

SOUTH AUSTRALIAN ICE SKATING ASSOCIATION Inc.



CONSTITUTION
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Signed:

Date:

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1. Name

- 1.1 The name of the incorporated association is South Australian Ice Skating Association Incorporated. It is herein after referred to as the Association.
- 1.2 The Association is a not-for-profit association incorporated under the South Australian Associations Incorporation Act 1985 ('the Act').
- 1.3 The recognised abbreviated forms of the name of the Association are SA Ice Skating, Ice Skating SA, SAISA and SAISA Inc.

2. Rescission of Previous Constitution and Preservation of Rights

- 2.1 The adoption of this Constitution rescinds the previously existing Constitution of the Association except that:
 - a) all by-laws and regulations and policies of the Association in force at the date of the adoption of this Constitution will continue to apply, provided they are not inconsistent with this Constitution and have not been replaced by this Constitution
 - b) all rights privileges, obligations, or liabilities accrued or incurred under any provision so rescinded or amended will continue to apply, provided they are not inconsistent with this Constitution and have not been replaced by this Constitution
 - c) any status, qualifications, disqualification, or forfeiture acquired or incurred under any provision so rescinded or amended will continue to apply, provided they are not inconsistent with this Constitution and have not been replaced by this Constitution

- d) the continuity of application of those Rules under this Constitution, except as may be specifically provided, will continue to apply.

3. Definitions

Act means the Associations Incorporation Act 1985 (SA)

Affiliated Club means an Ice Skating Club which is a Member of the Association

Association means South Australian Ice Skating Association Incorporated

Board means the board of management consisting of the Board Members

Board Member means a Member of the Board including the Executive Board Members and the Non-Executive Board Members and includes any person acting in the capacity of Board Member from time to time appointed in accordance with this Constitution

By-Law means a regulation, rule, policy or determination (however described) of the Association that is subordinate to this Constitution

Chair means chairperson

Clause means a clause in this Constitution

Club means an Ice Skating Club

Commission means the Corporate Affairs Commission, Consumer and Business Services

Constitution means this Constitution of the Association

Delegate means the person(s) appointed from time to time to act for and on behalf of an Affiliated Club to represent the Affiliated Club at General Meetings

Financial Year means the twelve-month period commencing January 1st and ending December 31st each year

Executive Board Member means President, Vice President, Secretary or Treasurer

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

Governing Body/Bodies means the hierarchy of ISU, ISA and SAISA, together or any one of them

Honorary Life Member means an individual appointed as an Honorary Life Member of the Association

Ice Skating means figure skating on ice and excludes speed skating or ice hockey

ISA means Ice Skating Australia, the national body for ice skating in Australia

ISU means International Skating Union, the international body for ice skating of which Australia is a member through ISA

Individual Member means a registered, financial member of the Association or a natural person who is otherwise recognised by the Association as an Individual Member

Ineligible Person means a person who is deemed to be ineligible or declared to be ineligible in accordance with the Rules of the Governing Bodies

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 the Association or any activity of or conducted, promoted or administered by the Association

Member means a member for the time being of the Association

Membership Year is contemporaneous with the Financial Year unless otherwise defined in a By-Law

Month shall mean a calendar month

Motion is a formal way to introduce an idea on which members of a group can vote. A motion needs a 'proposer' who 'moves' the motion and if there is agreement to consider the motion a second member is asked to 'second' the motion. The motion is then open to discussion and vote. If approved by the required majority of voters the motion is considered 'carried'

Notice Board of the Association shall generally mean the website of the Association

Nominations are part of the process of selecting a candidate for election to a public office or for an award and may require certain eligibility criteria and specific nomination forms and procedures

Objects mean the Objects or Purpose of the Association

Officer, Official or Office-bearer means a member of the Association holding a position or otherwise taking part in the management of the Association as described in the rules of the Association and/or the Act

Regulations means any Regulation, By-Law or directive made by the Board

Rules mean the rules in this Constitution, and extend to the By-Laws, Regulations, Policies or ordinances of the Association and the Governing Bodies however described

Rules Binding means the rules of the Association bind the Association and all members of the Association as required by the Act

Seal means the common seal of the Association

Special Business means an agenda item or items covering Special Resolutions

Special Resolution means a special resolution defined in the Act, which requires twenty-one days notice to be given and a majority of not less than three-quarters of eligible votes

Sport means the sport of figure skating on ice, generally called Ice Skating, as described in the Rules of the Governing Bodies

Tribunal means a panel convened by the Board or delegated to the State Sport Dispute Centre (Sport SA) to determine disciplinary and grievance matters and appeals against administrative decisions

Writing means printing, lithography, photography and other modes of representing or reproducing words in a visible form, including electronic media

4. Interpretation

4.1 In this Constitution and in the Regulations, except where the context otherwise requires, words importing only the singular number shall include the plural and words importing only to the masculine gender shall include the feminine gender.

5. Objects

5.1 The objects of the Association are:

- a) to participate in the governance and operations of ISA as a full member
- b) to be and act as the sole body responsible for the governance, administration, control and development of the sport of Ice Skating in South Australia under the rules, regulations and delegations of ISA
- c) to promote and foster the objects, rules and regulations of ISA and ISU and to develop and implement such By-Laws as it considers necessary for Ice Skating in South Australia
- d) to provide opportunities for Ice Skating in South Australia to be practised in accordance with the needs of its participants, without discrimination of any kind and with a spirit of friendship and fair play, and having regard to the public interest in its operations
- e) to establish, maintain and improve standards of Ice Skating within South Australia
- f) to provide, implement and supervise uniform regulations and standards for tests, competitions and championships in South Australia
- g) to conduct, encourage, guide, promote and advance Ice Skating in South Australia

- h) to encourage the provision and development of facilities for participation in Ice Skating in South Australia
- i) to actively liaise with ISA, Government and the community in furthering these Objects.

6. Powers of the Association

- 6.1 Solely for furthering the objects, the Association has the rights, powers and privileges conferred on it under section 25 of the Act.

7. Membership

- 7.1 Membership is open to a skater or a non-skater of any age who is of good character and is interested in the Objects of the Association, agrees to be bound by its Constitution and By-Laws, policies and guidelines and who applies for membership.

- 7.2 Categories of Members:

- a) Senior Members, who are persons who have reached the age of 18 years and who are not ineligible persons and have applied for membership and whom the Board has admitted to membership as provided in this Constitution. A Senior Member has all the rights of membership described in the Act and this Constitution, subject to any qualifying period for voting rights and for nomination and election to the Board.
- b) Junior Members, who are persons under the age of 18 years who have applied for membership and whom the Board has admitted to membership as provided in this Constitution. A Junior Member has all the rights of membership described in the Act and this Constitution, except the right to vote and the right to stand for and be elected as a Board Member. Persons who are Junior Members with voting rights at the time of adoption of this Constitution will continue as voting members until their 18th birthday at which time they will become Senior Members providing their membership has been continuous and remains current.
- c) Associate Members, who are persons who are ineligible persons as defined in the rules of the Association and the Governing Bodies of the Sport and who have applied for membership and have been admitted to membership by the Board as provided in this Constitution. An Associate Member has the right to attend General Meetings as an observer and to participate in general activities of the Association but has no voting rights and is unable to stand for and be elected to the Board.

- d) Honorary Life Members, who shall be exempt from membership fees and shall have all the rights of membership described in the Act and this Constitution, including the right to vote and stand for office without any pre-qualification requirements unless they are otherwise ineligible persons.
 - i) Honorary Life Membership may be bestowed by the Board or the Association to honour persons who have rendered distinguished service to the Association or to Ice Skating where such service is deemed to have assisted the advancement of the sport in South Australia.
 - ii) Honorary Life Membership is the highest honour that may be bestowed and the awarding of an Honorary Life Membership is subject to a Special Resolution at a General Meeting and acceptance by the nominee.
 - iii) Any Member may nominate a person for Honorary Life Membership by notice in writing to the Board for Board endorsement and submission to a General Meeting. A recommendation made under this clause must include a written report outlining the service history of the nominee.
 - iv) The nominee must accept or reject the Association's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered in the Register of Members, and from the time of entry the person shall be an Honorary Life Member.

8. Affiliation

8.1 Affiliate Membership of the Association shall be open to any Club that:

- a) supports the objects of the Association and agrees to be bound by its Rules and decisions
- b) is not an ineligible organisation as defined by the Rules of the Association and the Governing Bodies of the sport
- c) is incorporated, or is in the process of incorporation which must be completed within one year of applying for membership under this Constitution.

9. The Affiliated Club Delegate

9.1 An Affiliated Club may formally appoint a Delegate to represent the Affiliated Club from amongst its members and shall inform the Association of this appointment accompanied by the written consent of the Delegate who:

- a) must also be a Member of the Association
- b) must appear in the minutes of the Affiliated Club as the appointed Delegate or proxy for the Delegate
- c) will have the right to be present, debate and vote on behalf of the Affiliated Club at General Meetings subject to Clause 58 'Voting at General Meetings' of this Constitution
- d) will also retain their right to vote as an individual Member subject to any qualifying period and eligibility requirements provided by this Constitution.

10. Application for Membership or Affiliation

10.1 A candidate for membership or affiliation must apply to the Board in writing. Individuals may have membership of another State association of ISA provided that there is no conflict of interest in so doing, and all applications must:

- a) be in a form approved by the Board
- b) contain full particulars of the name and address and contact details of the applicant
- c) contain any other information prescribed by By-Laws or required by the Board for a valid application for membership
- d) be accompanied by the appropriate fee.

10.2 The application for Affiliation of a Club must, in addition to the requirements of Clause 10.1 (above), include:

- a) a copy of the applicant's current Constitution (which must be acceptable to the Association, and must substantially conform to this Constitution)
- b) the applicant's register of members.

11. Existing Memberships

11.1 Those persons and Affiliated Clubs who are members at the time of the adoption of this Constitution will continue as members under the Rules of this Constitution.

12. Discretion to Accept or Reject Application

- 12.1 The Board may not accept or continue as a Member any person or Club who is disqualified by, or is in default in any obligations to SAISA or to any other member association of ISA or any of their affiliated Clubs.
- 12.2 The Board may accept or reject an Application whether the applicant has complied with the requirements in Clause 10 (above) 'Application for Membership or Affiliation', or not.
- 12.3 The Board is not required, nor may it be compelled to provide, any reason for rejection.
- 12.4 Where the Association rejects a membership application any fee accompanying the application will be refunded.

13. Membership Commencement

- 13.1 Membership begins on the later to occur of:
 - a) acceptance of the application by the Board
 - b) payment of any fees payable by the new Member.

14. Effect of Membership

- 14.1 This Constitution together with an accepted application for membership or membership renewal constitutes a contract between each of the Members and the Association.
- 14.2 Each Member of the Association, including Affiliated Clubs, their individual members and/or all other persons claiming standing as participants in the activities of a Member or of the Association are:
 - a) bound by this Constitution and the Rules
 - b) subject to decisions of the Board concerning all matters
 - c) bound by the Constitutions and the Rules of ISA and ISU
 - d) bound by the Rules governing competitions, tests, seminars and the like in which the Member participates

15. Obligations of Members

15.1 Each Member must:

- a) treat all officials, representatives and guests of the Association, other Clubs and the Governing Bodies with courtesy and respect at all times
- b) maintain and enhance the standards, quality and reputation of both the Association and the Sport
- c) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Association, the Governing Bodies or the Sport.

16. Subscription Fees

16.1 The Board will:

- a) fix annual membership subscriptions
- b) fix fees for tests, competitions, seminars and the like
- c) determine the time for and manner of payment of subscriptions and costs.

17. Unfinancial Status

17.1 Any Member or Affiliated Club whose subscription or any other debt is outstanding two months after the due date for payment shall formally cease to be a financial member of the Association and all rights of Membership shall be suspended until the payment is made.

17.2 Any Membership that is suspended under Clause 17.1 (above) or any other Clause will cause that Member to have no voting rights nor eligibility to participate in any SAISA activity or represent SAISA or any Club affiliated with SAISA or ISA in any competition or other event, until the suspension is removed.

17.3 Any Member or Affiliated Club who remains an unfinancial Member for more than six months after the due date for payment and without a formal and accepted resignation will cease to be a Member of the Association for all purposes provided always that the Board may reinstate such a Membership on such terms as it thinks fit.

18. Register of Members

18.1 A register of Members will be kept in accordance with the Act and other legislation and contain:

- a) the name and address of each Member
- b) the date on which each Member was admitted
- c) the current financial status of the membership
- d) if applicable, the date of and reason(s) for termination of membership
- e) any other information as the Board considers appropriate or is required by legislation or Rules of the Governing Bodies.

19. Current Member Details

- 19.1 Members must provide the Association with the details required to keep the register complete and up-to-date.

20. Notice of Resignation

- 20.1 A Member having paid all arrears of fees payable to the Association may resign or withdraw from membership of the Association by giving notice in writing to the Association prior to the resignation date.
- 20.2 An Affiliated Club may not resign, disaffiliate or otherwise seek to withdraw from the Association without approval by Special Resolution of the Affiliated Club. A copy of the relevant minutes of the Affiliated Club meeting showing that the Special Resolution has been passed by the Affiliated Club must be provided to the Association.
- 20.3 If an Affiliated Club ceases to be a Member under this Constitution, Membership of the Association held by individual members of that Club shall not be affected.
- 20.4 A resigning Member or Affiliated Club is liable for any outstanding fees or subscriptions, which may be recovered as a debt due to the Association.
- 20.5 In the absence of a notice of resignation being provided to the Association, the Member or Affiliated Club shall be considered resigned if the membership or affiliation application and subscription remains outstanding six months after the due date for renewal and as such the resignation shall be noted in the register of members.

21. Suspension or Expulsion for Breach

- 21.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to suspend or expel a Member upon a charge of misconduct detrimental to the interests of the Association.

- 21.2 Particulars of the charge shall be communicated to the Member at least one month before the meeting of a Tribunal convened by the Board or delegated to the State Sport Dispute Centre (Sport SA) at which the matter will be reviewed.
- 21.3 Such a Tribunal must operate in accordance with the procedures expressed in the Regulations and the Member Protection Policy but subject always to the Act.
- 21.4 The determination of the Tribunal shall be communicated to the Member, and in the event of an adverse determination leading to expulsion the Member shall, subject to clause 21.6 (below), cease to be a Member 14 days after the Tribunal has communicated its determination to the Member.
- 21.5 It shall be open to a Member to appeal the suspension or expulsion to the Association. The intention to appeal shall be communicated to the Secretary or Public Officer of the Association within 14 days after the determination of the Tribunal has been communicated to the Member.
- 21.6 In the event of an appeal under Clause 21.5 (above), the appellant's membership of the Association shall not be suspended or terminated unless the determination of the Tribunal to suspend or expel the Member is upheld. The operative date of any suspension or termination of membership will be determined as part of the appeal process.

22. Membership Entitlements Not Transferable

- 22.1 A right, privilege or obligation that a Member has because of being a Member of the Association:
- a) cannot be transferred or transmitted to another organisation or person
 - b) terminates on cessation of the Member's membership.

23. Cessation of Membership

- 23.1 A Member ceases to be a Member of the Association if:
- a) the Individual Member dies
 - b) the Member is dissolved, wound up or bankrupted
 - c) the Member remains unfinancial for more than the set period in [Clause 17 'Unfinancial Status'](#)
 - d) the Member resigns or disaffiliates from membership in accordance with Clause 20 (above) 'Notice of Resignation'

- e) the Member is expelled from the Association under Clause 21 (above) ‘Suspension or Expulsion for Breach’.

24. Forfeiture of Rights

- 24.1 A Member or Affiliated Club who or which ceases to be a member, for whatever reason, shall forfeit all rights in and claims on the Association and its property and shall not use any property of the Association including Intellectual Property.

25. Delegate’s Position Lapses

- 25.1 The position of Affiliated Club delegate shall lapse immediately on cessation of membership of the Association or the Affiliated Club.

26. Return of Property

- 26.1 A Member who ceases to be a Member must not thereafter use any property of the Association (including, without limitation, its Intellectual Property) and must immediately return to the Association all of the Association documents, records or other property in the possession, custody or control of the former Member other than what might be ordinarily in the public domain and available to Members generally.

27. No Refund of Membership Fee

- 27.1 A Member who ceases to be a Member for whatever reason forfeits the balance of any Membership fees paid in advance.
- 27.2 The balance of any recovery of costs paid in advance may be subject to refund at the discretion of the Board.

28. Reinstatement

- 28.1 Membership, which has ceased under [Clause 23 ‘Cessation of Membership’](#), may be reinstated at the discretion of the Board with or without an application having been made under [Clause 10 ‘Application for Membership or Affiliation’](#).
- 28.2 Nothing in the Clause 'Cessation of Membership' prevents a former Member from applying for readmission to Membership but, in considering the readmission application the Board is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased, with such conditions as it deems appropriate.

29. Management of the Association

- 29.1 The affairs of the Association are managed and controlled by a Board comprising the Board Members nominated in accordance with this Constitution and subject to the Act.
- 29.2 All Board Members are volunteers.

30. Composition of the Board

- 30.1 There shall be eight Board Members elected in accordance with this Constitution comprising the Executive Board Members (President, the Vice President, the Treasurer, the Secretary) and four Non-Executive Board Members.
- 30.2 Board Members must be Members and may not be Delegates of Affiliated Clubs or Associate Members or Ineligible Persons.
- 30.3 A further two persons may be appointed by the Board under the conditions described in [Clause 42 'Appointments by the Board'](#)

31. Nominees for Election to the Board

- 31.1 A Nominee for elected Board Member positions must be a Senior or Honorary Life Member and must have been a Member for a continuous period of 12 calendar months before the close of nominations for the election.
- 31.2 No member shall be eligible to be elected to the position of President, Vice President, Secretary or Treasurer (Executive positions) unless that person has served at least one nominal year (of AGM to AGM) as an Executive or Non-Executive Board Member within the previous five years prior to nominating for an Executive position. Nothing in this Clause prevents the Board making a casual appointment to an Executive Position vacancy from any otherwise eligible Member.

32. Form of Nomination

- 32.1 Nominations must be submitted by the closing date in accordance with [Clause 51 'Submission of Motions and Nominations'](#)
- 32.2 Nominations must be made by two Senior or Honorary Life Members entitled to vote at the time of submission and the nominee must indicate acceptance of the nomination.

- 32.3 Nominations must be made on the prescribed form, which may be paper-based or by electronic media as may be allowed by the By-Laws from time to time.

33. Term of Appointment for Elected Board Members

- 33.1 Executive Board Members and Non-Executive Board Members elected under this Clause are elected for a term of two years subject to provisions in this Constitution relating to earlier resignation or removal.
- 33.2 The President and the Treasurer positions are declared vacant during the AGM and prior to the election for those positions in odd-dated years.
- 33.3 The Vice President and the Secretary positions are declared vacant during the AGM and prior to the election for those positions in even-dated years.
- 33.4 The positions of two Board Members are declared vacant during the AGM and prior to the election alternating each year as their terms expire.
- 33.5 Retiring Board Members will be eligible for re-election by self-nomination without requiring nomination by two Members as in Clause 32.2 (above).
- 33.6 At the time of adoption of this Constitution those Board Members who were elected to positions that are part way through the two-year term will remain in office until the conclusion of the second AGM after their election occurred.

34. Grounds for Termination of Board Member Position

- 34.1 A Board Member will cease to be a Board Member if that Board Member:
- a) ceases to comply with this Constitution and the Regulations
 - b) resigns
 - c) suffers from diagnosed mental incapacity
 - d) is disqualified from office under the Act, or ceases to be a Member.

35. Vacancies of Office

- 35.1 Failure to elect, non-acceptance of office or termination of a Board Member position shall be deemed to create a casual vacancy.
- 35.2 The Board shall fill any vacancy created by appointing a person from amongst its Senior Members or Honorary Life Members, and the person appointed to fill such vacancy shall remain in office for the duration of that term and have the rights of

an elected member.

36. Insurance and Indemnity of Officers and Others

- 36.1 Except as may be provided by ISA the Association shall obtain and maintain insurance policies out of the funds of the Association that provide members with:
- a) Broad form Public and Product Liability cover
 - b) Voluntary Workers injury cover
 - c) Indemnity cover for every Officer and other Member of the Board and every agent or servant of the Association.

37. Powers of the Board of Management

- 37.1 The Board will exercise all powers to achieve the objects of the Association and to resolve issues in accordance with this Constitution.
- 37.2 Subject to this Constitution, or a resolution of the Association Members carried at a General Meeting, the Board has the general control and management of the administration of the affairs, property and funds of the Association and:
- a) has the authority to interpret the meaning of this Constitution and any other matter on which this Constitution is silent
 - b) may form sub-committees from its members and delegate any of its powers to the sub-committees under such terms as it may determine
 - c) has the power to create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions, and with such powers as it may determine.

38. Meetings of the Board

- 38.1 The Board is to meet at intervals in accordance with the Act.
- 38.2 Meetings may be conducted where:
- a) all the Board Members are physically present at the meeting
 - b) one or more of the Board Members is not physically present at the meeting but is nevertheless in effective communication with the other Board Members
 - c) none of the Board Members are physically present at the same place but are in effective communication with each other.

- d) The Board may seek the advice and/or the recommendation of:
 - i the conveners of the operational areas on matters pertaining to that operational area
 - ii the delegates of the Affiliate Clubs or organisations on matters pertaining to clubs or organisations
 - iii the delegates of sub-committees on matters pertaining to the sub-committee area
 - iv any expert or representative of any organisation necessary to fulfil its obligations and as it sees fit.

39. Minutes of Meetings of the Board

39.1 The Board must minute all resolutions and proceedings at meetings of the Board.

40. Quorum for Board Meetings

40.1 A quorum is four Board Members comprised of at least one Executive and one Non-Executive Board Member.

41. Voting at Board Meetings

41.1 All Board Members will have one vote.

41.2 Resolutions may be passed by a simple majority of Board Members:

- a) present at a meeting
- b) in effective contact with the other Board Members at a meeting
- c) by prior agreement of the Board members by a vote in writing.

41.3 An equality of votes cast will result in the motion being put to a further vote and, in the event of the votes for and against the motion remaining equal, the motion will be declared lost.

42. Appointments by the Board

42.1 The elected Board may appoint each year up to two extra persons to the Board as Board Members to gain appropriate skills mix and gender balance and who may be sourced from outside the membership.

- 42.2 Persons appointed to the Board in this manner shall be, or become subject to eligibility, Senior Members with appropriate voting rights as provided for by this Constitution.
- 42.3 Ordinarily such appointments should expire one month after each Annual General Meeting in order to preserve continuity.
- 42.4 The elected Board may appoint from time-to-time advisers as it sees fit to gain particular expertise to the Board or its sub-committees, or to facilitate communications with non-members. Advisers may be, or become, Members of any category but are not required to do so nor do they have voting rights. The term of appointment for an adviser is as fixed by the Board or the date of the following AGM, whichever is the earlier.
- 42.5 The new Board may reappoint any appointee at its discretion.

43. Portfolios of Board Members

- 43.1 The Board may allocate portfolios to Board Members.

44. Public Officer

- 44.1 The Board shall appoint a public officer as required by the Act. Notice of appointment and any change in the identity or address of the public officer is to be lodged within one month after the change with the Commission.

45. Conflicts of Interest

- 45.1 A Board Member must declare their interest in any area in which a conflict of interest arises or may arise, or is present in an existing contract or agreement or matter including a contractual matter or a selection matter, or a disciplinary matter or a financial matter.
- 45.2 Unless otherwise determined by the Board, the Board Member shall absent himself from discussions of such matter and must not vote in respect of such matter.
- 45.3 In the event of any uncertainty as to whether it is necessary for a Board Member to be absent from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

46. Use of the Seal

- 46.1 The Association may elect to have a Seal upon which its corporate name shall appear in legible characters but is not required to do so.
- 46.2 Where a document is otherwise required to be in writing under seal the Association may execute the document without using a common seal if the document is signed by two Office-bearers from the Board following the approval of the Board as recorded in the minutes.
- 46.3 The Association may execute a document as a Deed without using a common seal if the document is expressed to be executed as a Deed and the document is signed by Office-bearers from the Board following the approval of the Board as recorded in the minutes.
- 46.4 The Association may execute a document with a common seal under the same Rules as without a seal provided that the seal is a complying seal and the fixing of the seal to the document is witnessed by two office-bearers of the Board personally present at the time.

47. General Meetings

- 47.1 The general meetings of the Association shall be the Annual General Meeting and Special General Meetings only.

48. Annual General Meeting

- 48.1 In accordance with the Act and this Constitution the Association must, at least once in each calendar year and within five months after the end of each Financial Year of the Association, call an Annual General Meeting of its Members.
- 48.2 The Annual General Meeting of the Association shall be called on the date and at the place and time that the Board considers appropriate.

49. Special General Meetings

- 49.1 All General Meetings other than the Annual General Meeting will be Special General Meetings and must be held in accordance with this Constitution.
- 49.2 Special General Meetings may be called by the Board or requisitioned by Members.

- 49.3 A Special General Meeting is called for a specific purpose and has no other business to be transacted.

50. Requisition of Special General Meetings

- 50.1 The Board must convene a Special General Meeting within two months of receipt of a requisition in writing signed by at least 10 Senior or Honorary Life Members, which clearly and fully expresses the proposed business of the meeting required.
- 50.2 The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- 50.3 The requisition must be sent to the public officer of the Association and a copy of the requisition must be sent to the secretary of the Association.
- 50.4 If the Board does not arrange a Special General Meeting to be held within two months after the date on which the requisition was sent to the Association, the Members making the requisition may convene a Special General Meeting to be held not later than three months after the date on which the requisition was sent to the Association.
- 50.5 A Special General Meeting convened by the Members under this Constitution must be convened in the same manner, or as nearly as possible as that, in which such meetings are convened by the Board.

51. Submission of Motions and Nominations

- 51.1 Members entitled to vote may submit notices of Motion for inclusion at a General Meeting.
- 51.2 Motions must be submitted in writing to the Board not less than eight days (excluding receiving date and meeting date) prior to the General Meeting.
- 51.3 Nominations must be submitted to the Board not less than eight days (excluding receiving date and meeting date) prior to the meeting.

52. Business of the Meeting

- 52.1 The business to be transacted at the Annual General Meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Board Members under this Constitution and the appointment of the auditor(s).

- 52.2 All business to be transacted at the General Meetings shall be ordinary business except those matters determined by the Board or the Act which shall be deemed Special Business.
- 52.3 The business to be transacted at each General Meeting is to be set out at length in the notice of meeting and be in writing and needs to specify the place, date and time of the meeting.
- 52.4 Except with the consent of three-quarters of the Members present and eligible to vote, no other business shall be brought forward.

53. Notices of General Meeting

- 53.1 The formal notice of meeting shall set out the business to be transacted at length and shall specify the place, date and time of the meeting.
- 53.2 The notice of meeting is to be delivered to members and affiliates entitled to receive notice at the address recorded in the register of Members kept by the Association for service of notices.
- 53.3 Where the nature of the business proposed for a General Meeting does not require a Special Resolution, the notice needs to be delivered at least 14 days before the planned meeting.
- 53.4 Where the nature of the business proposed for the General Meeting requires a Special Resolution the notice must be delivered no less than 21 days before the proposed meeting.
- 53.5 The notice may be delivered by post or by electronic transmission, in which case the notice will be deemed to have been delivered on the fifth day after having been dispatched by prepaid post, facsimile transmission, email or other electronic transmission.
- 53.6 The auditor(s) are entitled to receive notice. No other person shall be entitled as a right to receive notices of General Meetings.

54. Notice of Nominations

- 54.1 Valid nominations received in accordance with [Clause 32 \(Form of Nomination\)](#) and [Clause 51 \(Submission of Motions and Nominations\)](#) shall be posted on the Notice Board of the Association three days prior to the meeting.

55. Notice Board of the Association

- 55.1 The Notice Board will generally be the Association website but may of necessity or benefit be any other communication facility readily available to the members and stakeholders.

56. The Chair

- 56.1 The President is the Chair of any meeting under this Constitution and in the absence of the President, one of the Board Members may be elected to take the Chair at General Meetings.
- 56.2 With the consent of the Members present, an independent chair may be appointed for the Meeting.

57. Quorum for General Meetings

- 57.1 A quorum at a General Meeting is ten Members being present and eligible to vote.

58. Voting at General Meetings

- 58.1 Voting on motions is restricted to eligible individual Members and eligible Affiliate Club Delegates present and eligible to vote.
- 58.2 Voting at elections is restricted to eligible Individual Members, that is, the Affiliated Club Delegate does not have the right to vote at elections on behalf of the Affiliated Club.
- 58.3 Eligible Members and the Affiliated Club Delegate have one vote each.
- 58.4 The Affiliated Club delegate retains the right to vote as an individual Member providing they meet the eligibility requirements as provided in this Constitution.

59. Eligibility to Vote at General Meetings

- 59.1 An individual Member who is a current financial Senior Member or an Honorary Life Member and whose name appears as such on the Membership Register not less than six months before the date of the General Meeting is eligible to vote and may vote on motions and elections.

- 59.2 The Affiliated Club Delegate must be appointed by the Affiliated Club prior to the meeting and must appear in the Affiliated Club's minutes as the nominated representative as provided in [Clause 9 'The Club Delegate'](#).
- 59.3 To vote, Members must be present at the General Meeting.

60. Proxy Voting at General Meetings

- 60.1 Proxy voting is not permitted at General Meetings of the Association.

61. Voting Results

- 61.1 An Ordinary Resolution may be passed by a simple majority of votes cast.
- 61.2 A Special Resolution must be passed by a majority of not less than three quarters of the votes cast.
- 61.3 Any Member present who abstains from voting, except where a conflict of interest has been declared and recorded in the minutes, will be deemed to have cast a vote against the motion.
- 61.4 An equality of votes cast will result in the resolution being put to a further vote and, in the event of the votes for and against the resolution remaining equal, the resolution will be declared lost.
- 61.5 Voting on motions may be by secret ballot if this is the wish of the majority of members present and eligible to vote, otherwise voting on a motion will be by a show of hands.
- 61.6 Elections must be decided by secret ballot if there are more nominations than vacancies.
- 61.7 If there is a tie in an election the poll may be repeated in the same manner until a result is achieved.
- 61.8 If the number of nominations received is equal to or less than the number of vacancies to be filled then those nominated will be declared elected, provided the majority of Members entitled to vote agree as determined by a show of hands.
- 61.9 The numbers voting for and against a motion or for a nomination must be recorded in the minutes and will suffice as proof of the result without the need to retain any ballot papers.

62. Minutes of General Meetings

- 62.1 A copy of the minutes of each general meeting shall be forwarded to each Board Member within 30 days of the meeting.

63. Adjournment of Meeting

- 63.1 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 Chair may determine.
- 63.2 If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present will be deemed a quorum and the meeting will go ahead.
- 63.3 The Chair may, with the consent of any meeting at which a quorum is present, adjourn the meeting.
- 63.4 The meeting may be reconvened at any time or place agreed, 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.
- 63.5 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 63.6 It will not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting unless the meeting is adjourned for more than 30 days.

64. Dispute Resolution

- 64.1 The dispute resolution procedure set out in this rule applies to disputes (including grievances) under this Constitution between:
- a) a Member and another Member
 - b) a Member and an affiliated person or Affiliated Club
 - c) a Member and the Association.
 - d) In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

- e) The parties to the dispute should meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- f) If the parties are unable or unwilling to meet informally or to resolve the dispute at an informal meeting, the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties, or where agreement is not possible, as appointed by the Board as conciliator, not arbitrator.
- g) Should the problem not be resolved the complainant(s) should refer the matter to the Board who will take action in accordance with the Association's Member Protection Policy, By-Laws and the Act provided the matter is referred to the Board within six months of the incident taking place.
- h) Where the Board exercises any power of adjudication in relation to a dispute between the Members, or a dispute between itself and Members of the Association, or Affiliated Club of SAISA or ISA as in Clause 64.1 (above), the rules of natural justice must be observed.
- i) In the event of an appeal from any decisions of the Board or its Officers the appellant must first appeal to the relevant person as indicated in the By-Laws and Policies of the Association.
- j) The Board may prescribe additional grievance procedures in the By-Laws consistent with this Rule.
- k) An application to a Court for an order under section 61 of the Act may be made by a member of an incorporated association or by a former member expelled from the association (provided that the application is made within six months of the expulsion), who believes that the affairs of the association are being conducted in a manner that is oppressive or unreasonable.

65. Management of Funds

- 65.1 The funds of the Association will be derived from membership fees, donations and subject to Act, such other sources as the Board determines.
- 65.2 All funds of the Association must be used in pursuance of the objects of the Association, and, the manner will be determined by the Board.
- 65.3 No portion of the income or property of the Association may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- 65.4 No remuneration or other benefit in money or money's worth may be paid or given by the Association to any Member who holds any office of the Association.

- 65.5 Nothing in this Constitution prevents payment in good faith to any Member for any services actually rendered to the Association whether as an employee, Board Member or otherwise, or goods supplied to the Association in the ordinary and usual course of operation, or interest on money borrowed from any Member, or rent for premises demised or let by any Member to the Association, or any out-of-pocket expenses incurred by the Member on behalf of the Association, provided that any such payment does not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.
- 65.6 The Treasurer must keep proper books of account showing correctly the financial affairs of the Association, and make available to the Members an annual financial statement comprising the profit and loss statement, the balance sheet, a statement of cash flows and a Treasurer's report for the financial year at the end of each financial year for submission to the Annual General Meeting.
- 65.7 When approved at an Annual General Meeting the financial statement will suffice as an accurate record of the accounts except where an error is found within three months of the approval.
- 65.8 The financial records of the Association must be kept for not less than seven years after the transactions.

66. Auditor

- 66.1 Unless required under the Act for a 'prescribed association', or required by ISA, or required by the members in General Meeting, the Association is not required to engage an auditor each year but may elect to do so.
- 66.2 Where an auditor is a requirement, the Members at each Annual General Meeting shall appoint a qualified person who is a member or is eligible to be a member of the Australian Society of Certified Practising Accountants or the Institute of Chartered Accountants.
- 66.3 The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- 66.4 If an appointment is not made at an Annual General Meeting, the Board shall appoint an auditor for the current financial year.

67. Safe Custody of Records

- 67.1 The Board must provide for the safe custody of books, documents, instruments of title, securities and records of the Association.

68. Alteration of Constitution

- 68.1 The Constitution may only be altered by a Special Resolution at a Special General Meeting.
- 68.2 The alteration shall be registered with the Commission as required by the Act.
- 68.3 The Rules so registered shall be binding on the Association and every Member.
- 68.4 Subject to any provision in the Rules or a resolution to the contrary, an alteration to the Rules comes into force at the time that the alteration is passed. This does not apply to any alteration to the name of the Association, which does not come into force until registered with the Commission.

69. Formulating Regulations (By-Laws)

- 69.1 The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Association, and/or the advancement of the purposes of the Association and Ice Skating in South Australia as it thinks necessary or desirable.

70. Regulations Compliance

- 70.1 Regulations so formulated by the Board must be consistent with this Constitution, the ISA Constitution, any regulations made by ISA, any policy directives of the Board and any recorded decisions by Members in General Meeting.

71. Regulations are Binding

- 71.1 All Regulations are binding on the Association and all Members.

72. Regulations Deemed Applicable

- 72.1 All By-Laws and Regulations and Policies of the Association in force at the date of the approval of this Constitution will continue to apply, provided they are not inconsistent with this Constitution, and have not been replaced by this Constitution.

73. Notices of Amendments to the Regulations and Policies of the Association

- 73.1 Amendments, alterations, interpretations or other changes to Regulations will be advised to Members by means of notices approved by the Board and issued by its delegate.
- 73.2 Affiliate Clubs and organisations must take reasonable steps to distribute information in the notices to Individual Members.
- 73.3 The matters in the notices are binding on all Members.

74. Winding Up

- 74.1 Subject to this Constitution the Association may be wound up in accordance with the Act, that is, the Association may be wound up only by Special Resolution at a General Meeting passed by at least three-quarters of the members present and eligible to vote.
- 74.2 If the Association is wound up, no distribution of its surplus assets may be made to Members but any surplus assets must be transferred to some other organisation having objects similar to the objects of the Association.

75. Liability of Members

- 75.1 The liability of a Member to contribute towards payment of the debts and liabilities of the Association or the costs, charges and liabilities of its winding up is limited to the amount, if any, of any membership subscription due but unpaid by that Member.

76. Authority to Trade

- 76.1 The Association is authorised to trade in accordance with the Act.

Version History		
Previous Constitution	Version 1997	
This Constitution	Version 12 Mar 2018	
Amendments		