	MINUTES OF MEETINGS.....	18
43	FUNDS.....	18
44	AFFILIATED CLUBS.....	18
45	SEAL.....	18
46	NOTICE TO MEMBERS.....	18
47	NOTICE TO SECRETARY.....	19
48	CUSTODY AND INSPECTION OF BOOKS AND RECORDS .....	19
49	BY-LAWS.....	19
50	ACCOUNTS .....	20
51	WINDING UP.....	20
	APPENDIX 1 .....	21
	OBJECTS OF ASSOCIATION.....	21
	APPENDIX 2 .....	23
	FORM OF APPOINTMENT OF PROXY FOR MEETING OF.....	23
	APPENDIX 3 .....	24
	FORM OF APPOINTMENT OF PROXY.....	24

## **1 Name**

The name of the incorporated association is the South Australian Weightlifting Association (the **Association**).

## **2 Definitions**

2.1 In this constitution, unless the contrary intention appears:

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

**"annual general meeting"** means a meeting of the **Association** held in accordance with the **Act**;

**"annual subscription"** means the subscription fee applicable in each year, determined by the **board**, with respect to **applications**;

**"application"** means a person's initial application for membership of the **Association** or an application for renewal of membership of the **Association**;

**"approved form"** means the application form approved by the **board**;

**"AWF"** means the Australian Weightlifting Federation, the National Sporting Organisation governing weightlifting in Australia;

**"board"** means the board of directors of the **Association**;

**"board meeting"** means a meeting of the board of directors of the **Association**;

**"employee"** means the person, from time to time, appointed by the **board** in accordance with clause 41;

**"director"** means a member of the **board** who is not a staff person;

**"eligible person"** means a natural person whose permanent place of residence is located within the state of South Australia;

**"financial year"** means the period of 12 months ending on 30 June in each year;

**"general meeting"** means a general meeting of **members**, and includes an **annual general meeting** or **special general meeting**, convened in accordance with clause 13;

**"life member"** means a person appointed as a life member in accordance with clause 5.1;

**"member"** means a member of the **Association**;

**"objects"** means the **Association's** objects annexed to this constitution (Appendix 1);

**"poll"** means a counting of votes

"**Regulations**" means regulations under the **Act**;

"**relevant documents**" has the same meaning as in the **Act**;

"**special general meeting**" means a **general meeting** other than an **annual general meeting**;

"**Telecommunications Meeting**" means a meeting held by telephone, video, any other technology (or a combination of these technologies) which permit each Director at a meeting of Directors or each Voting Member at a meeting of Members to communicate with any other participant;

"**special resolution**" means a resolution of the **Association**, passed at a **special general meeting**;

"**voting member**" means:

(a) a **member** who is 17 years of age and over and who has paid the **annual subscription**; or

(b) a **life member**.

"**Weightlifting**" means the sporting activity described in the Statutes and Regulations of the International Weightlifting Federation.

2.2 Words used in this constitution, and otherwise defined in the **Act**, have the meaning given to them in the **Act**.

### **3** ***Alteration of the Constitution***

This constitution and the **objects** must not be altered except by **special resolution** and otherwise in accordance with the **Act**.

### **4** ***Powers of the Association***

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

### **5** ***Categories of membership***

5.1 The membership of the **Association** shall comprise:

5.1.1 **members**; and

5.1.2 **life members**.

5.2 A **member** who has given distinguished service to the **Association** may, upon the recommendation of the **board**, be appointed a life member of the **Association** by resolution of a **general meeting**.

## **6 Membership, entry fees and subscription**

- 6.1 The annual subscription (if any) and any fees or other levies payable by Members to the Association, the time for and manner of payment, shall be as determined by the Board.
- 6.2 An **eligible person** whose **application** is approved, as provided in this constitution, is eligible to be a **member** upon payment of the **annual subscription**.
- 6.3 An **application** must-
- 6.3.1 be made in writing in the **approved form**;
  - 6.3.2 be lodged with the Secretary or as otherwise specified on the **approved form**;
  - 6.3.3 be accompanied by the **annual subscription**.
- 6.4 As soon as practicable after the receipt of an **application**, the Secretary must pass on all monies to the Treasurer and refer the **application** to the **board**.
- 6.5 The **board** must determine whether to approve or reject the **application**.
- 6.6 If the **board** approves an **application**, the Secretary must, as soon as practicable:
- 6.6.1 notify the applicant in writing of the approval of that person's membership; and
  - 6.6.2 enter the applicant's name in the register of **members**.
- 6.7 An applicant for membership becomes a **member** and is entitled to exercise the rights of membership when his or her name is entered in the register of **members**.
- 6.8 An eligible person whose application is approved by the board shall be a **member** until 31 December in the year the person becomes a **member** or in which that person's membership is renewed.
- 6.9 If the **board** rejects an **application**, the Secretary must, as soon as practicable, notify the applicant in writing that the **application** has been rejected and return to the **application fee** to the applicant.
- 6.10 A right, privilege or obligation of a **member**:
- 6.10.1 is not capable of being transferred or transmitted to another person; and
  - 6.10.2 terminates upon the cessation of membership whether by death or resignation or otherwise.

## 7 **Effect of Membership**

- 7.1 Members acknowledge and agree that:
- 7.1.1 this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the Regulations and the AWF constitution and regulations;
  - 7.1.2 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 Board or other entity with delegated authority;
  - 7.1.3 by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Association and the AWF;
  - 7.1.4 the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of weightlifting in South Australia; and
  - 7.1.5 they are entitled to all benefits, advantages, privileges and services of Association membership.

## 8 **Register of members**

- 8.1 The Secretary must keep and maintain a register of **members** containing-
- 8.1.1 the name and address of each **member**; and
  - 8.1.2 the date on which each **member's** name was entered in the register.

## 9 **Ceasing membership**

- 9.1 A **member** who has paid all moneys due and payable by a **member** to the **Association** may resign from the **Association** by giving one month's notice in writing to the Secretary of his or her intention to resign.
- 9.2 After the expiry of the period referred to in clause 9.1--
- 9.2.1 the person who gave notice under that clause, ceases to be a **member**; and
  - 9.2.2 the Secretary must record in the register of **members** the date on which the **member** ceased to be a **member**.
- 9.3 A **member** who ceases to be an **eligible person** shall forthwith be deemed to have ceased to be a **member**.
- 9.4 Notwithstanding clause 6.8, an **eligible person** shall not be deemed to have ceased to be a **member** unless that person has failed to make an **application** by 28 February in the year after which that person's application was last approved by the **board**.
- 9.5 Any membership fees and subscriptions paid by a person that has ceased to be a **member** will be retained by the **Association**.

**10 Discipline, suspension and expulsion of members**

- 10.1 Subject to this constitution, if the **board** is of the opinion that a **member** has refused or neglected to comply with this constitution, or has been guilty of conduct unbecoming a **member**, or prejudicial to the interests of the **Association**, the **board** may by resolution--
- 10.1.1 fine that **member** an amount not exceeding \$500; or
  - 10.1.2 suspend that **member** from membership of the **Association** for a specified period; or
  - 10.1.3 expel that **member** from the **Association**.
- 10.2 A resolution of the **board** under clause 10.1 does not take effect unless--
- 10.2.1 at a meeting held in accordance with clause 10.3, the **board** confirms the resolution; and
  - 10.2.2 if the **member** exercises a right of appeal to the **Association** under clause 10.6, the **Association** confirms the resolution in accordance with this clause.
- 10.3 A meeting of the **board** to confirm or revoke a resolution passed under clause 10.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the **member** in accordance with clause 10.4.
- 10.4 For the purposes of giving notice in accordance with clause 10.3, the Secretary must, as soon as practicable, cause to be given to the **member** a written notice--
- 10.4.1 setting out the resolution of the **board** and the grounds on which it is based; and
  - 10.4.2 stating that the **member**, or his or her representative, may address the **board** at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that **member**; and
  - 10.4.3 stating the date, place and time of that meeting; and
  - 10.4.4 informing the **member** that he or she may do one or both of the following-
    - (a) attend that meeting; or
    - (b) give to the **board** before the date of that meeting a written statement seeking the revocation of the resolution;
  - 10.4.5 informing the **member** that, if at that meeting, the **board** confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the **Association** in **general meeting** against the resolution.



- 10.5 At a meeting of the **board** to confirm or revoke a resolution passed under clause 10.1, the **board** must-
- 10.5.1 give the **member**, or his or her representative, an opportunity to be heard; and
  - 10.5.2 give due consideration to any written statement submitted by the **member**; and
  - 10.5.3 determine by resolution whether to confirm or to revoke the resolution.
- 10.6 If at the meeting of the **board**, the resolution is confirmed, the **member** may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the **Association** in **general meeting** against the resolution.
- 10.7 If the Secretary receives a notice under clause 10.6, he or she must notify the **board** and the **board** must convene a **general meeting** to be held within 21 days after the date on which the Secretary received the notice.
- 10.8 At a **general meeting** convened under clause 10.7--
- 10.8.1 no business other than the question of the appeal by the **member** may be conducted; and
  - 10.8.2 the **board** may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - 10.8.3 the **member**, or his or her representative, must be given an opportunity to be heard; and
  - 10.8.4 the **members** present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 10.9 A resolution must be revoked unless, not less than two-thirds of the **members** present at the **general meeting**, or voting by proxy, vote in favour of confirmation the resolution.

## ***11 Disputes and mediation***

- 11.1 The Grievance Policy set out in this Association's Policy Manual applies to disputes under this constitution between-
- 11.1.1 a **member** and another **member**; or
  - 11.1.2 a **member** and the **Association**.

## **12 Annual general meetings**

- 12.1 The **board** may determine the date, time and place of the **annual general meeting**, which unless determined otherwise by the board will be conducted within the first 14 days of November each year.
- 12.2 Any notice given in accordance with clause 13 must specify that the meeting is an annual general meeting.
- 12.3 The ordinary business of the **annual general meeting** shall be-
  - 12.3.1 to confirm the minutes of the previous **annual general meeting** and of any **general meeting** held since that meeting; and
  - 12.3.2 to receive from the **board** reports upon the transactions of the **Association** during the last preceding **financial year**; and
  - 12.3.3 to elect the **executive directors** and the **directors**; and
  - 12.3.4** to receive and consider the statement submitted by the **Association** in accordance with section 30(3) of the **Act**.
- 12.4 The **annual general meeting** may conduct any special business of which notice has been given in accordance with this constitution.

## **13 Special general meetings**

- 13.1 In addition to the **annual general meeting**, any other **general meeting** may be held in the same year.
- 13.2 The **board** may, whenever it thinks fit, convene a **special general meeting**.
- 13.3 If, but for this -clause, more than 15 months would elapse between **annual general meetings**, the **board** must convene a **special general meeting** before the expiration of that period.
- 13.4 The **board** must, on the request in writing of **members** representing not less than 10 per cent of the total number of **voting members**, convene a **special general meeting**.
- 13.5 The request for a **special general meeting** must--
  - 13.5.1 state the purpose of the meeting; and
  - 13.5.2 be signed by the **voting members** requesting the meeting; and
  - 13.5.3 be sent to the Secretary.
- 13.6 If the **board** does not cause a **special general meeting** to be held within one month after the date on which the request is sent to the Secretary, the **voting members** making the request, or any of them, may convene a **special general meeting** to be held not later than 3 months after that date.

- 13.7 If a **special general meeting** is convened by **voting members** in accordance with this clause, it must be convened in the same manner so far as possible as a meeting convened by the **board** and all reasonable expenses incurred in convening the **special general meeting** must be refunded by the **Association** to the persons incurring the expenses.

#### **14 Special business**

All business that is conducted at a **special general meeting** and all business that is conducted at the annual general meeting, except for business conducted under the clauses as ordinary business of the annual general meeting, is deemed to be special business.

#### **15 Notice of general meetings**

- 15.1 The Secretary, at least 14 days, or if a **special resolution** has been proposed at least 21 days, before the date fixed for holding a **general meeting**, must cause to be sent to each **voting member**, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 15.2 The Secretary must cause a copy of any notice given pursuant to this clause to also be published on the web site of the **Association**.
- 15.3 Notice of a **general meeting** may be sent--
- 15.3.1 by prepaid post;
  - 15.3.2 by email; or
  - 15.3.3 by fax;
- to the postal address, email address or fax number of **voting members** recorded in the register of **members**.
- 15.4 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 15.5 A **member** who intends to bring any business before a **general meeting** may notify the Secretary in writing of that item of business and, when so notified, the Secretary must include that item in the notice of the next **general meeting** given in accordance with clause 15.1.

**16 Quorum at general meetings**

- 16.1 No item of business may be conducted at a **general meeting** unless a quorum of **voting members** is present at the time when the meeting is considering that item.
- 16.2 Subject to clause 16.5, the presence at the meeting of not less than 10 of the **voting members** shall constitute a quorum for the conduct of the business of a **general meeting**.
- 16.3 If, within half an hour after the appointed time for the commencement of a **general meeting**, a quorum is not present-
  - 16.3.1 in the case of a meeting convened upon the request of **voting members**--the meeting must be dissolved; and
  - 16.3.2 in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice given by the Secretary to **voting members** given before the day to which the meeting is adjourned) at the same place.
- 16.4 If at the adjourned meeting, the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the **voting members** personally present (being not less than 7 ) shall be a quorum.
- 16.5 In the event that a **special resolution** is being considered at a **special general meeting**, the presence at the meeting of not less than 10 of the **voting members** shall constitute a quorum for the conduct of the business of that meeting.

**17 Presiding at general meetings**

- 17.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each **general meeting**.
- 17.2 If the President and the Vice-President are both absent from a **general meeting**, or are unable to preside, the **voting members** present must select one of their number to preside as Chairperson.

**18 Adjournment of meetings**

- 18.1 The Chairperson may, with the consent of a majority of **voting members** present at the meeting, adjourn the meeting from time to time and place to place.
- 18.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 18.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must again be given in accordance with clause 15.
- 18.4 Except as provided in clause 18.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

**19 Voting at general meetings**

- 19.1 Upon any question arising at a **general meeting**, a **voting member** has one vote only.
- 19.2 All votes must be given personally or by proxy.
- 19.3 In the case of an equality of votes on a question, the Chairperson shall be entitled to exercise a second, or casting, vote.

**20 Poll at general meetings**

- 20.1 If at a meeting a poll on any question is demanded by not less than 3 **voting members**, it must be taken at that meeting in such manner as the Chairperson directs and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 20.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately.
- 20.3 A poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson directs.

**21 Manner of determining whether resolution carried**

- 21.1 If a question arising at a **general meeting** is determined on a show of hands-
  - 21.1.1 a declaration by the Chairperson that a resolution has been-
    - (a) carried; or
    - (b) carried unanimously; or
    - (c) carried by a particular majority; or
    - (d) lost;

an entry to that effect must be made in the minute book of the **Association--**

- 21.2 An entry made in accordance with clause 21.1 is evidence of the outcome of the voting on the resolution, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## 22 **Proxies**

- 22.1 Each **member** is entitled to appoint another **member** as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 22.2 The notice appointing the proxy must --
- 22.2.1 for a meeting convened under clause 10.7, be in the form set out in Appendix 2; or
  - 22.2.2 in any other case, in the form set out in Appendix 3.

## 23 **Board of directors**

- 23.1 The affairs of the **Association** shall be managed by a board of directors (the **board**).
- 23.2 The **board**--
- 23.2.1 shall control and manage the business and affairs of the **Association**; and
  - 23.2.2 may, subject to this constitution, the **Act** and the **Regulations**, exercise all such powers and functions as may be exercised by the **Association** other than those powers and functions that are required by this constitution to be exercised by resolution of a **general meeting**; and
  - 23.2.3 subject to this constitution, the **Act** and the **Regulations**, has power to perform all such acts and things as appear to the **board** to be essential for the proper management of the business and affairs of the **Association**.
- 23.3 Subject to section 26 of the **Act**, the **board** shall consist of--
- 23.3.1 Four **executive directors**; and
  - 23.3.2 Three **directors**—

***each of whom must be a voting member and, subject to clause 26 shall be elected at the annual general meeting in each year.***

## 24 **POWERS OF THE BOARD**

- 24.1 Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board. In particular, the Board as the governing body for Weightlifting in South Australia shall be responsible for acting on State and local issues in accordance with the objects and shall operate for the benefit of the Members and the community throughout South Australia and shall govern Weightlifting in South Australia in accordance with this Constitution and in particular the objects.

**25**      ***Executive Directors***

25.1      The **executive directors** shall be--

25.1.1      a President;

25.1.2      a Vice-President;

25.1.3      a Treasurer;

25.1.4      a Secretary

25.2      The provisions of clause 26 shall, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of **voting members** to any of the offices referred to in clause 25.1

**26**      ***Initial rotation of members of the board***

26.1      At the annual general meeting to be held in 2021, at least one **executive director** and one **director** who were elected at the annual general meeting held in 2020 must vacate their positions.

26.2      At the annual general meeting to be held in 2022, at least one **executive director** and one **director** who were last elected at the annual general meeting held in 2020 must vacate their positions.

26.3      At the annual general meeting to be held in 2023, the remaining **executive directors** and **directors** who were elected at the annual general meeting held in 2020 must vacate their positions.

26.4      In the event that the requisite number of **executive director** and **director** positions is not vacated voluntarily by those persons holding such positions, in accordance with clauses 26.1 and 26.2, the positions to be vacated shall be determined by a ballot of the members of the **board** held prior to the deadline for nominations of candidates for election as **executive directors** or as **directors** in each relevant year.

26.5      A **member** shall not be elected as:

26.5.1      an **executive director**;

for more than 3 consecutive terms of office or 9 consecutive years, whichever is the sooner.

## 27 **Election of executive directors and directors**

- 27.1 Nominations of candidates for election as **executive directors** or as **directors** must be--
- 27.1.1 made in writing, signed by two **voting members** and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - 27.1.2 delivered to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting.
- 27.2 If insufficient nominations are received to fill all vacancies on the **board**, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 27.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 27.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 27.5 The ballot for the election of **executive directors** and **directors** must be conducted at the annual general meeting in such manner as the **board** may direct.

## 28 **Terms of office**

- 28.1 Each **executive director** or **director** shall hold office commencing from the close of the **annual general meeting** at which that person is elected until the third **annual general meeting** after the date of his or her election.
- 28.2 Subject to clause 26 each **executive director** or **director** is eligible for re-election.
- 28.3 In the event of a casual vacancy with respect to the position of an **executive director** or a **director**, the **board** may appoint another **voting member** to the position and the **voting member** appointed may continue in office up to, and including, the conclusion of the **annual general meeting** next following the date of that appointment.

## 29 **Disqualifying positions**

- 29.1 A **voting member**, who is also an elected or appointed member of the board of directors of the Weightlifting Australia Inc (the **AWF**) is prohibited from being elected, or appointed, an **executive director** or a **director** during the currency of the term of that person's membership of the board of directors of the AWF (**disqualifying position**).
- 29.2 An **executive director** or **director** who accepts election, or appointment, to a **disqualifying position** must, within 7 days of the acceptance of such position, give notice in writing to the Secretary of that acceptance.
- 29.3 Upon the receipt by the Secretary of the notice, given in accordance with clause 29.2, the relevant **executive director** or **director** shall be deemed to have resigned from his or her position on the **board**.



**30 Vacancies**

- 30.1 The office of an **executive director**, or of a **director**, becomes vacant if the **executive director** or **director**--
- 30.1.1 ceases to be a **member** ;
  - 30.1.2 becomes an insolvent under administration within the meaning of the Corporations Law;
  - 30.1.3 resigns from office by notice in writing given to the Secretary;
  - 30.1.4 fails, without the leave of the **board**, to attend more than 5 consecutive meetings of the **board**; or
  - 30.1.5 is deemed to have resigned his or her position by reason of the operation of clauses 29.2 and 29.3.

**31 Public officer**

- 31.1 Unless another **voting member** is appointed as the public officer of the **Association**, the person occupying the position of President shall also be the public officer.

**32 Employees ineligible**

- 32.1 An employee of the **Association** is prohibited from being elected, or appointed, as an **executive director** during the currency of such employment.

**33 Meetings of the board**

- 33.1 The board must meet at least six (6) times in each calendar year which must include a minimum of four (4) face-to-face meetings.
- 33.2 Special meetings of the **board** may be convened at the request of:
- 33.2.1 the President; or
  - 33.2.2 any 3 members of the **board**.
- 33.3 A Board meeting may be held by means of a Telecommunication Meeting provided that the number of directors participating is not less than a quorum required for a meeting of the Board. Non-members may be invited to attend board, general, annual, special meetings if considered appropriate by any 3 members of the board

**34 Urgent resolutions**

- 34.1 In the event that the **board** is required to consider, and resolve, an urgent item of business the **board** may, as appropriate, proceed to consider and resolve that item of business in accordance with clause 35.2.

- 34.2 The Secretary shall forward the documents relevant to the item of urgent business to each member of the **board** by email or fax and specify a period (not less than 24 hours) within which each member of the **board** must inform the Secretary in writing of his or her decision with respect to that item of business.
- 34.3 A resolution of the **board** with respect to an item of business shall be taken to have been made when responses from the members of the **board** which amount to a quorum have been received by the Secretary as at the expiry of the time specified in accordance with clause 35.2.

**35** *Notice of board meetings*

- 35.1 The Secretary must give written notice of each **board** meeting to each member of the **board** at least 2 business days before the date of the meeting.
- 35.2 The Secretary must give written notice to members of the **board** of any special meeting, specifying the general nature of the business to be conducted.
- 35.3 No other business, other than that specified in accordance with clause 13.5, may be conducted at a special meeting of the **board**.
- 35.4 The giving of notice by fax or email shall constitute sufficient compliance with clause 35.1 and 35.2.

**36** *Quorum for board meetings*

- 36.1 Any 5 members of the **board** shall constitute a quorum for the conduct of the business of a meeting of the **board**.
- 36.2 No business may be conducted unless a quorum is present.
- 36.3 If within half an hour of the time appointed for the meeting a quorum is not present--
- 36.3.1 in the case of a special meeting--the meeting lapses;
  - 36.3.2 in any other case--the meeting shall stand adjourned to such place and time that the members of the board present shall determine..
- 36.4 The **board** may act notwithstanding any vacancy on the **board**.

**37      *Presiding at board meetings***

37.1      At meetings of the **board**-

37.1.1      the President or, in the President's absence, the Vice-President shall preside; or

37.1.2      if the President and the Vice-President are both absent, or are unable to preside, those present must choose one of their number to preside.

**38      *Voting at board meetings***

38.1      Questions arising at a meeting of the **board**, or at a meeting of any sub-committee appointed by the **board**, shall be determined on a show of hands or, if an **executive director** or **director** requests, by a poll taken in such manner as the person presiding at that meeting determines.

38.2      Subject to clause 38.3, each **executive director** or **director** present at a meeting of the **board**, or at a meeting of any sub-committee appointed by the **board** (including the person presiding at the meeting), is entitled to one vote only.

38.3      In the event of an equality of votes on any question, the person presiding may exercise a second, or casting, vote.

**39      *Removal of board member***

39.1      The **Association** may, by **special resolution**, remove any **executive director** or **director** before the expiration of that person's term of office and appoint another **voting member** in his or her place to hold office until the expiration of the term of the replaced **executive director** or **director**.

39.2      An **executive director** or **director** who is the subject of a proposed **special resolution** referred to in clause 34.1 may make representations in writing to the Secretary, or the President, and may request that the representations be provided to the **voting members**.

39.3      The Secretary, or the President, must give a copy of the representations to each **voting member** and must ensure that they be read out at the meeting convened to consider the **special resolution**.

## **40 Employees**

- 40.1 The **board** may, by resolution, appoint **Employees**.
- 40.2 The **Employees** shall be appointed upon terms and conditions (including as to remuneration), as determined by resolution of the **board**.
- 40.3 The **Employees** shall be entitled to exercise the powers and perform the functions as are, from time to time, delegated to the **Employees** by the **board** or otherwise specified in writing by authority of the **board**.
- 40.4 The **Employees** shall be entitled to have notice of, and to attend every:
  - 40.4.1 meeting of the **board**;
  - 40.4.2 meeting of any sub-committee appointed by the **board**; and
  - 40.4.3 meeting of the **Association**.

## **41 Delegations**

- 41.1 The Board may by instrument in writing create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines from time to time. In exercising its power under this clause the Board must take into account broad stakeholder involvement
- 41.2 The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:
  - 41.2.1 this power of delegation; and
  - 41.2.2 a function imposed on the Board or the Executive Director by the Act or any other law, or this Constitution or by resolution of the Association in General Meeting.
- 41.3 A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- 41.4 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 Board under clause 38 above. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Board with details of all material decisions and shall provide any other reports, minutes and information as the Board may require from time to time.
- 41.5 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.
- 41.6 The Board may by instrument in writing, at any time revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such body or person under this clause.

**42 Minutes of meetings**

The Secretary must keep minutes of the resolutions and proceedings of each general meeting, each board meeting and any urgent resolution made in accordance with clause 34, together with a record of the names of persons present at each such meeting.

**43 Funds**

43.1 The Treasurer must-

43.1.1 collect and receive all moneys due to the **Association** and make all payments authorised by the **Association**; and

43.1.2 keep correct accounts and books showing the financial affairs of the **Association** with full details of all receipts and expenditure connected with the activities of the **Association**.

43.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the Treasurer and one other Director.

43.3 The funds of the Association shall be derived from annual subscriptions, donations and such other sources as the board determines.

**44 Affiliated Clubs**

44.1 The **board** may, by resolution, recognise weightlifting clubs:

44.1.1 established in accordance with laws of the state of South Australia; and

44.1.2 the membership of which comprises only of persons who are members of the Association,

44.2 Affiliated clubs will abide by all guidelines as prescribed by the board from time to time.

**45 Notice to members**

45.1 Any notice that is required to be given to a **member**, by or on behalf of the **Association**, under this constitution may be given by-

46.1.1 delivering the notice to the **member** personally; or

46.1.2 sending it by:

(a) prepaid post;

(b) email; or

(c) fax;

to the postal address, email address or fax number of **members** recorded in the register of **members**.

**46 Notice to Secretary**

- 46.1 Any notice, or response, that is required to be given by a **member** to the Secretary under this constitution may be given by-
- 47.1.1 delivering the notice or response to the Secretary personally; or
  - 47.1.2 sending it by:
    - (a) prepaid post;
    - (b) email; or
    - (c) fax;
- to the postal address, email address or fax number of the **Association**.

**47 Custody and inspection of books and records**

- 47.1 Except as otherwise provided in this constitution, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the **Association**.
- 47.2 All accounts, books, securities and any other **relevant documents** of the **Association** must be available for inspection free of charge by any **member** upon request.
- 47.3 A **member** may make a copy of any accounts, books, securities and any other **relevant documents** of the **Association**.

**48 By-laws**

- 48.1 The **board** may, from time to time, make by-laws for the administration or management of the **Association's** affairs.
- 48.2 The **board** may amend, replace or rescind any by-law of the **Association**.
- 48.3 The **Association** may, at a **general meeting**, amend, replace or rescind by-law of the **Association**.
- 48.4 The amendment, replacement or rescission of a by-law of the **Association** by the **board**, or the **Association**, shall not affect the validity of any action taken by the **Association**, the **board** or any other person pursuant to that amended, replaced or rescinded by-law as in force from time to time.
- 48.5 A by-law of the **Association**:
- 49.5.1 must be consistent with the provisions of this constitution; and
  - 49.5.2 shall be binding upon the **members** as if it were a provision of this constitution.

**49**      **Accounts**

49.1      The accounts of the **Association** with respect to each financial year must be audited by a person qualified within the terms of section 30B of the Act.

**50**      **Winding up**

50.1      In the event of the winding up or the cancellation of the incorporation of the **Association**, the assets of the **Association** must be disposed of in accordance with the provisions of the **Act**.

## APPENDIX 1

### ASSOCIATIONS INCORPORATION ACT 1981

#### OBJECTS OF SOUTH AUSTRALIAN WEIGHTLIFTING ASSOCIATION INC. (the "Association")

#### 1) Objects of Association

The objects for which the Association is established are to:

- a) be the South Australian member of the Australian Weightlifting Federation Inc (AWF) and to promote and enforce the Statutes and Regulations and AWF Clauses throughout South Australia;
- b) be the premier body for Weightlifting in South Australia and, as such, to:
  - i) control the strategic direction of Weightlifting in South Australia; and
  - ii) determining the highest level policy for the conduct and management of Weightlifting in South Australia;
- c) support, supervise and control Members, Clubs and Registered Participants in relation to Weightlifting activities in South Australia and nationally;
- d) foster friendly relations among Members, Clubs and Registered Participants;
- e) prevent racial, gender, religious or political discrimination or distinction in Weightlifting and among Members, Clubs and Registered Participants;
- f) make, adopt, vary and publish clauses, regulations, by-laws and conditions for:
  - i) the regulation of Weightlifting in South Australia; and
  - ii) deciding and settling all differences that arise between Members, Clubs and Registered Participants;
- g) promote, provide for, regulate and manage Weightlifting competitions in South Australia, including:
  - i) State championships between Clubs and/or Members;
  - ii) competitions in South Australia between visiting overseas teams, between visiting overseas teams and teams representing the Association or between visiting overseas teams and Clubs;
  - iii) tours overseas by teams representing the Association;
  - iv) participation in international competitions by Registered Participants representing the Association.



- h) do everything expedient to make known the Statutes and Regulations of the AWF, IWF Clauses, and the activities of the Association, Members, Clubs and Registered Participants, in particular by:
  - i) advertising in the press, on television and radio and by circular;
  - ii) controlling the rights to photograph or make films or other visual reproductions of the events controlled or organised by the Association;
  - iii) publishing books, programs, brochures and periodicals in relation to Weightlifting activities; and
  - iv) granting prizes, rewards and making donations in relation to Weightlifting activities.
- i) secure and maintain affiliation with other bodies, domestic and national, having a common interest in Weightlifting;
- j) co-operate with other bodies, including other member associations of the AWF:
  - i) in the promotion and development of interstate, international and other Weightlifting competitions; and
  - ii) otherwise, in relation to Weightlifting, the Statutes and Regulations of the AWF and the IWF Clauses
- k) take any other action which, in the opinion of the Council, is in the best interests of Weightlifting in South Australia.

## 2 Interpretation

Capitalised terms used in these Objects shall have the meanings set out in the Clauses of the South Australian Weightlifting Association Inc.

**APPENDIX 2**  
**FORM OF APPOINTMENT OF PROXY FOR MEETING OF**  
**ASSOCIATION CONVENED UNDER CLAUSE 7(7)**

I,.....  
(name)

of .....  
(address)

being a member of .....  
(name of Incorporated Association)

appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the **general meeting** of the Association convened under clause 7(7), to be held on-

.....  
(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under clause 7(1)).

.....  
Signed  
Date

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I, .....  
(name)

of .....  
(address)

being a member of .....  
(name of Incorporated Association)

appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special\* general meeting of the Association to be held on

.....  
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against\* the following resolution (insert details of resolution).

.....  
Signed  
Date

\* Delete if not applicable