

# SOUTH AUSTRALIAN CROQUET ASSOCIATION INCORPORATED



# CONSTITUTION

24<sup>th</sup> September 2013

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# ASSOCIATIONS INCORPORATION ACT 1985 (SA)

## CONSTITUTION

of

### SOUTH AUSTRALIAN CROQUET ASSOCIATION INCORPORATED

#### 1. NAME OF ASSOCIATION

The name of the Association is South Australian Croquet Association Incorporated.

#### 2. DEFINITIONS AND INTERPRETATION

##### 2.1 Definitions

In this Constitution unless the contrary intention appears:

“**Act**” means *the Associations Incorporation Act 1985 (SA)*.

“**Board**” means the body consisting of the Directors.

“**Club**” means a croquet club which is affiliated with Croquet SA.

“**Committee**” includes a sub-committee.

“**Constitution**” means this Constitution of Croquet SA.

“**Croquet SA**” means the South Australian Croquet Association Incorporated.

“**Croquet Australia**” means the national body controlling croquet in Australia, namely the Australian Croquet Association Incorporated.

“**Date of Approval of this Constitution**” means the date on which a General Meeting of Croquet SA adopted this Constitution.

“**Delegate**” means the person appointed from time to time to act for and on behalf of a Club and to represent the Club at General Meetings.

“**Director**” includes an Elected Director, an appointed Director and the Executive Director except where the context otherwise dictates.

“**Elected Director**” includes a person appointed to fill a casual vacancy under **clause 18.3**.

“**Executive Director**” means the Executive Director of Croquet SA for the time being appointed under this Constitution.

**“Financial Year”** means a period of 12 months commencing on 1 July in one year and ending on 30 June in the following year.

**“General Meeting”** means the annual or any special general meeting of Croquet SA.

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

**“Life Member”** means an individual who has become a life member of Croquet SA under **clause 5.2**.

**“Member”** means a member for the time being of Croquet SA under **clause 5**.

**“Objects”** means the objects of Croquet SA set out in **clause 3**.

**“Register of Members”** means the register of members kept and maintained under **clause 8.1**.

**“Registered Player”** means a playing member of a Club who has been registered by the Club with Croquet SA under **clause 7.3**.

**“Regulations”** means any Regulations made by the Board under **clause 38**.

**“Seal”** means the common seal of Croquet SA.

**“Special Resolution”** means a special resolution as defined in the Act.

**“Sport”** means the sport of croquet.

## **2.2 Interpretation**

In this Constitution:

- a. capital letters are used at the beginning of words or terms which are defined in **clause 2. 1**;
- b. a reference to a function includes a reference to a power, authority and duty;
- c. 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 or the performance of the duty;
- d. words importing the singular include the plural and vice versa;
- e. words importing any gender include the other genders;

- f. references to persons include corporations and bodies politic;
- g. references to a person include the legal personal representatives, successors and permitted assigns of that person;
- h. a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- i. a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

### **2.3 Severance**

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

### **2.4 The Act**

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

## **3. OBJECTS OF CROQUET SA**

Croquet SA is established solely for the Objects. The Objects of Croquet SA are to:

- a. conduct, encourage, promote, advance and administer croquet in all its forms throughout South Australia;
- b. affiliate with Croquet Australia and participate as a member of Croquet Australia in the furtherance of its objects within South Australia;
- c. encourage and assist in the formation of new Clubs;
- d. encourage and assist Clubs in the promotion of croquet, the attraction of new members, the coaching of players, the conduct of competitions, the improvement of their facilities and in the furtherance of their financial and other welfare;
- e. at all times act on behalf of and in the interest of Members, Registered Players and croquet in South Australia;

- f. establish, apply and maintain a uniform system of handicapping in each form of the Sport;
- g. establish, apply and maintain a uniform system of accreditation for coaches and referees in each form of the Sport;
- h. promote, organise and manage tournaments, championships and matches;
- i. accept and deal with complaints from Members or Registered Players and where appropriate impose penalties;
- j. represent South Australia at conferences, meetings and other discussions with other State Associations and cooperate with them in the promotion and administration of croquet;
- k. seek and obtain improved facilities for the enjoyment of croquet in South Australia;
- l. adopt and implement policies developed by Croquet Australia, including (as relevant and applicable) member protection, anti-doping , health and safety, junior Sport, match fixing and such other such matters;
- m. represent the interests of its Members and of croquet generally in any appropriate forum in South Australia;
- n. promote the health and safety of Registered Players and all other participants in croquet in South Australia;
- o. acquire, by purchase or otherwise and sell real or personal property;
- p. borrow and raise money and give security by way of mortgage, guarantee or otherwise;
- q. pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of croquet in South Australia;
- r. apply for, obtain and hold any certificate of registration or licence necessary or desirable for the carrying out of any of these objects;
- s. have regard to the public interest in its operations; and
- t. undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

#### **4. POWERS OF CROQUET SA**

Solely for furthering the Objects, Croquet SA has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and

powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

## **5. MEMBERS**

### **5.1 Categories of Members**

The Members of Croquet SA shall consist of:

- a. Clubs, which shall have the right to receive notice of General Meetings and each of which shall be represented by a Delegate who shall have the right to be present, debate and vote on behalf of the Club at General Meetings;
- b. Life Members, who shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights;
- c. Directors, who shall have the right to receive notice of General Meetings and to be present and to debate at General Meetings, but shall have no voting rights;
- d. such new or other categories of Member as may be established by the Board. Any new category of Member established by the Board may not be granted voting rights without the approval of Croquet SA in General Meeting.

### **5.2 Life Members**

- a. A person who at the Date of Approval of this Constitution is an honorary life member or player life member of Croquet SA shall be a Life Member.
- b. The Board may recommend to the annual general meeting that a person who has rendered distinguished service to Croquet SA or the Sport either as an administrator or player, or in any other capacity, shall be appointed a Life Member.
- c. A resolution of the annual general meeting to appoint a person a Life Member must be a Special Resolution.

## **6. DELEGATES**

- a. A Delegate must be a member of a Club, but need not be a member of the Club for which he or she is a Delegate.
- b. A person may not be a Delegate of more than one Club at the same time.
- c. A Club must notify Croquet SA in writing of the name, postal address and address for electronic mail (if any) of its Delegate upon any appointment or change being made.



- d. Croquet SA shall maintain an up to date register of the names of the Delegates of the Clubs and only the person whose name appears in the register as the Delegate of a Club shall be entitled to represent the Club at a General Meeting under **clause 5.1 a.** or, unless a proxy is appointed under **clause 30**, vote for the Club under **clause 29.1**.

## **7. AFFILIATION**

### **7.1 Affiliated Clubs**

An affiliated club is a club which;

- a. is an affiliated club of Croquet SA at the Date of Approval of this Constitution; or
- b. has subsequently applied for and has been approved by Croquet SA as an affiliated club;

and which has not resigned or withdrawn its affiliation or been disaffiliated by Croquet SA.

### **7.2 Application for Affiliation**

- a. An application for affiliation must be in writing on the form prescribed from time to time by the Board.
- b. The Board shall give written notice of the application to each Club, which shall have 30 days from receipt of the notice to lodge an objection with the Board.
- c. After giving due consideration to any objection, the Board in its discretion shall decide whether to accept the application.

### **7.3 Affiliation and Registration Fees**

- a. A Club must pay to Croquet SA an annual affiliation fee.
- b. All playing members of a Club must be registered by the Club with Croquet SA and subject to **clause 7.3 c** the Club must pay to Croquet SA an annual registration fee for each playing member.
- c. A Club need not pay an annual registration fee for a Life Member unless he or she was a playing life member of Croquet SA at the Date of Approval of this Constitution.
- d. Each year, when required by Croquet SA, a Club must lodge with it a list of all its playing members, such list to be in a form determined by Croquet SA and to contain such information as it shall reasonably require.

- e. A Club must notify Croquet SA in writing within one month of any person who becomes a playing member of the Club after the list is lodged.

## **8. REGISTER OF MEMBERS**

### **8.1 Croquet SA to Keep and Maintain a Register of Members**

Croquet SA shall keep and maintain a Register of Members in which shall be entered (as a minimum) the full name, address, category of membership and date of entry to membership of Croquet SA of each Member and where applicable, the date of termination of membership.

### **8.2 Inspection of register**

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register of Members, excluding the address or other direct contact details of any Life Member or Director, shall be available for inspection by Members, upon reasonable request.

### **8.3 Use of register**

Subject to the Act, confidentiality considerations and privacy laws, the Register of Members may be used to further the Objects, in such manner as the Board considers appropriate.

## **9. EFFECT OF MEMBERSHIP**

Members acknowledge and agree;

- a. this Constitution constitutes a contract between each of them and Croquet SA and that they are bound by this Constitution and the Regulations and Croquet Australia's constitution and regulations;
- b. they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or duly authorised Committee;
- c. by submitting to this Constitution they are subject to the jurisdiction of Croquet SA and Croquet Australia;
- d. the Constitution is necessary and reasonable for promoting the Objects and particularly the advancement and protection of croquet in South Australia; and
- e. they are entitled to all benefits, advantages, privileges and services of membership of Croquet SA.

## **10. DISCONTINUANCE OF MEMBERSHIP**

### **10.1 Resignation**

- a. A Director shall cease to be a Member immediately upon ceasing to be a Director.
- b. A Life Member or a Member under a category of membership established under **clause 5.1 d** may resign as a Member by notice in writing to Croquet SA.
- c. A Club having paid all fees due to Croquet SA may withdraw its affiliation and resign from membership upon giving one month's notice in writing to Croquet SA, but may not do so without approval by Special Resolution of the Club. A copy of the relevant minutes of the Club meeting showing that the Special Resolution has been passed by the Club must accompany the written notice of withdrawal.

### **10.2 Discontinuance for Breach of this Constitution**

- a. Affiliation of a Club with Croquet SA and membership of Croquet SA may be discontinued by the Board upon breach by the Club of this Constitution or the Regulations, including but not limited to the failure to pay any moneys owed to Croquet SA, or failure to comply with any resolution or determination made or passed by the Board or any duly authorised Committee.
- b. Membership shall not be discontinued by the Board under **clause 10.2 a** without the Board first giving the accused Member a reasonable opportunity to be heard and/or a reasonable opportunity to rectify the breach.

### **10.3 Discontinuance for Failure to pay Affiliation and/or Registration Fees**

Affiliation with and membership of Croquet SA may be discontinued by the Board if a Club has not paid its annual affiliation fee and/or annual registration fees for any of its playing members to Croquet SA within 60 days of such fees becoming due under **clause 7.3 f**.

### **10.4 Former Member may Re-Apply**

Where membership has been discontinued under **clauses 10.2** or **10.3** the former Member:

- a. may re-apply for membership in accordance with this Constitution; and
- b. may be re-admitted at the discretion of the Board.

## **10.5 Forfeiture of Rights**

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon Croquet SA and its property and shall not use any property of Croquet SA including Intellectual Property. Any documents, records or other property of Croquet SA in the possession, custody or control of that Member must be returned to Croquet SA immediately.

## **10.6 Registration of Playing Members**

Upon the discontinuance of affiliation and membership of a club, its playing members shall immediately cease to be Registered Players with Croquet SA.

## **11. DISCIPLINE**

- a. Where the Board is advised or considers that a Member or Registered Player has allegedly:
  - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the Croquet Australia constitution or regulations or any resolution or determination of the Board or any duly authorised Committee; or
  - (ii) acted in a manner unbecoming of a Member or Registered Player as the case may be, or prejudicial to the purposes and interests of Croquet SA, Croquet Australia and/or the Sport; or
  - (iii) brought Croquet SA, Croquet Australia, any other Member or Registered Player, or the Sport into disrepute;

the Board may commence or cause to be commenced, disciplinary proceedings against that Member or Registered Player, and the Member or Registered Player as the case may be, will be subject to and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of Croquet SA set out in the Regulations.

- b. The Board may appoint a judiciary committee to deal with any disciplinary matter referred to it. Such judiciary committee shall operate in accordance with the procedures expressed in the Regulations but subject always to the Act.

## **12. SUBSCRIPTIONS AND FEES**

Annual affiliation and player registration fees and any other fees or other levies payable by Members to Croquet SA and the time for and manner of payment, shall be determined by the Board.

### **13. EXISTING DIRECTORS**

- a. The members of the board of Croquet SA in office immediately prior to the Date of Approval of this Constitution shall continue in those positions for their unexpired term. Thereafter those positions shall be vacated, filled and otherwise dealt with in accordance with this Constitution.
- b. The Executive Director at the Date of Approval of this Constitution shall continue in that position following such approval, subject to any contractual arrangements.

### **14. POWERS OF THE BOARD**

#### **14.1 Board to Manage Croquet SA**

Subject to the Act and this Constitution, the business of Croquet SA shall be managed and the powers of Croquet SA shall be exercised by the Board on behalf of the Members. In particular, the Board as the governing body for croquet 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, Registered Players and the community throughout South Australia and shall govern croquet in South Australia in accordance with this Constitution and in particular the Objects.

#### **14.2 Responsibility of Board to Inform Members**

The Board must keep Members and Registered Players informed of its activities through the distribution to Clubs of minutes of its meetings and through newsletters and/or other means of communication where the Board sees fit.

### **15. COMPOSITION OF THE BOARD**

#### **15.1 Composition of the Board**

- a. Subject to this Constitution, the Board shall comprise seven Elected Directors and (unless at any time Croquet SA does not have an Executive Director) the Executive Director.
- b. Each Elected Director shall be elected to one of the following offices;
  - (i) President;
  - (ii) Vice President;\*

\*The Board at its meeting on 5/8/14 voted to create a new office of a second Vice President. This position is to support the President, existing Vice President and other board members existing heavy workloads. This position was subsequently abolished by the Board 6/8/15 and ratified at the 2015 AGM.

- (iii) Treasurer;

- (iv) Association Croquet Director;
- (v) Golf Croquet Director;
- (vi) Headquarters Director;\* and

\*The Board at its meeting on 1/7/14 voted to abolish the office of Director Headquarters. This office was primarily involved with maintenance of SACA and was not a strategic position.

- (vii) Sport Development Director;

- c. The Board may from time to time;
  - (i) Subject to **clause 15.1 d**, vary the number of Elected Directors, but so that the number is not less than five or more than nine;
  - (ii) change the name and/or function of an office;
  - (iii) abolish an office; or
  - (iv) create a new office.
- d. A resolution of the Board to vary the number of Elected Directors must be passed by a majority which includes not less than three quarters of the Elected Directors and, if passed, shall come into effect at the next annual general meeting.
- e. An Elected Director who does not hold an office shall be known as an ordinary Director. Where an office is abolished during the term of a Director, the person who formerly held that office shall become an ordinary Director.
- f. An Elected Director must be a Registered Player and must not be a Delegate of a Club.
- g. The Board may also include up to two additional Directors who shall be appointed by a resolution of the other Directors. An appointed Director need not be a Registered Player and must not be a Delegate of a Club.

## **15.2 Election and Appointment of Directors**

- (a) The Elected Directors shall be elected under **clause 16**.
- (b) The appointed Directors may be appointed under **clause 17**.

## 16. ELECTED DIRECTORS

### 16.1 Nominations

Nominations to fill the position of an Elected Director whose term expires at the next annual general meeting shall be called for not less than thirty days prior to the annual general meeting.

### 16.2 Form of Nomination

Nominations must be:

- a. in writing;
- b. on the form (if any) prescribed by Croquet SA for that purpose;
- c. signed by a Registered Player and the nominee; and
- d. delivered to the Executive Director before the annual general meeting.

### 16.3 Elections

- a. If there is no more than one nomination to fill the vacancy, or if there is more than one vacancy for the position of ordinary Director and no more nominations are received than are sufficient to fill the vacancies, the person or persons nominated shall be declared elected, if approved by the majority of Members entitled to vote at the meeting.
- b. If there is no nomination for a vacancy, or if there is more than one vacancy for the position of ordinary Director and insufficient nominations are received to fill the vacancies, or if a person is not approved by the majority of Members under **clause 16.3 a**, the unfilled position or positions will be deemed a casual vacancy under **clause 18.3**.
- c. If there is more than one nomination to fill a vacancy, or if there is more than one vacancy for the position of ordinary Director and more nominations are received than there are vacancies, voting papers shall be prepared containing the names of the candidates in alphabetical order of surnames. Voting shall be conducted in such manner and by such method as may be determined by the Board from time to time.
- d. Directors elected under this **clause 16** shall be elected for a term of two years. Subject to provisions in this Constitution relating to resignation or termination of Directors, Elected Directors shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following.
- e. No person who has served as an Elected Director for four consecutive terms after the Date of Approval of this Constitution shall be eligible for election as an Elected Director, until the next annual general meeting

following the date of conclusion of his or her last term.

## **17. APPOINTED DIRECTORS**

### **17.1 Qualifications of an appointed Director**

An appointed Director may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition.

### **17.2 Term of Appointment**

- a. An appointed Director may be appointed or reappointed by the other Directors for a term of two years or such lesser term as the other Directors shall decide.
- b. No person who has served as an appointed Director for four consecutive terms after the Date of Approval of this Constitution shall be eligible for reappointment as an appointed Director, until at least two years following the date of conclusion of his or her last term.

## **18. VACANCIES ON THE BOARD**

### **18.1 Resignation**

A Director may resign his or her office in writing to Croquet SA;

### **18.2 Grounds for Termination of Director**

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

- a. dies;
- b. becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- c. becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- d. is absent without the consent of the Board from all meetings of the Board held during a period of six months;
- e. is directly or indirectly interested in any contract or proposed contract with Croquet SA and fails to declare the nature of that interest;
- f. is removed at a General Meeting by Special Resolution; or
- g. would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.



### **18.3 Casual Vacancies**

- a. A casual vacancy occurring in the position of president shall be filled by the vice president, or if the vice president is unwilling or unable to act, by the remaining Directors appointing any other Director to fill the vacancy.
- b. A casual vacancy occurring in the position of vice president shall be filled by the remaining Directors appointing any other Director or by appointing any other person who is not a Director, but is eligible to be elected as a Director to fill the vacancy.
- c. A casual vacancy occurring in any other elected Board position shall be filled by the remaining Directors appointing any person who is not a Director, but is eligible to be elected as a Director to fill the vacancy.
- d. Where a Director fills a casual vacancy in the office of president or vice president, that Director's former position on the Board becomes a casual vacancy.

A casual vacancy shall be filled for the remainder of the Director's term.

### **18.4 Board may Act**

In the event of a casual vacancy of a Director the remaining Directors may act, but if the number of remaining Directors is not sufficient to constitute a quorum, they may act only for the purpose of filling as many vacancies as are required to be filled so that the number of Directors is sufficient to constitute a quorum.

## **19. MEETINGS OF THE BOARD**

### **19.1 Board to Meet**

The Board shall meet as often as is deemed necessary for the dispatch of business (and at least once every three months) and may adjourn and otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board upon giving not less than seven days notice to the other Directors.

### **19.2 Decisions of Board**

Except where otherwise provided in this Constitution, a question arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

### **19.3 Resolutions not in Meeting**

- a. A resolution in writing, assented to by a majority of Directors using email or other electronic communication shall be as valid and effectual as if it

had been passed at a meeting of Directors duly convened and held. The outcome of such a resolution shall be included in the minutes of the next meeting of Directors.

- b. Without limiting the power of the Board to regulate its meetings as it thinks fit, a Director may participate in a meeting of the Board and vote despite not being physically present at the meeting, provided that;
  - (i) all persons participating in the meeting are able to communicate with each other effectively and simultaneously by telephone or other form of communication; and
  - (ii) notice of the meeting is given in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this Constitution;

#### **19.4 Quorum**

At meetings of the Board more than half the number of Directors must be present to constitute a quorum. A Director who participates in a meeting pursuant to **clause 19.3 b** shall be deemed to be present at the meeting.

#### **19.5 Notice of Board Meetings**

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

#### **19.6 Chairperson**

The president shall be the nominal head of Croquet SA and shall chair all Board meetings at which he or she is present and willing and able to act. If the president is not present, or is unwilling or unable to chair the meeting, the vice president shall do so. If the vice president is not present, or is unwilling or unable to chair the meeting, the remaining Directors shall appoint another Director to preside as chair for that meeting only.

#### **19.7 Conflict of Interest**

A Director shall at the first opportunity fully declare his or her interest in any:

- a. contractual matter;
- b. selection matter;
- c. disciplinary matter;
- d. financial matter; or

- e. other matter

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

### **19.8 Disclosures at Annual General Meeting**

All disclosed interests must also be disclosed to each annual general meeting in accordance with the Act.

### **19.9 Recording Disclosures**

A disclosure of conflict of interest or potential conflict of interest must be recorded in the minutes of the relevant meeting.

## **20. EXECUTIVE DIRECTOR**

### **20.1 Appointment of Executive Director**

The Board may appoint an Executive Director for such term and on such conditions as the Board thinks fit.

### **20.2 Executive Director to act as Secretary and Public Officer**

The Executive Director shall act as secretary and public officer of Croquet SA and shall carry out other such other functions as the Board from time to time determines.

### **20.3 No Executive Director Appointed**

Where Croquet SA does not have an Executive Director, the Board must appoint a public officer within the time permitted under the Act and may appoint a secretary to perform such functions as the Board requires. Any function required under this Constitution to be performed by the Executive Director shall be performed by the secretary (if appointed) or otherwise by the public officer.

## **21. DELEGATION OF FUNCTIONS**

### **21.1 Board May Delegate Functions**

- a. The Board may establish Committees and sub-committees and appoint a Committee, sub-committee or individual person or consultant to carry out such duties and functions and with such powers, as the Board determines from time to time.

- b. A Committee established under this clause may establish one or more sub-committees to carry out some of the duties and functions of that Committee.

### **21.2 Procedure of Delegated Entity**

The procedures for a Committee or sub-committee exercising delegated power shall, subject to this Constitution and the Regulations and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **clause 19**. A Committee, sub-committee or person exercising delegated power shall make decisions in accordance with the Objects and shall promptly provide the Board and/or in the case of a sub-committee, its parent Committee, with details of all material decisions and shall provide any other reports, minutes and information as the Board or parent Committee may require from time to time.

### **21.3 Revocation of Delegation**

- a. The Board may at any time dissolve a Committee or sub-committee (whether established by it or a Committee) or revoke wholly or in part any delegation made under this clause, and may amend or repeal any decision made by such Committee, sub-committee or person under this clause.
- b. A Committee may at any time dissolve a sub-committee established by it and may amend or repeal any decision made by such sub-committee.

## **22. SEAL**

- a. Croquet SA shall have a Seal upon which its corporate name shall appear in legible characters.
- b. The Seal shall not be used without the express authorisation of the Board, and every use of the Seal shall be recorded in the minute books of Croquet SA. The affixing of the Seal must be witnessed by two Directors.

## **23. ANNUAL GENERAL MEETING**

- a. An annual general meeting of Croquet SA shall be held within five months of the end of each Financial Year on a date and at a venue to be determined by the Board.
- b. All General Meetings other than the annual general meeting shall be special general meetings and shall be held in accordance with this Constitution.

## **24. SPECIAL GENERAL MEETINGS**

### **24.1 Special General Meetings May be Held**

Whenever it thinks fit the Board may convene a special general meeting of Croquet SA and determine the business of the meeting.

### **24.2 Requisition of Special General Meetings**

- a. The Executive Director shall on the requisition in writing of not less than ten percent of Clubs convene a special general meeting to be held no more than sixty days after receipt of the requisition.
- b. The requisition for a special general meeting shall state the business of the meeting, shall be signed by the Delegates of the Clubs making the requisition and be sent to Croquet SA and may consist of several documents in a like form, each signed on behalf of one or more of the Clubs making the requisition.
- c. If, within fourteen days after the date on which the requisition is received by Croquet SA, the Executive Director does not convene and give notice of the meeting to every Member entitled to receive notice, the Clubs making the requisition, or any of them, may convene a special general meeting to be held no more than ninety days after that date.
- d. A special general meeting convened by a Club under this Constitution shall be convened in the same manner, or as nearly as possible, as that in which a General Meeting is convened by the Board.

## **25. NOTICE OF GENERAL MEETING**

- a. At least twenty-one days' notice of a General Meeting shall be given to every Member entitled to receive notice at the address appearing in the Register of Members kept by Croquet SA, or where applicable, to their last notified address.
- b. A notice of a General Meeting shall specify the place and day and hour of meeting, shall state the business to be transacted at the meeting and shall be accompanied by;
  - (i) the agenda for the meeting;
  - (ii) a copy of any notice of motion submitted by the Board or a Member; and
  - (iii) a form for a proxy vote in blank.
- c. Notice of every General Meeting shall be given in the manner authorised in **clause 41**.

## **26. BUSINESS OF MEETINGS**

- a. The business to be transacted at the annual general meeting includes;
  - (i) the consideration and, if thought fit, approval of the statement of accounts for the previous Financial Year;
  - (ii) the consideration of the reports of the Board and auditor;
  - (iii) the election of Directors;
  - (iv) the appointment of the auditor; and
  - (v) any appointment of a Life Member.
- b. All business that is transacted at a special general meeting and all business that is transacted at an annual general meeting, with the exception of those matters set down in **clause 26a** shall be special business.
- c. No business other than that stated on the notice for a General Meeting shall be transacted at that meeting.

## **27. NOTICE OF MOTION**

Members may submit a notice of motion for inclusion as special business at a General Meeting. The notice of motion must be submitted in writing to the Executive Director not less than twenty eight days before the General Meeting.

## **28. PROCEEDINGS AT GENERAL MEETINGS**

### **28.1 Quorum**

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be more than half of the Clubs represented by their Delegates.

### **28.2 President to Chair Meeting**

The president shall chair every General Meeting except:

- a. in relation to any election for which the president is a nominee; or
- b. where a conflict of interest exists.

If the president is not present, or is unwilling or unable to chair the meeting, the vice president shall chair the meeting, failing which the Delegates present shall appoint another Director to chair that meeting only.

### **28.3 Adjournment of Meeting**

- a. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the chairperson may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- b. The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- c. When a meeting is adjourned for more than thirty days, notice of the adjourned meeting shall be given as in the case of an original meeting.
- d. Except as provided in **clause 28.3c** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

## **29. VOTING AT GENERAL MEETINGS (REFER ALSO TO CLAUSE 5.1)**

### **29.1 Members Entitled to Vote**

Each Club shall be entitled to one vote at General Meetings which shall be exercised by the Club's Delegate or proxy if appointed.

### **29.2 Voting Procedure**

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

- a. the chairperson; or
- b. a simple majority of Clubs represented at the meeting.

### **29.3 Recording of Determinations**

Unless a secret ballot is demanded under **clause 29.2**, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the minutes of the proceedings of Croquet SA shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

#### **29.4 Where Secret Ballot Demanded**

If a secret ballot is duly demanded under **clause 29.2** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the ballot shall be the resolution of the meeting.

#### **29.5 Casting Vote**

The chairperson shall not have a casting vote. Where voting at a General Meeting is equal the motion will be lost.

### **30. PROXY VOTING**

If a Club's Delegate is unable or unwilling to attend a General Meeting, the Club may appoint a proxy to vote on its behalf provided a proxy form as approved by the Board from time to time, has been duly completed and executed and is lodged with the Executive Director at or before the commencement of the meeting.

A Club may instruct its proxy to vote in favour of or against a proposed resolution, but otherwise the proxy may exercise his or her vote as the proxy thinks fit.

### **31. STRATEGIC FORUM**

#### **31.1 Strategic Forums**

Croquet SA shall hold a strategic forum at least once per year. The object of the strategic forum is to:

- a. inform the Board of membership issues;
- b. discuss significant issues concerning Croquet SA;
- c. assist the Board to design or review Croquet SA's strategic plan and direction;
- d. provide feedback to the Board on its management.

#### **31.2 Attendees at Strategic Forums**

The following persons may attend a strategic forum:

- a. one representative from each Club;
- b. the Directors; and
- c. such other persons the Board considers should be invited.



## **32. RECORDS AND ACCOUNTS**

### **32.1 Records**

Croquet SA shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of Croquet SA and the Board and shall produce these as appropriate at each Board or General Meeting.

### **32.2 Records Kept in Accordance with Act**

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the treasurer or Executive Director.

### **32.3 Croquet SA to Retain Records**

Croquet SA shall retain such records for seven years after the completion of the transactions or operations to which they relate.

### **32.4 Board to Submit Accounts**

The Board shall submit to the Members at the annual general meeting the statements of account of Croquet SA for the previous Financial Year in accordance with this Constitution and the Act.

### **32.5 Accounts Conclusive**

The statements of account when approved by an annual general meeting shall be conclusive except as regards any error discovered in them within three months after such approval.

### **32.6 Accounts to be Sent to Members**

The Executive Director shall cause to be sent to all persons entitled to receive notice of annual general meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report under **clause 33 b** and every other document required under the Act (if any).

### **32.7 Banking**

Provided that:

- a. the Board is satisfied that adequate arrangements exist for at least one other Director to monitor bank transactions made on Croquet SA's account(s); and
- b. The treasurer provides regular financial reports to the Board at its meetings;

the Board may authorise:

- i. the treasurer; and/or
- ii. the Executive Director;

to conduct internet and phone banking on Croquet SA's account(s) with its bank. Otherwise all cheques and other bank documents shall be signed by any two Directors authorised by the Board, or in such other manner as the Board determines.

### **33. AUDITOR**

- a. A competent auditor shall be appointed by Croquet SA at each annual general meeting, or if no appointment is made, or the person so appointed is unwilling or unable to act, shall be appointed by the Board. The auditor may be removed by Croquet SA in General Meeting.
- b. The financial records and accounts of Croquet SA shall be examined by the auditor at the conclusion of each Financial Year and at the conclusion of the audit, the auditor shall provide a written report to the Board concerning his or her opinion as to the correctness or otherwise of the accounts.

### **34. APPLICATION OF INCOME**

#### **34.1 Income and Property**

The income and property of Croquet SA shall be applied solely towards the promotion of the Objects.

#### **34.2 Payment to Member or Registered Player**

Except as prescribed in this Constitution or the Act;

- a. no portion of the income or property of Croquet SA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member or Registered Player; and
- b. no remuneration or other benefit in money or money's worth shall be paid or given by Croquet SA to any Member or Registered Player who holds any office of Croquet SA.

#### **34.3 Payment in Good Faith**

Nothing in **clause 34.2** shall prevent payment in good faith to any Member or Registered Player for:

- a. any services actually rendered to Croquet SA whether as an employee, Director or otherwise;

- b. goods supplied to Croquet SA in the ordinary and usual course of operation;
- c. interest on money borrowed from any Member or Registered Player;
- d. rent for premises demised or let by any Member or Registered Player to Croquet SA;
- e. any out-of-pocket expenses incurred by the Member or Registered Player on behalf of Croquet SA;

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

### **35. WINDING UP**

- a. Subject to this Constitution Croquet SA may be wound up in accordance with the Act.
- b. The Members are not liable to contribute towards the payment of the debts and liabilities of Croquet SA or to the costs, charges and expenses of its winding up.

### **36. DISTRIBUTION OF PROPERTY ON WINDING UP**

If upon winding up or dissolution of Croquet SA there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to another organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on Croquet SA by this Constitution. Such organisation or organisations shall be determined by the Members in General Meeting at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of South Australia or other court as may have or acquire jurisdiction in the matter.

### **37. ALTERATION OF CONSTITUTION**

This Constitution shall not be altered except at a General Meeting by Special Resolution.

### **38. REGULATIONS**

#### **38.1 Board to Formulate Regulations**

The Board may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of Croquet SA and the Sport in South Australia and the advancement of the purposes of Croquet SA, as it thinks necessary or desirable. Such Regulations must be consistent with the

Constitution, the Croquet Australia constitution, any regulations made by Croquet Australia and any policy directives of the Board.

### **38.2 Regulations Binding**

Regulations shall be binding on Croquet SA, all Members and all Registered Players.

### **38.3 Regulations Deemed Applicable**

All rules, laws, by-laws, regulations, standing orders and policies of Croquet SA in force at the Date of Approval of this Constitution shall be deemed to be Regulations and shall continue to apply, unless they are inconsistent with, or have been replaced by this Constitution.

## **39. MEMBERSHIP OF CROQUET AUSTRALIA**

Croquet SA is a member of Croquet Australia and Members acknowledge and agree that Croquet SA shall not resign, disaffiliate or otherwise seek to withdraw from Croquet Australia without approval by Special Resolution passed at a General Meeting and shall abide by the Croquet Australia constitution and the rules of croquet.

## **40. AUTHORITY TO MAKE STATEMENT**

Only the president, or other person authorised by the Board shall have authority to make a public statement on behalf of Croquet SA or purport to represent to any media organisation or to the general public the attitude or views of Croquet SA on any topic.

## **41. NOTICES**

- a. A notice may be given by Croquet SA to a Member, Registered Player or Delegate entitled under this Constitution or the Regulations to receive the notice by sending it by pre-paid post, facsimile transmission or electronic mail, to the Member or person's registered or last known address, facsimile number or electronic mail address.
- b. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- c. Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- d. Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

## 42. INDEMNITY

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

The board at its meeting on 5/8/14 voted to create a new office of a second Vice President. This position is to support the President, existing Vice President and other board members existing heavy workloads.

The board at its meeting on 1/7/14 voted to abolish the office of Director Headquarters. This office primarily involved with maintenance of Hutt Road and not a strategic position.