

# CONSTITUTION AND RULES OF THE STURT BADMINTON CLUB INCORPORATED.

**1. Name:**

- 1.1 The name of the club is Sturt Badminton Club Incorporated. Club headquarters shall be in the State of South Australia at such a place as its committee shall from time to time determine. Club uniform colours will be navy blue and white.

**2. Definitions and Interpretations:**

- 2.1 In this Constitution, the following words have the following meanings:
- “Chairperson” means the person selected to chair an Annual General Meeting or Special General Meeting;
- “Club” means the Sturt Badminton Club Incorporated;
- “Club Member” means a person who is either a Primary Member, Life Member, Elite Member or Junior Member.
- “Elite Member” means a person who has been given Elite membership;
- “Secondary Member” means a person who has been granted Secondary membership;
- “Committee” means the club committee responsible for the management and control of the Club;
- “Life Member” means a person who has been granted life membership;
- “Junior Member” means a person who has been granted junior membership;
- “misconduct” means behavior reasonably deemed to be detrimental to the interest and / or objectives of the club;
- “Primary Member” means a person who has been granted primary membership;
- “Other Club” means any club affiliated with SABA;
- “SABA” means South Australian Badminton Association;
- 2.2 A notice required under this Constitution will be deemed to have been sent if it has been posted, hand delivered, faxed or sent via e-mail or electronic means.

**3. Objectives:**

- 3.1 The objectives for which the Club is formed are:
- a) To affiliate with the Australian Badminton Association and the South Australian Badminton Association and to abide by the laws as laid down by the Australian Badminton Association.
  - b) To foster the game of Badminton and to promote fellowship among members.
  - c) To promote competition and tournaments independently and / or with any other association; to give or contribute towards prizes, trophies and awards for the promotion of badminton and Club objectives;
  - d) To do all such lawful acts that are necessary for the carrying out of the objectives and which are within the Constitution.
  - e) To act as a co-ordination body.

**4. Powers:**

- 4.1 The Club shall have all the powers conferred by section 25 of the Associations Incorporation Act 1985 (SA) (refer to Schedule 1).

**5. Membership:**

The Club shall consist of persons who are properly affiliated to the Club, willing to adopt and conform to its Constitution and by-laws.

5.1 Primary membership

- a) Any person over the age of 18 years (as of the 1st of April of the relevant year) can apply for primary membership by filling in the appropriate form and paying the relevant fees, as determined by the Committee from time to time. The Committee reserves the right to accept or reject any such application.
- b) Primary membership shall lapse on the 31<sup>st</sup> March each year and may be renewed by paying the relevant fees.

5.2 Junior membership

- a) Any person under the age of 18 years (as of the 1st of April of the relevant year) can apply for junior membership by filling in the appropriate form and paying the relevant fees, as determined by the Committee from time to time. The Committee reserves the right to accept or reject any such application.
- b) Junior membership shall lapse on the 31<sup>st</sup> March each year and may be renewed by paying the relevant fees, provided that the person still satisfies the age requirement in clause 5.2(a) above.

5.3 Life membership

- a) Life membership may be awarded for outstanding contribution to the Club.
- b) A Club Member may nominate any person for life membership prior to the Annual General Meeting, Life membership shall be granted if that nomination is unanimously supported by the Committee. The Life Member shall be inducted at the Annual General Meeting.

- c) Membership fees shall be waived for Life Members and life membership shall not lapse.
- 5.4 Elite membership
- a) Elite membership will be awarded for representing Australia at junior or senior level.
  - b) Membership fees shall be waived for Elite members and Elite membership shall not lapse.
- 5.5 Secondary membership
- a) Secondary membership is for persons of any age registered to SABA through another club and pays the relevant Sturt fees.
  - b) Persons of any age may be granted Secondary membership by filling in the appropriate form and paying the relevant fees, as determined by the Committee from time to time. The Committee reserves the right to accept or reject any such application.
  - c) Secondary membership shall lapse on 31st March each year and may be renewed by paying the relevant Sturt fees.

**6. Expulsion of a Club Member:**

- 6.1 Subject to giving a Club Member an opportunity to be heard or make written submission, the Committee may resolve to expel a Club member upon a charge of misconduct in accordance with this clause 6.
- 6.2 An allegation of misconduct may be brought to the Committee by any Club Member and the Committee will convene a meeting to discuss the allegation.
- 6.3 If the Committee decides to lay a charge of misconduct, the Committee will hold another meeting at which the charge will be determined. All Committee Members must attend this meeting.
- 6.4 Particulars of the charge shall be communicated to the charged Club Member in writing by registered post at least two (2) weeks before the meeting of the Committee at which the charge will be determined. The charged Club Member will be invited to make a written submission before the meeting and also a submission in person at the meeting.
- 6.5 In the event of an adverse unanimous determination by the Committee, the charged Club Member shall cease to be a Club Member fourteen (14) days after notice of the determination has been communicated to the charges Club Member.
- 6.6 The decision of the Committee shall be final.

**7. Committee:**

- 7.1 The affairs of the Club shall be under the management and control of a Committee consisting of the President, Treasurer, Secretary, Venue Coordinator and not more than four (4) other Committee members.
- 7.2 Committee Members shall be elected at the Annual General Meeting.
- 7.3 At each Annual General Meeting all existing Committee Members shall retire and shall be eligible for re-election.
- 7.4 The election of the Committee shall take place in the following way:

- (i) Any Club Member (“proposer”) may nominate any Club Member (“candidate”) to serve as a member of the Committee. This nomination must be seconded by another Club Member (“seconded”).
- (ii) The name of the candidate together with the candidate’s agreement and the names of the proposer and seconder shall be sent in writing to the Secretary at least fourteen (14) days before the Annual General Meeting.
- (iii) If there is only one (1) candidate nominated for a position, then that candidate shall automatically be elected as a member of the committee.
- (iv) In the event of there being more candidates than required for a position, those present and voting at the Annual General Meeting shall be asked to list the names of the candidates in preferential order.
- (v) In the event of a tie, the outcome will be decided on a count back of preferential votes and, failing an outcome from that, a casting vote by the Chairperson.
- (vi) If there are insufficient candidates to fill the positions on the Committee, the Chairperson shall accept further nominations from those present and voting at the Annual General Meeting.
- (vii) Any vacancies arising in the Committee at any time during the year may be filled by any natural person appointed by the Committee. If a non-Club Member is appointed, the person is required to obtain Primary Membership upon appointment. Such a Committee Member shall hold office until the next Annual General Meeting.
- (viii) A Secondary member is ineligible to fill a vacancy on the committee.

## **8 Functions of the Committee:**

- 8.1 The Committee shall meet at least four (4) times a year. Quorum for Committee meetings shall be sixty percent of the Committee Members.
- 8.2 Questions arising at any Committee meeting shall be decided by a majority vote of votes otherwise stated in this Constitution. If a Committee Member has a conflict of interest in relation to an issue raised, that Committee Member must disclose the conflict of interest to the Committee and will not be entitled to vote on the issue.
- 8.3 The Committee, without in any way limiting the generality of the powers hereby conferred, may do all such things:
  - (a) as are authorized by this Constitution;
  - (b) which may be deemed reasonably necessary for the objectives of the game of badminton
- 8.4 The Committee may delegate such powers or any of them to any sub-Committee.
- 8.5 The Committee shall make by-laws not inconsistent with this Constitution for the conduct of its business and the resolution of its affairs.

## **9 Disqualification of Committee Members:**

- 9.1 The office of a Committee Member shall become vacant if a Committee Member is:
  - (a) disqualified by the *Associations Incorporations Act 1985 (SA)*;

- (b) expelled pursuant to clause 6;
- (c) no longer able to fulfill Committee duties due to ill-health, incapacitation or death;
- (d) absent without apology or reasonable excuse from three consecutive Committee meetings;
- (e) submits a resignation in writing which is accepted by the Committee;
- (f) removed from the Committee for neglect or misconduct on a resolution passed by a minimum of two thirds of members present and voting at a Special General Meeting called for this purpose.

**10 Annual General Meeting:**

- 10.1 The Annual General Meeting ('AGM') shall be held at a place to be nominated by the Committee and at a time to be decided by the Committee not later than the 31<sup>st</sup> of March of each year.
- 10.2 Written notice to all Club Members shall be sent by the secretary at least twenty eight (28) days prior to the date fixed for the AGM and shall include:
- i) the date, venue and time of the AGM;
  - ii) a request for nominations for Committee positions;
  - iii) a request for valid items of business etcetera to be included in the agenda;
  - iv) a request for notice of any amendments proposed for the Constitution and/or by-laws. Any response to this request should be submitted to the Secretary at least fourteen (14) days prior to the date fixed for the AGM.
- 10.3 A written second notice to all Club members shall be sent by the Secretary at least seven (7) days prior to the date fixed for the AGM and shall include:
- i) any nominations received for Committee positions;
  - ii) any nominations for Life Membership received and recommended by the committee;
  - iii) notice of motions to be moved that amend the Constitution and/or by-laws; valid items of business of which due notice has been given.
- 10.4 Quorum for the AGM shall be twenty (20) percent of the Club Members excluding Junior Members and Secondary members. If the quorum is not present thirty (30) minutes after the fixed starting time, then the AGM will be cancelled and arrangements made for another date, venue and time.
- 10.5 The outgoing President will elect a Club Member to preside as Chairperson of the AGM.
- 10.6 Club Members attending the AGM shall be entitled to one vote each. Junior Members and Secondary members are not entitled to vote.
- 10.7 The method of voting on any motions or items of business shall be at the discretion of the Chairperson. Excluding amendments to the Constitution which is a subject of clause 13, a motion or item of business shall be passed on a majority of the Club Members present and voting at the AGM. Voting by proxy is not permitted.
- 10.8 A written copy of the financial statement for the financial year will be made available at the AGM.

**11 Special General Meeting:**

- 11.1 A Special General Meeting (“SGM”) may be called at the discretion of the Committee or on the request of no less than ten percent of Club Members excluding Junior Members.
- 11.2 Such requests must be made in writing stating all reasons for calling the SGM, be signed by all Club members requesting the meeting, and be forwarded to the Secretary.
- 11.3 Written notice to all Club Members (excluding Junior members) shall be sent by the Secretary at least seven (7) days prior to the SGM, such notice shall include the date, venue, time and business to be conducted.
- 11.4 An SGM shall be held within thirty five (35) days of receipt of request.
- 11.5 Quorum for the SGM shall be twenty (20) percent of the Club Members excluding Junior Members. If the quorum is not present thirty (30) minutes after the fixed starting time, then the SGM will be cancelled and arrangements made for another date, venue and time.
- 11.6 The President will elect a Club Member to preside as Chairperson of the SGM.
- 11.7 Voting at an SGM shall be conducted following the same procedures as for an AGM, outlined in clauses 10.6 and 10.7. *Except where clause 9.1F applies*

**12 Finance:**

- 12.1 The financial year of the Club shall be a period of twelve (12) months commencing on the first day of January each year.
- 12.2 The Club shall keep accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.
- 12.3 At the end of each financial year, the Club shall ensure that the accounting records of the Club and audited by a suitably qualified independent auditor.

**13 Amendments to the Constitution:**

- 13.1 No portion of the Constitution shall be repealed, altered or added to except by a two thirds majority of Members present and voting at an Annual General Meeting or a Special General Meeting called for that purpose.

**14 Prohibition against securing profits for members:**

- 14.1 The assets and income of the Club shall be applied solely in furtherance of its objectives and no portion shall be distributed directly or indirectly to Club Members except as bona fide compensation for services rendered or expenses incurred in behalf of the Club.

**15 Dissolution:**

- 15.1 The Club shall be dissolved only if a resolution to this effect is carried by a three quarters majority at a Special General Meeting called specifically for the purpose of dissolution of the Club
- 15.2 In the event of the Club being dissolved, the amount which remains after the satisfaction of all debts and liabilities shall be paid and applied by the Committee to any fund, institution or authority which is a non-profit organization

15.3 Upon dissolution of the Club, records and other documents of the Club shall be held in trust by the South Australian Badminton Association.

**Schedule 1:**

**Powers conferred by s25 of the Association Incorporations Act 1985 (SA)**

For the purpose of carrying out its objects, the Club may, subject to the Associations Incorporations Act 1985 (SA) and its rules:-

- (A) acquire, hold, deal with, and dispose of, any real or personal property; and
- (B) administer and property on trust; and
- (C) open and operate ADI accounts; and
- (D) invest monies –
  - (I) in any security in which trusts moneys may, by Act of Parliament, be invested; or
  - (II) in any other manner authorized by the rules of the Club; and
- (E) borrow money upon such terms and conditions as the Club thinks fit; and
- (F) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit; and
- (G) appoint agents to transact any business of the Club on its behalf; and
- (H) enter into any contract it considers necessary or desirable.