



CONSTITUTION – REGISTERED RULES

SPORTING CLAYS AUSTRALIA Assoc

8th NOVEMBER 2015

Table of Contents

1. NAME	01
2. INTERPRETATION	2.1 to 2.5
3. OBJECTS	3.1 to 3.11
4. POWERS	4.1 to 4.24
5. MEMBER BODIES	5.1 to 5.6
6. MEMBERSHIP	6.1 to 6.5
7. MEMBER BODY - FEES	7.1 to 7.4
8. MEMBERSHIP - REGISTER (DATABASE)	8.1 to 8.2
9. TERMINATION OF MEMBERSHIP	9.1 to 9.10
10. INTERPRETATION OF THIS CONSTITUTION	10.1 to 10.3
11. MEETINGS	11.1 to 11.14
12. MEETING PROCEDURES	12.1 to 12.8.1
13. BOARD & EXECUTIVE MEMBERS	13.1 to 13.4.7
14. BOARD & EXECUTIVE – VACANCIES	14.1 to 14.2
15. BOARD – FUNCTIONS	15.1 to 15.4.2
16. BOARD & EXECUTIVE – ROLES	16.1 to 16.6.7
17. BY-LAWS	17.1
18. ALTERATION OF RULES	18.1 to 18.2
19. COMMON SEAL	19.1
20. FUNDS AND ACCOUNTS.....	20.1 to 20.11
21. PUBLIC OFFICER	21.1 to 21.2
22. PATRON	22.1
23. DOCUMENTS	23.1
24. FINANCIAL YEAR	24.1
25. DISTRIBUTION OF SURPLUS ASSETS	25.1

SPORTING CLAYS AUSTRALIA Assoc

CONSTITUTION

01. NAME

The name of the Incorporated Association, shall be known as, "Sporting Clays Australia Assoc"

02. INTERPRETATION

2.1 "SCA" shall mean "Sporting Clays Australia Assoc"

2.2 "The Board" shall mean the elected President, Vice President, Secretary, Treasurer and Board Member Appointees from the "Member Bodies"

2.3 "The Executive" is the elected President, Vice President, Secretary and Treasurer who will manage the day to day affairs of "SCA"

2.4 "Australian Sporting Clays" - shall mean the Australian domestic shooting discipline known by this name and conducted by member bodies of the "SCA" under the rules of our international controlling body "Federation Internationale de Tir aux Armes Sportives de Chasse (FITASC)" titled "Sporting (Parcour de Chasse)" with addendum for Australian Competition, other disciplines conducted by the "SCA" are:- Sporting, Compak Sporting, Universal Trench, ZZ, , FITASC Automatic Trap and English Sporting

2.5 "Sporting" (Parcour de Chasse) shall mean the international shooting discipline known by this name and governed by the body "(FITASC)"

"Compak Sporting" shall mean the international shooting discipline known by this name and governed by the body "FITASC".

"Universal Trench" (Fosse Universale) shall mean the international shooting discipline known by this name and governed by the body "FITASC".

"ZZ" (Helices) shall mean the Internationale discipline known by this name and governed by the body "FITASC"."ZZ" (Helices) shall mean the International shooting discipline known by this name and governed by the body "FITASC".

"FITASC Automatic Trap" shall mean the International shooting discipline known by this name and governed by the body "FITASC"

"English Sporting" shall mean the discipline known by this name and governed under the rules of the "Clay Pigeon Shooting Association (CPSA)".

03. OBJECTS

The objects for which "Sporting Clays Australia Assoc" is established are:

3.1 To carry out all lawful things that develop or are conducive to furthering the objects of "SCA" & its Member Bodies at a National and International level. Without limiting the generality of the foregoing this includes the following.

3.2. Promotion & development in the sport of shooting in general throughout Australia & its Territories, specifically including Game Hunting, Australian Sporting Clays, Sporting, Compak Sporting, Universal Trench, ZZ, FITASC Automatic Trap, English Sporting and any other discipline that may be added from time to time.

3.3. To promote & establish throughout Australia & its Territories the development of Target Shooting Grounds. To promote the disciplined enjoyment & participation in the area of the target shooting sports embraced by "SCA".

3.4. To provide any kind of financial or other assistance to, or in respect of, specific projects or undertakings, including research into development of shooting sports.

3.5. To provide any kind of financial or other assistance to, or in respect of, specific conservation projects or undertakings, including research and the establishment and management of national and other parks, reserves and sanctuaries.

3.6. To offer, provide, sponsor or contribute towards any lecture, scholarship, prize or other award for any research, study, literary contribution or other effort in connection with any of the objectives of "SCA" and its Members

3.7. To educate the Members of "SCA" and the public in the value of conservation in relation to their sport and generally to promote good relations between field sportsmen, landowners, the Government and the Public.

3.8. To affiliate to any Organisation or Association with similar aims and objects;

3.9. To represent the interests of "SCA" Member Bodies to the Commonwealth Government and its Departments with regard to policy legislation in the areas of firearms, wildlife conservation, sports policies and funding.

- 3.10. To adopt from time to time any additional objects and rules relative to and in the interests of the Members to "SCA"
- 3.11. To promote firearm ownership & safety.

04. POWERS

The powers of the "SCA" are:

- 4.1. To subscribe to, become a member of and be able to co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of "SCA" provided that they do not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on "SCA" under or by virtue of rule 20.11
- 4.2. In furtherance of the objects of "SCA" to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of "SCA" or persons frequenting "SCA" premises;
- 4.3. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of "SCA": Provided that in case "SCA" shall take or hold any property which may be subject to any trusts "SCA" shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 4.4. To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of "SCA"; to obtain from any such Government or Authority any rights, privileges and concessions which "SCA" may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 4.5. To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of "SCA";
- 4.6. To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- 4.7. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance "SCA" interests, and to contribute to, subsidies or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 4.8. To invest and deal with the money of "SCA" not immediately required in such manner as may from time to time be sought fit;
- 4.9. To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- 4.10. In furtherance of the objects of "SCA" to lend and advance money or give credit to any person or body corporate. To guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 4.11. To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of "SCA" property or assets present or future and to purchase, redeem or pay-off any such securities;
- 4.12. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

- 4.13. In furtherance of the objects of "SCA" to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of "SCA";
- 4.14. To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of "SCA" property of whatsoever kind sold by "SCA", or any money due to "SCA" from purchasers and others;
- 4.15. To take any gift of property whether subject to any special trust or not, for any one or more of the objects of "SCA" but subject always to the proviso in sub-rule 4.4;
- 4.16. To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of "SCA", in the shape of donations, annual subscriptions or otherwise;
- 4.17. To print and publish any newspaper, periodicals, books, or leaflets that "SCA" may think desirable for the promotion of its objects;
- 4.18. In furtherance of the objects of "SCA" to amalgamate with any one or more Incorporated Associations having objects altogether or in part similar to those of the "SCA" and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon "SCA" under or by virtue of rule 20.11
- 4.19. In furtherance of the objects of "SCA" to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the Incorporated Associations with which "SCA" is authorised to amalgamate;
- 4.20. In furtherance of the objects of "SCA" to transfer all or any part of the property, assets liabilities and engagements of "SCA" to any one or more of the Incorporated Associations with which "SCA" is authorised to amalgamate;
- 4.21. To make donations for patriotic, charitable or community purposes;
- 4.22. To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- 4.23. To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of "SCA"
- 4.24. To decide what action should be taken in the event of a situation arising not provided for in this Constitution.

05. MEMBER BODIES

- 5.1 The Federation shall consist of such member bodies as "SCA" Members shall from time to time determine.
- 5.2 At the time of adoption of this constitution Member Bodies of "SCA" are:
 - o New South Wales Field and Game Association Incorporated
 - o Queensland Sporting Clays Association Incorporated
 - o South Australian Field and Game Association Incorporated
 - o Victorian Sporting Clays Association Incorporated
 - o Tasmanian Field and Game Association Incorporated
 - o West Australian Field and Game Association Incorporated
- 5.3 Each Member Body by virtue of its membership of "SCA", agrees to honour any capitation levy or other financial obligation to "SCA" imposed by "SCA".
- 5.4 To be eligible for membership to "SCA" a body must satisfy all of the following:
 - 5.4.1 Be situated within the Commonwealth of Australia (including its external territories)
 - 5.4.2 Be of good repute
 - 5.4.3 Have a written constitution, and
 - 5.4.4 Have substantially similar objects to "SCA" & its Member Bodies.

- 5.5 An Application for membership of "SCA" must be in writing and be properly authorised. A copy of the Constitution of the applicant body must accompany the application.
- 5.6 Any Member Body to "SCA" that revises adjusts or renews their Constitution or Registered Rules will supply a copy of the new document to "SCA" within 1 calendar month of approval/acceptance by their members.

06. MEMBERSHIP

- 6.1. Each individual member of each Member Body will be considered a "SCA" Member and must abide by this Constitution and the Rules of "SCA". Member Bodies only to have voting power on "SCA" business.
- 6.2 Membership to "SCA" shall, subject to this Constitution, be available to the "Member Bodies" on a year to year basis and is conditional in all regards upon the payment of a membership subscription as fixed by "The Board" from time to time.
- 6.3 Life Members to "SCA" shall be those persons who have been nominated by a Board Member and seconded by not less than one (1) other Board Member. Life Membership is considered for meritorious and outstanding service being it financial, or physical support for the improvement to and/or the support for the welfare and management of "SCA". Any nomination is recommended to The Board. All Life Memberships must be elected by the "SCA Board" at the Annual General Meeting of the Association.
- 6.4. The number of Individual "Life Members" to "SCA" shall be unlimited.
- 6.5 The award of Life Membership to "SCA" is a mark of recognition only, and does not confer any privileges or rights on the recipient.

07. MEMBERSHIP - FEES

- 7.1. The membership fees to "SCA" for each member body will be based on an equal fee pro-rata to their Individual membership. This fee is calculated & payable on each Individual member or classification of member. This fee shall be such sum as "SCA" determine from time to time at an Annual General Meeting or General Meeting.
- 7.1.1 Membership Capitation payments due to "SCA" shall be calculated by the number of Individual memberships to that Member Body. This calculation for the total capitation due to "SCA" shall Include, but not be limited to the following criteria – Life Members - Open members – Seniors - Veterans – Super Veterans - Ladies – Juniors – Sub-Juniors, whether described as either, group or family categories in their membership.
- 7.2. The membership fees due shall be payable at such time and in such manner that "The Board" shall from time to time determine.
- 7.3. Any fees due to "SCA" for life member(s) to "SCA" will be paid for by the "SCA". This fee will exclude any membership fee due for this member to their respective Member State or Club Bodies.
- 7.4. Any proposed increases to capitation membership fees due to "SCA" will be motioned at the next scheduled Annual General Meeting or General Meeting. At which time a majority vote of "SCA" greater than fifty percent (50%) will see the motion adopted.

08. MEMBERSHIP - REGISTER (DATABASE)

- 8.1. The Executive of "SCA" shall cause a register to be kept in which shall be entered the names and addresses of all individual persons admitted as members of each Member Body affiliated to "SCA"
The membership register shall be supplied immediately to "SCA" or Member Body on request.
- 8.2. Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Executive or the Board at any General Meeting may require from time to time.

09. TERMINATION OF MEMBERSHIP

- 9.1. A Member Body who has paid all monies due and owing to "SCA" may resign from "SCA" by giving 3 months notice in writing of their Bodies' intention to do so to the Secretary of "SCA". Such resignation shall take effect at the Annual General Meeting of the year such notice is received by "SCA" Secretary.
- 9.2. If a Member
- 9.2.1. Is convicted of an indictable offence, or
- 9.2.2. Fails to comply with any provisions of this Constitution or the Code of Conduct of "SCA", or
- 9.2.3. Has membership fees in arrears for a period in excess of two (2) months, or
- 9.2.4. Conducts themselves in a manner considered to be injurious or prejudicial to the character or interest of "SCA" contrary to this Constitution or the Code of Conduct of "SCA". (Refer to Rules 9.6.1 to 9.6.3 inclusive);
- 9.3 The "SCA" Board may, by resolution carried by a majority of the Members present and entitled to vote;
- 9.3.1. Terminate the membership of the Member; or
- 9.3.2 Suspend the Member from membership of "SCA" for a specified time; or impose a fine on the Member or
- 9.3.3. The "SCA" Board may appoint a Disciplinary Committee, which by a majority resolution may;
- 9.3.4. Terminate the membership of the Member; or
- 9.3.5. Suspend the Member from membership of "SCA" for a specified time; or impose a fine on the Member; or
- 9.3.6. Take such action outlined in this Constitution or the Code of Conduct of "SCA".
- 9.4. The Member referred to in Rule 9.2 and Rule 9.6 inclusive hereof shall be entitled to be heard and given a full and fair opportunity of presenting their case before The "SCA" Board or a Disciplinary Committee appointed by The "SCA" Board, and in the event the "SCA" Board or Disciplinary Committee resolves to impose any penalty then it shall instruct the "SCA" Secretary to advise the Member in writing in accordance with this Constitution or the Code of Conduct of "SCA".
- 9.5. Appeal against Rejection, Termination and or Suspension of a Member.
- 9.5.1. A Member whose application for membership has been rejected or whose membership has been suspended or terminated or against whom a fine has been imposed, may, within 7 days of receiving written notification thereof, lodge with the "SCA" Secretary written notice of their intention to appeal against the appeal.
- 9.5.2. Upon receipt of notification of a Member's intention to appeal against rejection or suspension or termination of membership or against the imposition of any fine, the "SCA" Secretary shall convene a meeting of the Appeals Tribunal as per "Code of Conduct" within three months of the date of receipt by the Member of such notice. The applicant must be receive notification of the meeting within 7 days. At any such meeting the applicant shall likewise have the opportunity of presenting their case. The Appeals Tribunal decision shall be final and binding to all parties. A Member must exercise the right of appeal and have any appeal heard and determined by the Appeals Tribunal before commencing any proceedings or becoming a party to any proceedings in a court of law.
- 9.6. Misconduct**
- 9.6.1. The term 'misconduct' shall be interpreted to mean conduct, which in the opinion of a majority of the Members of "The Board" could bring discredit on "SCA" and/or be unbecoming on the part of a Member contrary to the code of conduct of "SCA".
- 9.6.2. In relation to misconduct by a Member, pursuant to the provisions of the Rules of FITASC Disciplines, Australian Sporting Clays, English Sporting or any other Discipline adopted by "SCA", disciplinary action against a Member shall be carried out in accordance with those Rules as may be in force at that time and as may be varied from time to time.
- 9.6.3. In the case of misconduct by a Member that is not provided for under the Rules described in 9.6.2, then the member shall be subject to the provisions of Rule 9.2 through to 9.9 inclusive hereof.
- 9.7 Ceases to be situated within the Commonwealth of Australia (including its external territories)
- 9.8 Falls into disrepute
- 9.9 Fails, without leave being granted by "SCA", to attend two consecutive Board meetings of The "SCA".
- 9.10. Re-Admissions
- 9.10.1. Any Member whose membership has been terminated in accordance with Rule 9.2 through to 9.9 inclusive hereof may, after a period of two (2) years from the date of termination, apply to "SCA" to be readmitted as a member, and any such application may be granted by "SCA" with or without special conditions. Provided however that such

member shall not be readmitted to membership unless by a vote of the majority of the Members present and entitled to vote at such a meeting.

10. INTERPRETATION OF THIS CONSTITUTION

- 10.1. In the event of
- 10.1.1. Any doubt, uncertainty or difficulty arising in relation to the meaning or intent; or
- 10.1.2. Any question arising in relation to the interpretation, of any clause of this Constitution, "SCA" Board has the power to pronounce a decision in relation thereto and its decision shall be final and binding on all members of "SCA"
- 10.2. In the absence of some specific guidance in this Constitution upon or in respect of any particular matter or issue, all and any:
- 10.2.1. Committee meetings; or
- 10.2.2. Annual General Meetings; or
- 10.2.3. Special meetings; or
- 10.2.4. Extraordinary meetings; of
- 10.3. The "SCA" Board, "The Executive" and any "Sub Committee" shall be conducted in accordance with rules of order that are commonly accepted and used from time to time in the course of the conduct of such meetings. In or in respect of any situation not specifically or generally provided for by this constitution regarding, amongst other things, practices, procedures and administration, the general rules of practice, procedure and administration that are set out in the current South Australia Associations Incorporation Regulations 2008 will be used.

11. MEETINGS

11.1. ANNUAL GENERAL MEETINGS

- 11.1.1. The "SCA" shall hold an Annual General Meeting each Calendar year. The meeting shall commence no earlier than the first day in September nor conclude later than the 14th day in December.
- 11.1.2. The business to be transacted at every Annual General Meeting shall be
- 11.1.3. The receiving of the following reports –
- Presidents annual report
 - Treasurers report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the "SCA" for the preceding financial year;
 - Auditor's report upon the books and the accounts for the preceding financial year;
 - Clay Target Directors annual report
 - Hunting & Habitat Directors annual report
 - Coaching Directors annual report
 - Member Bodies annual reports
- 11.1.4. The election of **President, Vice-President, Secretary and Treasurer** to the "SCA" Board
- 11.1.5. The election of **Clay Target Director, Hunting & Habitat Director, Coaching Director and other officers**
- 11.1.6. The appointment of the Auditor.
- 11.1.7. Set Membership fees (see Rule 7)
- 11.1.8. Revisions or changes to the "SCA" Constitution (see Rule 11.7)
- 11.1.9. Voting on any properly nominated person for Life Membership to "SCA"
- 11.1.10. No business shall be transacted by any Annual General Meeting, General Meeting, Special Meeting or Sub committee Meeting, unless a quorum is present at the time when the meeting proceeds to business. For the purposes of this rule "Member" includes a person attending as a proxy or as representing a corporation, which is a Member.
- 11.1.11. If within half an hour from the time appointed for the commencement of any Annual General Meeting, General Meeting, Special Meeting or Sub Committee Meeting a quorum is not present, the meeting shall lapse. The Meeting shall stand adjourned to 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 Executive may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
- 11.1.12. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.

11.2 GENERAL MEETINGS

- 11.2.1. The Secretary shall convene all general meetings of the "SCA" by
- 11.2.2. Giving not less than twenty-one (21) days notice of any such meeting to the members of "SCA".
- 11.2.3. The manner by which such notice shall be given shall be determined by the Executive: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of the Member against the rejection or termination of his membership by the "The Board", shall be given in writing. Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.
- 11.3 The "SCA" shall hold such other meetings as it may determine from time to time.
- 11.4 The Secretary shall send to each Member Body either by Email or by pre-paid postage, at least twenty-one (21) clear days prior to each meeting notice thereof. The notice shall contain the time and place of meeting, and shall cite in full with any Special Motions to be considered at the meeting.
- 11.5. A Special Meeting of "The Board" shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the Members of the Board, which requisition shall clearly state the reasons why such Special Meeting is being convened and the nature of the business to be transacted thereat.
- 11.6. In order to resolve an urgent matter of extraordinary character occurring between meetings of "SCA", "The Board" may conduct a postal ballot of Board Members. Each ballot paper shall have written on it in full the question to be resolved, the name of the Board Member to whom it was posted, the date of posting and a return address. For a ballot paper to be valid it must clearly show the voting decision of the Board Member, to be signed by the Board Member, and be received at the return postal or email address within the specified date of posting to the Board Member
- 11.7. The passing of Special Motion is required for the following purposes
- To elect a new Member Body to "SCA"
 - To expel a Member Body from "SCA"
 - To change in any way this Constitution.
 - To remove, expel or terminate any Individual Member of the "The Board".
- 11.8. A Special Motion is not passed unless 75% or more of the votes cast are in favour
- 11.9. Subject as previously provided in this rule, the "The Board" may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the "The Board" shall be decided by majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative or the status quo remains.
- 11.10. A member of the "The Board" shall not vote in respect to any contract or proposed contract with "SCA" in which he has an interest, or any matter arising there out, and if he does so vote his vote shall not be counted.
- 11.11. A Sub-Committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the Members present may choose one of their numbers to be Chairman of the meeting.
- 11.12. A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 11.13. All acts done by any meeting of The Board, the Executive Committee or of a Sub-Committee or by any person acting as a Member of the Board or Executive shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Board or Executive or person acting as aforesaid, or that the Members of the Board or Executive or any of them was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Member of the Board or Executive.
- 11.14. A resolution in writing signed by all Members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Members of the Board.

12. MEETING PROCEDURE

- 12.1. Unless otherwise provided by these Rules, at every Annual & General meeting –
- 12.1.1 Procedures at meetings shall be those of the ordinary rules of debate.
- 12.1.2 The President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the Members present shall elect one of their number to be Chairman of the meeting; .
- 12.1.3 Each Board Member shall be entitled to exercise only one vote (not withstanding 12.1.5 & 12.1.6 below).
- 12.1.4 An Officer of "SCA" who is not a Member Body Appointee to the Board is not entitled to exercise a vote.
- 12.1.5 In the event that only two (2) Board Members from a Member Body attends a meeting, one of those Board Members shall be entitled to exercise two votes (not withstanding 12.1.3 above) provided that the Member Body has first nominated which of the Board Members shall be so entitled.
- 12.1.6 In the event that only one (1) Board Member from a Member Body attends a meeting, that Board Member shall be entitled to exercise three (3) votes (not withstanding 12.1.3 above)
- 12.1.7 In the event that no Board Member from a Member Body attends a meeting, voting by proxy shall be permitted provided that the proxy is in writing, is properly authorised by the Member Body, refers specifically to the matter under consideration, and clearly instructs the holder of the proxy how to vote. A vote by proxy shall count as three (3) votes (not withstanding 12.1.3 above) and shall not affect any other entitlement to vote which the proxy holder may have.
- 12.1.8. The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument purposes to vote.
- 12.2. The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Annual General Meeting & General Meeting, to be entered into a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes of the Annual General Meeting & General Meetings, they shall be read and verified as true and correct at the next succeeding Annual General Meeting & General Meeting
- 12.3. If within half an hour from the time appointed for the commencement of a Board Meeting a quorum is not present, the meeting, if convened upon the requisition of Members of the Board, shall lapse. In any other case it shall stand adjourned to 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 Executive may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 12.4. All questions other than Special Motions shall be decided by a simple majority of votes. In the case of an equality of votes the Chairperson shall have a casting vote, not withstanding whether the Chairperson has or has not exercised the right to vote as provided by 12.1.3, or has been precluded from voting as provided by 12.1.4.
- 12.5. "The Board" may delegate any of its powers to a Sub-Committee consisting of such Members of "SCA" as the Board thinks fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by "The Board"
- 12.6. Unless otherwise provided by these Rules, at every Annual and General Meeting –
- 12.6.1. The Chairman shall maintain the order and conduct the meeting in a proper and orderly manner;
- 12.6.2.. Every question, matter or resolution shall be decided by a majority of votes of the Members present;
- 12.6.3 Every Member Body present shall be entitled to three votes and in the case of an equality of votes the Chairman shall have a second or casting vote:
If a Member Body has outstanding fees of more than one month in arrears at the date of the meeting, the appointed Board Members of that Member Body shall not be entitled to cast a vote
- 12.6.4. Voting shall be by show of hands or a division of the entitled voters present, unless not less than one-fifth of the Members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two Board Members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.

12.7 QUORUM

- 12.7.1 A quorum for Annual General Meeting shall comprise of a minimum of sixty percent (60%) attendance of the Member Bodies, or.
- 12.7.2. At any General Meeting the number of Board Members required to constitute a quorum shall be double the number of persons presently on the "SCA" Executive Committee plus one.

12.8 OBSERVERS AT MEETINGS

- 12.8.1 Meetings of "SCA" may be observed by as many Members of Member Bodies as can conveniently be accommodated at the place of the meeting. Space for at least one observer from each Member Body shall be made available at all meetings.

13. THE BOARD

- 13.1 The Board shall be the Managers of the "SCA" and will consist of
 - 13.1.1 The elected President, Vice President, Secretary & Treasurer plus:
Each Member Body of "SCA" shall appoint three (3) of its financial Members to "The Board", the names of these three (3) Members to be advised to "SCA" Secretary a minimum of 7 days prior to any meetings being held.
All "Member Body" appointed Board Members must be financial Members of "SCA" through their respective Member Body, who appointed them to "The Board"
 - 13.1.2 The Duties of the "SCA Board Members" appointed by the respective Member Bodies, shall be to represent "SCA" at "SCA" meetings and to manage "SCA"
 - 13.1.3 Each Member nominated by their Member Body to the "SCA Board" shall be bound by and be subject to this Constitution and to the decisions of "SCA" made lawfully hereunder.
 - 13.1.4 Each Board Member nominated by their Member Body to "The Board" or representing "SCA" on any business must be a fully paid up Member of their Member Body or a Life Member to "SCA" to participate and vote at any meeting or to represent "SCA" on any Business.

13.2 EXECUTIVE

- 13.2.1 The Executive of "SCA" will administer the day to day tasks of "SCA" and will comprise the:
 - 13.2.2 President - Who need not be a Member Body appointee to the Board, but must be a Member of "SCA" either as a Life Member to "SCA" or an individual Member of a Club, Branch, Association or Region of a Member Body to "SCA".
 - 13.2.3 Vice-President - Who need not be a Member Body appointee to the Board, but must be a Member to "SCA" either as a Life Member to the "SCA" or an Individual Member of a Club, Branch, Association or Region of a Member Body to "SCA"
 - 13.2.4 Secretary - Who need not be a Member Body appointee to the Board, but must be a member to "SCA" either as a Life member to "SCA" or an Individual Member of a Club, Branch, Association or Region of a Member Body to "SCA".
 - 13.2.5 Treasurer - Who need not be a Member body appointee to the Board, but must be a member to "SCA" either as a Life member to "SCA" or an Individual Member of a Club, Branch, Association or Region of a Member Body to "SCA"

13.3 OFFICERS

- 13.3.1 Executive Officer – may be appointed to administer the day to day operation of "SCA" and shall be appointed by "SCA" Board at each Annual General Meeting of "SCA" if required.
- 13.3.2 Such other Officers as "SCA" may deem desirable from time to time
- 13.3.3 No person shall hold more than two (2) offices in "SCA" at one time and no person shall be both President and Vice President
- 13.3.4 The officers of "SCA" shall be elected by "The Board" at each Annual General Meeting of "SCA"
- 13.4 At the prescribed time during the Annual General Meeting of "SCA", all the positions of The "SCA" Executive, (President, Vice-President, Secretary and Treasurer) and Officers shall be declared vacant, but they shall be eligible upon nomination for re-election. At this time, a Chair Person is appointed from Board Members present at the Annual General Meeting. This role is to carry out proceedings in the election of the "SCA" for the new term. As soon as the President has been elected, the temporary Chair position is handed back to the "SCA" elected President to complete the election of the other Management positions & Officers to "SCA".
 - 13.4.1 The election of the "SCA" Board - President, Vice-President, Secretary and Treasurer, Officers and other positions to "SCA" shall take place in the following manner:
 - 13.4.2. After the declaration at the Annual General Meeting of "SCA" Executive and other Officer positions being declared vacant, future candidate positions for The "SCA" Executive and Officers for the next term will be nominated from the

- floor, by Members of "The Board". If a Board Member or Officer who is not present on the day, is nominated and seconded, the Nominator must present to the Secretary, a signed approval from the Nominee accepting that particular nomination
- 13.4.3. Any two Members of "The Board" shall be at liberty to nominate any other member to serve in an Executive position or as an Officer to "SCA".
- 13.4.4. In the event of more than one person being nominated for the same position to "SCA", balloting lists shall be prepared (if necessary) containing the names of the candidates and each Member Body present at the Annual General Meeting shall be entitled to vote for such candidates through their appointed Board Members as per rule 12.1.3 through to 12.1.8,
- 13.4.5. After the election of the "SCA" Executive - President, Vice President, Secretary, Treasurer, they together with the Member Body appointed members of "The Board" will constitute the make up of "The Board" for the next term.
- 13.4.6. Any person on the "SCA" Board, Executive or a elected Officer, may resign from their position at any time, by giving notice in writing to the "SCA" Secretary (In the case of the "SCA" Secretary resigning, his/her notice will be advised to the "SCA" President but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 13.4.7. Any person holding any position on "The Board", The Executive or as a Officer of the "SCA" may be removed from that position or office at a General Meeting of "SCA" by way of a call of a Special Motion. Cause has to be given to prove that the Member has acted in a manner unbefitting under rule 9.6 through to 9.9 inclusive.
The Member shall be given the opportunity at a meeting called for under rule 9.5.2 to fully present their case against any charges. The question of their removal from office shall be determined by the majority vote at the hearing of 75% minimum of the Board Members present at such a meeting.

14. BOARD & EXECUTIVE MEMBER - VACANCIES

- 14.1. If a Member Body Appointee to "The Board" resigns, that Member Body shall provide a replacement Board Member
- 14.1.1. "The Board" shall have the power at any time to appoint any Financial Member of a "Member Body" of "SCA" to fill any casual vacancy on the Executive until the next Annual General Meeting.
- 14.2. The continuing Members of "The Board" or Executive may act notwithstanding any casual vacancy in "The Board" or Executive, but if and for so long as their number is reduced below the number fixed or pursuant to these Rules as the necessary quorum of "The Board" or Executive, the continuing number of Members may act for the purpose of increasing the number of Members of "The Board" or Executive to that number or, of summoning a General Meeting of "The Board", but for no other purpose.

15. "THE BOARD" - FUNCTIONS

- 15.1. Except as otherwise provided by these Rules and subject to resolutions of the Members of "SCA" carried at any General Meeting of "The Board" -
- 15.1.1. Shall have the general control and management of the administration of the affairs, property and funds of "SCA"; and
- 15.1.2. Shall have authority to interpret the meaning of these Rules and any matter relating to "SCA" on which these Rules are silent.
- 15.2. "The Board" may exercise all powers of "SCA" -
- 15.2.1. To borrow or rise or secure the payment of money in such manner as the members of "SCA" may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by "SCA" in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of "SCA" property, both present and future, and to purchase, redeem or pay off such securities;
- 15.2.2. To borrow money from Members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Adelaide for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of "SCA", and to provide and pay off any such securities; and
- 15.2.3. To invest in such manner as the members of "The Board" may from time to time determine.
- 15.2.4. "The Board" shall have the power at any time to appoint any member of "SCA" to fill any casual vacancy on the Executive until the next annual general meeting.
- 15.3. To make By-laws consistent with this Constitution for the proper and efficient conduct of "SCA".
- 15.4. Without there being prior and specific minuted authority granted by "SCA" the Executive shall not have the power:

- 15.4.1 To enter into any major undertaking.
- 15.4.2 To significantly indebt "SCA" in any way with the exception of items appearing on a budget approved by "The Board"

16. BOARD & EXECUTIVE COMMITTEE - ROLES

16.1. President:

- Shall be considered the Chief Executive Officer of "SCA", and
- 16.1.1. Plays a key role in maintaining a successful profile of the organisation.
- 16.1.2. Represent the association at all public and social occasions
- 16.1.3. Must make no statement contrary to the policy of "SCA".
- 16.1.4. Chair all meetings of the Executive and General Meetings.
- 16.1.5. Consult with the Secretary in the preparation of meetings and agendas.

16.2. Vice President:

- Shall occupy the office of President if for any reason the President of "SCA" is unavailable to carry out their duties,
- 16.2.1. Plays a key role in maintaining a successful profile of the organisation.
- 16.2.2. Represent the "SCA" at all public and social occasions
- 16.2.3. Must make no statement contrary to the policy of the "SCA".
- 16.2.4. Chair all meetings of the Executive and General Meetings.
- 16.2.5. Consult with the Secretary in the preparation of meetings and agendas.
- 16.2.6. If for any reason the office of the President of "SCA" shall become vacant the Vice-President of "SCA" shall hold that office until the next AGM of the "SCA".

16.3 Secretary:

- 16.3.1. Elect will be responsible for
- 16.3.1.1. Maintaining records in accordance with any Government requirement or act. Including changes of address and Officer's of "SCA"
- 16.3.1.2. Prepare, maintain, and distribute meeting minutes.
- 16.3.1.3. Maintain a register (database) of Member Bodies and Individual Financial Members.
- 16.3.1.4. Give 21 days notice of any Special Board Meeting, or AGM.
- 16.3.1.5. Prior to each meeting the Secretary will in consultation with the President prepare an agenda.
- 16.3.1.6. Attend to any correspondence or matters arising
- 16.3.1.7. Co-ordinate any reports to be presented from Sub Committees etc.
- 16.3.1.8. Arrange the meeting venue
- 16.3.1.9. Prepare and dispatch minutes prior to the meeting
- 16.3.1.10. Attend the new meeting equipped with notes from the previous meeting, reports, correspondence etc.
- 16.3.1.11. Check venue is suitable and arrange any catering
- 16.3.2. At the meeting:
- 16.3.2.1. Maintain or circulate the attendance book, any reports and agenda
- 16.3.2.2. Read the minutes, reports and correspondence
- 16.3.2.3. Keep the minutes of the meeting
- 16.3.3. After the meeting:
- 16.3.3.1. Transcribe the minutes as soon as possible,
- 16.3.3.2. Carry out any requirements of minutes including preparation of any correspondence.
- 16.3.3.3. Appraise the President and or Committee of all urgent correspondence or shortcomings.

16.4. Treasurer:

- 16.4.1. Maintain accurate books giving a true and fair view of the financial affairs of "SCA";
- 16.4.2. Be responsible for the care of the funds of "SCA";
- 16.4.3. Receive all and any funds of "SCA" and deposit those funds with the financial institution(s) mandated by "The Board" from time to time;
- 16.4.4. Prepare for and tender to each AGM and General Meeting of "SCA", a financial report in respect of the financial standing of "SCA" and a register of the assets of "SCA", both of which must be as current as is practicable as at the date of each;
- 16.4.5. Keep all financial records, invoices and statements for a period of seven (7) calendar years after the end of each financial year and make them available for inspection as and when required to do so.

16.5. Board Members:

- 16.5.1 Board Members will be comprised of three Individual Financial Members appointed from each Member Body (see Rule 5.2).
The appointed Board Members will be responsible for
- 16.5.2. Assisting the Executive in making decisions to ensure the smooth running of "SCA".
- 16.5.3. Assist from time to time in the preparation of special functions/events,
- 16.5.4. And other basic varied duties associated with "SCA" deemed necessary.
- 16.5.5 Represent the Interests of "SCA" at these meetings.

16.6. Board & Executive Members (both volunteers and professionals) must:

- 16.6.1. Aim to provide and promote an environment free from abuse, discrimination and harassment in relation to employment, functions, events, competitions, membership eligibility and provision of goods and services;
- 16.6.2. Distribute and implement this By-Law and promote the use of the disciplinary procedure;
- 16.6.3. Take all reasonable steps to prevent abuse, discrimination and harassment and ensure that this position is widely known through all levels
- 16.6.4. Identify and implement appropriate procedures to handle abuse, discrimination, harassment and other complaints
- 16.6.5. Respond to complaints in an impartial, fair and timely manner;
- 16.6.6. Provide all people with an equal opportunity to participate;
- 16.6.7 Ensure that it is made clear that abuse of any form is unacceptable and will result in disciplinary action

17. BY-LAWS

- 17.1. "The Board" shall have power to make, amend or repeal By-Laws or Standing Orders that are not consistent with these Rules, that may from time to time be deemed necessary in respect of the establishment, area, and general conduct of "SCA" and its Member Bodies. Any by-law may be set aside by a General Meeting of Members.

18. ALTERATION OF RULES

- 18.1. Subject to the South Australian Associations Incorporation Regulations 2008, these Rules may be amended repealed or added to by a Special Resolution carried at any General Meeting
- 18.2. However an amendment, repeal or addition is valid only if, the Chief Executive registers it.

19. COMMON SEAL

- 19.1. The Board shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a Member of the Board and shall be countersigned by the Secretary or by a second Member of the Board or by some other person appointed by the Board for the purpose

20. FUNDS AND ACCOUNTS

- 20.1. The funds of "SCA" shall be banked in the name of "SCA" in such bank as the "The Board" may from time to time direct.
- 20.2. Proper books and accounts shall be kept and maintained either in written, printed or electronic form in the English language showing correctly the financial affairs of "SCA"
- 20.3. All moneys shall be banked as soon as practicable after receipt thereof.
- 20.4. All amounts of twenty dollars or over shall be paid by signed cheque or by internet banking, by any two of the President, Secretary, Treasurer or other person authorised from time to time by "The Board"
- 20.5. Any payment via Internet Banking must be verified by 2 persons from "The Board" either by Email or through the Banking connection.
- 20.6. Cheques shall be crossed "not negotiable" except those in payment of wages, allowance or petty cash recoupment's which may be open.
- 20.7. "The Board" shall determine the amount of petty cash, which shall be kept, on the impress system.
- 20.8. All expenditure shall be approved or ratified at a meeting of "The Board" or at other times by "SCA" Executive.

- 20.8. As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of –
- 20.9.1. The income and expenditure for the financial year just ended; and
- 20.9.2. Outline all assets, liabilities, mortgages, charges and securities affecting the property of "SCA" at the close of that year.
- 20.10 All such statements shall be examined by the Auditor who shall present his report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- 20.11. The funds, property and assets of "SCA" shall be used only for the benefit of "SCA" and its Member Bodies. No portion of the funds, property or assets shall be paid or transferred either directly or indirectly by way of profit to the "SCA" Board Members or Member Bodies of "SCA". Provided that nothing herein contained shall prevent the payment in good faith to any person or organisation in return for goods received or services rendered.

21. PUBLIC OFFICER

- 21.1. "The Board" shall appoint a Public Officer as required by the Associations Incorporation Act South Australia - 2008
- 21.2. The Public Officer shall be a Financial Member of a Member Body of "SCA", and shall reside in the state of South Australia.

22. PATRON

- 22.1. The "SCA" may appoint a Patron or Patrons as desired.

23. DOCUMENTS

- 23.1. "The Board" shall provide for the safe custody of books, documents, instruments of title and securities of "SCA".

24. FINANCIAL YEAR

- 24.1. The financial year of the "SCA" shall close on 30th June in each year.

25. DISTRIBUTION OF SURPLUS ASSETS

- 25.1. If the "SCA" and all Member Bodies be wound up in accordance with the provisions of the South Australian Associations Incorporation Regulations 2008, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the "SCA", but shall be given or transferred to some other institutions having objects similar to "SCA", and which shall prohibit 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 "SCA" under or by virtue of rule 20.11, such institution or institutions to be determined by the members of "SCA". or; Should "SCA" itself become defunct, its funds, property and assets shall, after deductions to meet any outstanding debts and any costs incurred in dissolution, be divided amongst the Member Bodies of the "SCA" in existence at that time. The share of the residue to be paid to each Member Body shall be in the proportion of the monies received by the "SCA" from each Member Body in payment of financial obligations imposed by "SCA" over the previous three calendar years compared to the total monies received from these same Member Bodies over the same period in respect to the same financial obligations.