

ASSOCIATIONS INCORPORATION ACT 1985 (SA)

Student Robotics Club of South Australia Incorporated

Registration Number

Club Constitution

This updated version issued August 2014.

This is the annexure marked 'A' referred to in the statutory declaration of Suzanne Catherine Stevens made on 11th day of August 2014

Before me

Prepared by:
Student Robotics Club of South Australia Club Incorporated
48 Everard Terrace
Everard Park SA 5035
email – roboosfrc@gmail.com
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ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

STUDENT ROBOTICS CLUB OF SOUTH AUSTRALIA INCORPORATED

1. NAME OF ASSOCIATION

The name of the incorporated association is "Student Robotics Club of South Australia Incorporated" ("**Club**").

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

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

“Adult Member” means a person 18 years or over with a continuing interest in the Objects of the Association

“Annual General Meeting” means a meeting of the kind described in clause 18(a).

“Appointed Committee Member” means a committee member appointed under clause 12.

“Committee” means the body consisting of the Committee Members and constituting the committee for the purposes of the Act.

“Constitution” means this constitution of the Club.

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

“Coopertition®” is “displaying unqualified kindness and respect in the face of fierce competition. It is founded on the concept and a philosophy that teams can and should help and cooperate with each other even as they compete.”

“Coopertition®” involves learning from teammates. It is teaching teammates. It is learning from Mentors. And it is managing and being managed. Coopertition® means competing always, but assisting and enabling others when you can.”

“Elected Committee Member” means a committee member appointed under clause 11.

“Financial year” means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

“FIRST®” means “For Inspiration and Recognition of Science and Technology” founded in the US in 1989 to “inspire young people to be science and technology leaders, by engaging them in exciting mentor-based programs that build science, engineering and technology skills, that inspire innovation, and that foster well-rounded life capabilities including self-confidence, communication, and leadership.”

“General Meeting” means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

“Gracious Professionalism®” is “a way of doing things that encourages high-quality work, emphasizes the value of others, and respects individuals and the community. Where competition and mutual gain are not separate notions. Gracious professionals learn and compete...treating one another with respect and kindness in the process. Knowledge, competition, and empathy are comfortably blended. Gracious Professionalism® is part of pursuing a meaningful life. One can add to society and enjoy the satisfaction of knowing one has acted with integrity and sensitivity.”

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

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

“Mentor” means a person volunteering to assist students with the Objects of the Club

“Objects” means the objects of the Club in **clause 2**.

“Ordinary Resolution” means;

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting;
- (b) at a meeting of the Committee or a committee of the Committee, a resolution passed by a majority of those present, entitled to vote and voting.

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

“Seal” means the common seal of the Club.

“Special General Meeting” means a general meeting of Members convened in accordance with clause 19.

“Special Resolution” means a resolution passed at General Meeting of the Members if:

- (a) at least 7 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

“Student Member” means a school age person either attending a primary or secondary learning institution or undertaking similar studies according to legislation, at the beginning of the membership year.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;

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

2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Committee or a sub-committee of the Committee, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.4 The Act

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

3. OBJECTS OF THE CLUB

The Objects of the Club are to:

- (a) Provide opportunities for school age students to be involved with **FIRST®** throughout South Australia, Australia and Internationally;
- (b) Affiliate with **FIRST®** and enter teams of Members in competitions sanctioned by **FIRST®**;
- (c) Expose students to the fields of mechanical, software, pneumatic and electrical engineering;
- (d) To use computer aided design programmes to help design their robots;
- (e) Learn to machine most of their own parts;
- (f) Encourage students to learn about Web design, graphic animation, fundraising, marketing and communication skills;
- (g) maintain and enhance the reputation of **FIRST®** and its standards of *Gracious Professionalism®*, *Coopertition®* and behaviour of Members and Adult Members; and

- (h) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE CLUB

For furthering the Objects, the Club has:

- (a) the specific rights, powers and privileges conferred on it by section 25 of the Act; and
- (b) in addition, any powers it would have under common law insofar as these powers are consistent with and do not contravene section 25 of the Act.

5. MEMBERS

5.1 Categories of Members

The Members of the Club consist of:

- (a) Student Members; and
- (b) Adult Members.

5.2 Admission of Members

- (a) Subject to clause 5.3, a candidate for membership must apply to the Committee in writing.
- (b) The application must:
 - (i) be in a form approved by the Committee;
 - (ii) contain full particulars of the name and address and contact details of the applicant; and
 - (iii) contain any other information prescribed by Regulation for an application for membership.

5.3 Discretion to accept or reject application

- (a) The Committee Members may accept or reject an application whether the applicant has complied with the requirements in clause 5.2 or not. The Committee Members are not required, nor can they be compelled to provide any reason for rejection.
- (b) Membership begins on the later to occur of:
 - (i) acceptance of the application by the Committee Members; or
 - (ii) payment of any initial fees payable by the new Member.

5.4 Obligations of Members

Each Member must:

- (a) treat all members, mentors, sponsors, contractors and representatives of the Club and **FIRST®** with respect and courtesy at all times;

- (b) maintain and enhance the standards, quality and reputation of both the Club and **FIRST®**; and
- (c) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club, or **FIRST®**.
- (d) Promote and uphold a respectful, ethical framework for communication, decisions and actions

5.5 Register of Members

- (a) If required to do so by the Act or other requirements of **FIRST®**, the Club must keep and maintain a register of Members.
- (b) In addition to any information required by the Act or **FIRST®**, the Register may be maintained and / or contain such other information as the Committee considers appropriate.
- (c) Members must provide the Club with the details required by the Club to keep the register complete and up to date.

5.6 Effect of Membership

- (a) This Constitution constitutes a contract between each of the Members and the Club and each Member is bound by this Constitution and the Regulations.
- (b) Each Member is also bound by the rules and regulations governing competitions in which the Member participates.
- (c) Each Member authorises the Club to apply on the Member's behalf for the Member to be admitted as part of the Club to membership of **FIRST®** as may be appropriate or required from time to time.

6. CESSATION OF MEMBERSHIP

6.1 General

A Member ceases to be a Member of the Club if:

- (a) the Member dies;
- (b) the Member resigns from membership in accordance with clause 6.2; or
- (c) the Member is expelled from the Club under clause 6.3.

6.2 Notice of Resignation

A Member may resign from active membership of the Club at any time. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Club.

6.3 Expulsion for breach

- (a) Subject to clause 6.3(c) but despite anything contained in any Resolution made by the Committee under clause 7(a), the Committee may expel a Member from membership of the Club if, in the opinion of the Committee, the Member has

materially breached any of its obligations under this Constitution or the Regulations.

- (b) The Committee may, in its discretion, convene a judiciary committee under clause 7(c) to hear and determine an allegation that a Member has materially breached one or more of their obligations under this Constitution, and to make recommendations to the Committee about the appropriate consequences of its findings. The Committee may rely on the findings and recommendations of the judiciary committee.
- (c) A member may not be expelled under clause 6.3(a) unless the Member has been afforded natural justice.

6.4 Return of Property

A Member who ceases to be a Member must not thereafter use any property of the Club (including, without limitation, its Intellectual Property) and must immediately return to the Club all of the Club's documents, records or other property in the possession, custody or control of the former Member.

6.5 Membership may be Reinstated

- (a) Nothing in this clause 6 prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.
- (b) Membership which has ceased under this clause 6 may be reinstated at the discretion of the Committee without an application having been made under clause 6.5(a), with such conditions as it deems appropriate.

7. DISCIPLINE

- (a) The Committee may make Resolutions governing the hearing and determination of disputes, protests or complaints by or against Members and any other matter involving the enforcement of this Constitution against Members.
- (b) A Resolution made under clause 7(a) may:
 - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 7(a);
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties;
 - (iv) and otherwise prescribe the procedures for dealing with cases falling under clause 7(a).
- (c) Despite any Resolution made under clause 7(a), the Committee may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- (d) All proceedings relating to cases falling under clause 7(a) must be conducted according to the rules of natural justice.

8. SUBSCRIPTIONS AND FEES

- (a) The Committee will:
 - (i) fix annual membership subscriptions;
 - (ii) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.
- (b) On admission to membership a new Member must pay the current full year's subscription unless the Committee agrees to accept payment in instalments.
- (c) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members if the Committee is satisfied that there are special reasons to do so.

9. POWERS OF THE COMMITTEE

9.1 General powers of Committee

- (a) Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Committee which may exercise the powers of the Club for that purpose.
- (b) The Committee must perform its functions in the pursuit of the Objects and in the interests of the Club as a whole, having regard to the Club's position as the representative for **FIRST**[®] in its local area and therefore as a custodian of **FIRST**[®]'s reputation in that area
- (c) The Committee has the power to manage and control the funds and other property of the Club.

9.2 Limitation

The Committee may not cause the Club to disaffiliate from **FIRST**[®] without an Ordinary Resolution of the Members in General Meeting. However if **FIRST**[®] ceases to exist or function for any reason, the Committee may affiliate the Club with a substitute organisation of similar standing, subject to ratification at the next meeting of Members to be held by the Club.

10. COMPOSITION OF THE COMMITTEE

10.1 Composition of the Committee

The Committee will comprise:

- (a) up to ten (10) Elected Committee Members elected under clause 11 (with a minimum of 5); and
- (b) up to two (2) Appointed Committee Members appointed under clause 12.

10.2 Portfolios

The Committee may allocate portfolios to Committee Members.

11. ELECTED COMMITTEE MEMBERS

11.1 Nominations

- (a) The Committee must call for nominations for Elected Committee Members (including Secretary and Treasurer) at either prior to or at the Annual General Meeting.
- (b) The Committee may, when it calls for nominations, indicate which portfolios on the Committee it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

11.2 Form of Nomination

Nominations :

- (a) may be in writing or otherwise communicated to the Committee verbally or electronically;
- (b) must be in the prescribed form (if any) provided for that purpose;
- (c) if in writing must be signed by the nominee; and
- (d) must be received by the Club on or before the date fixed for the Annual General Meeting.

11.3 Elections

- (a) If the number of nominations received for the Committee does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, nominations for the remaining Elected Committee Member positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor Committee does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
- (c) If at any stage the number of nominations for the Committee exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
- (d) Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Committee from time to time or if the Committee has not made a determination, by the method determined by the chairperson of the Annual General Meeting.
- (e) If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies under clause 13.1.

11.4 Term of Appointment for Elected Committee Members

- (a) Subject to clause 11.4(b), the term of office of each Elected Committee Member begins at the conclusion of the Annual General Meeting at which their election occurs.
- (b) If the law requires the Elected Committee Member to have a particular qualification or clearance (for example, police clearance), the Elected Committee Member's term will not begin until the qualification or clearance has been established.

- (c) The term of office of each Elected Committee Member ends at the conclusion of the next Annual General Meeting following their election, but the Elected Committee Member is eligible for re-election.

12. APPOINTED COMMITTEE MEMBERS

12.1 Appointment of Appointed Committee Members

The Elected Committee Members may, if they resolve it is necessary, appoint up to two (2) Appointed Committee Members.

12.2 Qualifications for Appointed Committee Members

In appointing Appointed Committee Members, the Elected Committee Members should have regard to which personal skills and experience the Committee thinks will complement the Committee composition.

12.3 Term of Appointment

- (a) The term of office of each Appointed Committee Member must be fixed by the Elected Committee Members at the time of the Appointed Committee Member's appointment but it cannot extend to a time beyond the date of the next Annual General Meeting of Members..
- (b) An Appointed Committee Member whose term of office ends is eligible for re-appointment.

13. VACANCIES ON THE COMMITTEE

13.1 Casual Vacancies

Any casual vacancy occurring in the position of Elected Committee Member may be filled by the remaining Elected Committee Members if deemed necessary. A person appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting.

13.2 Grounds for Termination of Committee Member

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

- (a) dies;
- (b) becomes bankrupt or makes any formal legal arrangement or composition with his or her creditors generally;
- (c) suffers from mental or physical incapacity which inhibits their ability to discharge their Committee obligations;
- (d) is disqualified from office under section 30 of the Act;
- (e) resigns his or her office by notice in writing or otherwise confirmed to the Club;
- (f) is absent without the consent of the Committee from meetings of the Committee held during a period of six (6) months;
- (g) holds any office of paid employment with the Club;
- (h) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest;

- (i) is removed by the Members in General Meeting;
- (j) in the case of an Appointed Committee Member, is removed from office by the Elected Committee Members; or

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

13.3 Committee May Act

If there are any vacancies on the Committee, the remaining Committee Members may act but, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Member to a number sufficient to constitute a quorum.

14. MEETINGS OF THE COMMITTEE

14.1 Committee to Meet

- (a) The Committee must meet as often as it considers necessary in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Any Committee Member may at any time convene a meeting of the Committee on reasonable notice to the other Committee Members.

14.2 Attendance by Telephone

A Committee Member may attend a meeting by telephone or other electronic means by which he or she can hear and be heard.

14.3 Decisions of Committee

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

14.4 Resolutions not in Meeting

- (a) Subject to clause 14.4(d), the Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Committee Member signs.
- (b) For the purposes of clause 14.4(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
- (c) Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
- (d) A resolution may not be passed under clause 14.4(a) if, before it is circulated for voting under clause 14.4(a), the Committee resolves that it can only be put at a meeting of the Committee.
- (e) A resolution passed under this clause must be recorded in the minute book.

14.5 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is four.

14.6 Chairperson

The Committee must appoint one of the Committee Members as its chairperson. The chairperson will act as chair of any Committee meeting or General Meeting at which he or she is present and unless the Committee decides otherwise is the nominal head of the Club. If the chairperson is not present, or is unwilling or unable to preside at a Committee meeting the remaining Committee Members must appoint another Committee Member to preside as chair for that meeting only.

14.7 Committee Members' Interests

The Committee Members must comply with sections 31 and 32 of the Act regarding disclosure of interests and voting on contracts in which a Committee Member has an interest.

15. EXECUTIVE

The Committee may, from time to time, employ a chief executive and other personnel it considers necessary or appropriate, in each case for such period and on such conditions as the Committee determines.

16. DELEGATIONS

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

- (a) this power of delegation; and
- (b) a function that is a function imposed on the Committee by the Act, by any other law, or by resolution of the Club in General Meeting.

17. SEAL

- (a) The Club may have a Seal on which its legal incorporated name appears in legible characters.
- (b) If a Seal is held, it may not be used without the express authorisation of the Committee and every use of the Seal must be recorded in the minute books of the Club. The affixing of the Seal must be witnessed by two (2) Committee Members or by one Committee Member and another person authorised by the Committee for that purpose.

18. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.
- (b) All General Meetings other than the Annual General Meeting will be Special General Meetings.

19. SPECIAL GENERAL MEETINGS

19.1 Special General Meetings may be held

The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.

19.2 Requisition of Special General Meetings

- (a) On the requisition in writing of not less than five per cent (5%) of the total number of Members, the Committee must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
- (c) If the Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- (d) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.

20. ATTENDANCE AND VOTING AT GENERAL MEETINGS

- (a) Each Member is entitled to attend and vote at General Meetings.
- (b) Each of the Committee Members and the auditor (if any) is entitled to attend General Meetings, but not to vote unless he or she is a Member.

21. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting must be given or made available to every Member, the auditor (if any) and the Committee Members by the means authorised in clause 33.
- (b) A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least seven (7) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 - (i) the agenda for the meeting;
 - (ii) any notice of motion received from Members entitled to vote.

22. BUSINESS

- (a) The ordinary business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution and the appointment of the auditors (if required).

- (b) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 22(a), is special business.
- (c) Members may raise additional matters other than those stated on the notice for a General Meeting, subject to the discretion of the Chairman to admit any additional matters.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Subject to clause 23.3(b), a quorum for General Meetings is four (4) Members.

23.2 Chairperson to preside

The chairperson of the Committee will, subject to this Constitution, preside as chairperson at every General Meeting except:

- (a) in relation to any election for which the chairperson of the Committee is a nominee; or
- (b) where the chairperson of the Committee has a conflict of interest.

If the chairperson of the Committee is not present or is unwilling or unable to preside, the Members present must appoint another Committee Member to preside as chair for that meeting only.

23.3 Adjournment of meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned to such other day, time and place as the chairperson determines.
- (b) If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting those Members present will constitute a quorum.
- (c) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (d) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (e) Except as provided in clause 23.3(d), it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

23.4 Voting Procedure

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

- (a) the chairperson; or

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

23.5 Recording of Determinations

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 book containing the minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

24. VOTING AT GENERAL MEETINGS

24.1 Members entitled to vote

- (a) Each Member is entitled to one (1) vote at General Meetings.
- (b) If a poll is validly demanded, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (c) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.
- (d) A special resolution as defined in Section 3 of the Act may be required for a vote on certain issues as defined in the Act.
- (e) An ordinary resolution is a resolution passed by a simple majority of eligible voters at a general meeting.
- (f) A member shall be entitled to appoint in writing a natural person who is also a member of the Club to be their proxy, and attend and vote at any general meeting of the Club.

24.2 Chairperson may not exercise casting vote

The chair of a General Meeting does not have a separate or additional casting vote.

25. DISPUTE RESOLUTION PROCEDURE

- (a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - (i) another Member; or
 - (ii) the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to an independent party for resolution.
- (d) The Committee may prescribe additional grievance procedures in Regulations consistent with this Clause 25.
- (e) In this clause 'Member' includes any former Member who was a Member not more than six months before the dispute occurred.

26. RECORDS AND ACCOUNTS

The Club must comply with its obligations under of the Act in respect of accounts, records and minutes.

27. AUDITOR

- (a) Where required by the Act, a qualified auditor must be appointed at each Annual General Meeting as the Club's auditor (**Auditor**) for the then current Financial Year.
- (b) Any vacancy occurring during the year in the office of Auditor must be filled by the Committee where required by the Act
- (c) Where appointed, the Auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Club.
- (d) If not required by the Act, an auditor may otherwise be appointed at each Annual General Meeting as the Club's auditor for the then current and if deemed necessary the previous Financial Year.
- (e) If the Annual General Meeting appoints an auditor, any vacancy occurring during the year in the office of auditor must be filled by the Committee.

28. APPLICATION OF INCOME

28.1 The income and property of the Club must be applied solely towards the promotion of the Objects.

28.2 Except as prescribed in this Constitution or the Act, no portion of the income or property of the Club may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.

28.3 Subject to clause 28.4, nothing in clauses 28.1 or 28.2 prevents a payment in good faith to any Member:

- (a) in accordance with clauses 3 and 28.1 where that Member is a not-for-profit entity with a similar purpose to the Club;
- (b) for any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
- (c) for goods supplied to the Club in the ordinary and usual course of operation;
- (d) for interest on money borrowed from any Member;
- (e) for rent for premises demised or let by any Member to the Club;
- (f) for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.

28.4 No payment made under clause 28.3 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

29. WINDING UP

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

30. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Club and after satisfaction of all the Club's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- (b) The organisation or organisations to whom the distribution is to be made under clause 30(a) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

31. CONSTITUTION

31.1 Alteration of Constitution

- (a) Subject to clause 31.1(b), this Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting.
- (b) If, in the opinion of the Committee, it is necessary to amend this Constitution:
 - (i) to achieve or maintain affiliation of the Club with **FIRST**®;
 - (ii) to comply with **FIRST**® constitution and/or regulations; or
 - (iii) to achieve or maintain a particular organisational, legal or statutory status,

the Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

32. REGULATIONS

32.1 Committee to formulate Regulations

The Committee may make and amend rules, regulations, by-laws or policies (**Regulations**) for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

- (a) the conduct of competitions (including but not limited to the rules of competition and codes of conduct);
- (b) the conduct of meetings;
- (c) the resolution of disputes;
- (d) discipline of Members for breaches of this Constitution or the Regulations; and
- (e) any other matter in respect of which this Constitution authorises the Committee to make Regulations or which the Committee considers is necessary or appropriate for the good governance of the Club and its affairs.

The Regulations must be consistent with the Constitution, **FIRST**® constitutions, and any regulations made by **FIRST**®.

32.2 Regulations Binding

All Regulations are binding on the Club and all Members.

32.3 Publication of Regulations

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to the Members.

33. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or by facsimile, email or other electronic means or by its insertion on the Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to its members.
- (b) Any notice required or authorised by this Constitution to be given to the Club may be served by delivering it personally to the Club via a Committee Member or by sending it through the post in a prepaid envelope addressed to the Club at its registered mail address.
- (c) A notice served by post will be taken to have been received by the recipient on the second working day after it was posted.
- (d) A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two hours after it was sent.

34. PATRONS AND VICE PATRONS

The Club at its Annual General Meeting may appoint annually on the recommendation of the Committee a chief patron and as many vice patrons as it considers necessary, subject to approval of that person or persons.

35. INDEMNITY

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

36. TRANSITIONAL PROVISIONS

36.1 Continuing Membership

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

36.2 Committee Members

Each Committee Member in office on the day on which this Constitution is adopted will automatically continue as a Committee Member after it is adopted, until such time as their term expires, or they are otherwise resigned or removed from their position under the terms of this Constitution.

36.3 Regulations deemed applicable

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