

ASSOCIATIONS INCORPORATIONS ACT 1985 (SA)

CONSTITUTION

SPORTS ASSOCIATION FOR ADELAIDE SCHOOLS INCORPORATED

1. NAME OF THE ASSOCIATION

The name of the Association is Sports Association for Adelaide Schools South Australia Incorporated ("Association")

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

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

"Affiliate Member" means an individual who is an umpire, referee, coach or other official who is associated with the Association, but who is not an Individual Member.

"Association" means Sports Association for Adelaide Schools South Australia Incorporated.

"Executive" means the body consisting of the Executive Committee members of the Association..

"Constitution" means this Constitution of the Association

"Director" means a member of the Executive and includes any person acting in the capacity from time to time appointed in accordance with this Constitution but does not include the Executive Officer.

"Executive Officer" means the Executive Office of the Association for the time being appointed under this Constitution.

"Financial year" means the calendar year from 1 January to 31 December.

"General Meeting" means the annual or any special general meeting of the Association

"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 any activity of or conducted, promoted or administered by the Association in South Australia.

"Life Member" means an individual appointed as a Life Member of the Association under clause 5.

"Member" means a member for the time being of the Association under clause 5

"Objects" means the objects of the Association in clause 2

"Regulations" mean any Regulations made by the Board under clause 38

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. references to persons include corporations and bodies politic;
- f. references 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, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE ASSOCIATION

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

- (a) Provide an educational purpose and value through sporting activities between member schools.
- (b) Provide and encourage interaction and healthy competition between member schools through sport.
- (c) Provide high quality competition for all who participate and to encourage the importance of sport in a healthy lifestyle. Lower divisions where participation is the main aim should also be an important part of the competitions.
- (d) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association 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 the Association shall consist of:

(a) Adelaide boys or co-ed schools.

5.2 Criteria for Membership

(a) Any Adelaide boys or coeducational school is eligible to apply for membership of the Association.

(b) The school must participate in a range of at least three winter sports, in at least two year levels, and at least three summer sports, in at least two levels.

(c) Membership is renewed every three years.

(d) Member schools agree to abide by the Constitution, the Policy Manual and Codes of Practice.

(e) Member schools must pay the annual subscription as set by the Executive Committee at the Annual General Meeting.

5.3 Application for Membership

(a) A school will apply for membership on the prescribed Application Form, one term prior to the start of the new season.

(b) After receiving an application, the Chair or delegate and the Executive Officer may visit the applicant's school and assess the application.

(c) The Chair will make a recommendation to the Executive Committee at a date to be determined.

5.4 Discretion to Accept or Reject Application.

(a) The Association may accept or reject an application whether the applicant has complied with the requirements in 5.2 or not. The Association shall not be required or compelled to provide any reason for such acceptance or rejection.

5.5 Termination of Membership

(a) Failure to meet all the criteria for membership by a school may lead to a cancellation of membership. Cancellation shall be effective from a time decided upon by the Executive Committee.

6. REGISTER OF MEMBERS

6.1 Association Register

The Association shall keep and maintain a register of members in which shall be entered (as a minimum):

- (a) The full name, address, category of membership and date of entry to membership
- (b) Where applicable, the date of termination of membership

6.2 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the register may be used to further the Objects, in such manner as the Executive considers appropriate.

7. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) This Constitution constitutes a contract between each School and the Association and that they are bound by this Constitution and the 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 Executive Committee.

8. SUBSCRIPTIONS AND FEES

The annual membership subscription 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 Executive Committee.

9. POWERS OF THE EXECUTIVE

- (a) 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 Executive. In particular, the Executive shall operate for the benefit of the members in accordance with this Constitution and in particular the Objects.

10. COMPOSITION OF THE EXECUTIVE

- (a) The Executive will consist of nine members, six Principals and three Sports Coordinators.
- (b) One Principal should be elected from each of the following school categories:

§ Boys school – Two Principals

- § Coeducation school – Two Principals
- § State/Government School - One Principal
- § The sixth Principal will be elected from any of the above categories

(c) The three Sports Coordinators will be elected as follows:

- § One from a Government Secondary School
- § One from a Non-Government Secondary School
- § One Primary School Sports Coordinator from any sector.

(d) Members will be elected for a two year term.

(e) Principals should serve no more than three consecutive terms

(f) The Chair and Deputy Chair shall be a Principal and elected by the Executive Committee

11. COMMITTEES AND OFFICE BEARERS

11.1 The Executive Committee

As per clause 10

(a) The Office Bearers shall be the Chair and Executive Officer who will act as the Treasurer and Secretary

12. RESPONSIBILITIES OF COMMITTEES

12.1 Executive Committee

(a) The Executive Committee shall determine policy matters and review them every three years

(b) The Executive Committee must be notified of proposed changes, in writing, with at least two weeks notice

(c) A simple majority of those present, is required to pass a motion on policy matters.

(d) The Executive Committee is responsible for determining and approving the annual budget at the Annual General Meeting and the adoption of an audited account of income, expenditure, loans and investments according to standard practice.

(e) The Executive Committee shall determine the annual subscription to be paid by each school. This shall be set at the Annual General Meeting (see Clause 8)

12.2 Sports Coordinators' Committee

(a) There will be a Primary Coordinators Committee and a Secondary Coordinators Committee.

These Committees will comprise the Sports Coordinators of all member schools.

(b) The Chair of the Sports Coordinators Committee must be one of the Sports Coordinators on the Executive Committee.

(c) The Executive Officer will act as Secretary to the Coordinators Committee

(d) These Committees shall be responsible for the organisation, management and improvement of all sporting programmes offered by the Association.

(e) The Committees shall be responsible for the selection and management of representative teams of the Association.

(f) The Committees will assist the Executive in the maintenance and periodic review of the Policy Manual and the Codes of Conduct of the Association.

(g) The Committees may make recommendations on Policy matters to the Executive Committee.

13. EXECUTIVE OFFICER

13.1 Appointment of Executive Officer

(a) An Executive Officer may be employed by the Executive Committee for such term and on such conditions as the Executive Committee thinks fit.

(b) The Executive Officer shall act as and carry out the duties of Secretary and Public Officer of the Association and shall administer and manage the Association in accordance with the Act and this Constitution.

13.2 Specific Duties

The Executive Officer shall:

(a) As far as practicable attend all Executive meetings and all Coordinators Meetings;

(b) Prepare the agenda for all Executive and Coordinators Meetings:

(c) Record and prepare minutes of the proceedings of all Executive meetings and Coordinators

Meetings:

- (d) Regularly report on the activities of and issues relating to the Association

14. ANNUAL GENERAL MEETING

An Annual General Meeting of the Association shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Executive Committee, but before the end of Term 3 each year.

It is expected that all Principals or their nominated proxy attend the Annual General Meeting and are entitled to vote.

15. EXECUTIVE COMMITTEE MEETINGS

A minimum of three Executive Committee Meetings will be held per year. One of which is the Annual General Meeting.

16. SPECIAL GENERAL MEETING

- (a) The Executive may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) The Executive shall on the requisition in writing of not less than five percent (5%) of voting members convene a Special General Meeting.
- (c) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Association
- (e) The Special General Meeting must be convened within one (1) month after the date on which the requisition is sent to the Association.

17. SPORTS COORDINATORS MEETINGS

- (a) The Sports Coordinators will convene at least two meetings per year.
- (b) These meeting will coincide with the end of the summer and winter sports season.
- (c) The Chair of the Executive Committee may call for additional meetings of the Coordinators.

18. QUORUM

No business shall be transacted at any General Meeting or Executive Committee Meeting, unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings shall be 50% of members.

19. RECORDS AND ACCOUNTS

19.1 Records

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

19.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act. The books of accounts shall be kept in the care and control of the Executive Officer.

19.3 Association to retain Records

The Association shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

19.4 Executive to Submit Accounts

The Board shall submit to the members at the Annual General Meeting the statements of account of the Association in accordance with this Constitution and the Act.

19.5 Not Negotiable Instruments

Any cheques and other negotiable instruments shall be signed, by any two (2) duly authorized Executive or in such other manner as the Executive determines.

20. AUDITOR

- (a) A properly qualified auditor shall be appointed by the Association at the Annual General Meeting.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss. Accounts and balance sheets ascertained by the auditor at the conclusion of the financial year.

21. WINDING UP

- (a) Subject to this Constitution the Association may be wound up in accordance with the Act.
- (b) The liability of the Members of the Association is limited.
- (c) Every Member undertakes to contribute to the assets of the Association if it is wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and Liabilities of the Association contracted before the time at which it ceases to be a Member and the cost charges and expenses of winding up the Association, such an amount not exceeding one dollar (\$1.00).

22. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association there remains after satisfaction of all its debt 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 organization or organizations 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 the Association by this Constitution. Such organization to be determined by the Members in General Meeting at or before the time of dissolution, and in default thereof such judge of the Supreme Court of South Australia or other Court as may have or acquire jurisdiction in the matter.

23. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

24. INDEMNITY

- (a) Every Executive Committee member and employee of the Association shall be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Executive 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) The Association shall indemnify its Executive and employees against all damages and losses (including legal costs) for which any such Executive or employee may be or become liability to any third party in consequence of any act or omission except willful misconduct:

- in the case of an Executive, performed or made whilst acting on behalf of and with the authority expressed or implied of the Association, and in the case of an employee, performed or made in the course of, and within the scope of their employment by the Association.