***ASSOCIATIONS INCORPORATION ACT 1985***

**Adelaide University eSports Constitution**

# NAME

The name of the Association shall be the “Adelaide University eSports Incorporated”, referred to herein as ‘the Club’.

# DEFINITIONS

In this Constitution, unless the contrary intention appears:

**the Act** means the *Associations Incorporation Act 1985*

**Annual General Meeting** means a meeting held once a year and of the kind described in clause 17

**Appointed Committee Member** means a committee member appointed under clause 12.1

**AU Sports** means Adelaide University Sport Inc

**Constitution** means this constitution of the Club

**Committee** means the committee of management of the Club

**Committee Member** means a member of the Committee and includes elected and appointed Committee Members and any person acting in that capacity appointed in accordance with this Constitution

**Council** means the Adelaide University Sport Council

**Elected Committee Member** means a committee member appointed under clause 11

**General meeting** means a general meeting of members of the Club convened in accordance with these rules

**Member** means a member of the Club

**Month** shall mean a calendar month

**Ordinary Resolution** means:

1. at a meeting of Members, a resolution passed by a majority of Members present, entitled to vote and voting
2. at a meeting of the Committee, a resolution passed by a majority of those present, entitled to vote and voting

the **Regulations** means *Associations Incorporation Regulations 2008*

**Special General Meeting** means a general meeting of Members convened in accordance with clause 17

**Special Resolution** means a special resolution defined in the *Act*

**Sport** means the collective sport of eSports

**SSO** means the Australian eSports Association (AESA)

**University** means the University of Adelaide

**2.2 Interpretation**

In this Constitution:

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

**2.3 Resolutions**

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

**2.4 The Act**

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

# MISSION

The mission of the Club shall be:

* To provide social and sporting amenities and facilities for the members of the Club
* To manage the affairs of the Club in accordance with all relevant Local, State and Federal laws.
* To enter teams of Members in competitions within the Sport
* To maintain and enhance the reputation of the University, AU Sport, the Sport and the standards of play and behaviours of Members
* To maintain and improve the sporting facilities for the recreation and enjoyment of sporting and recreational clubs, and the local community
* To manage all relevant facilities within the University
* To foster a link between the local community and the sporting codes where both may get maximum use out of this facility in a harmonious environment
* To develop a working relationship and affiliate with AU Sport and its representatives
* To organise or assist in the organisation of social or community events that are held within the facilities
* Use and protect the Intellectual Property appropriately
* To carry out our mission in a non-profit environment where all profits generated are returned to these facilities for the benefit of the member organisations.

# POWERS OF THE CLUB

The Club shall have all the powers conferred by section 25 of the *Act* to further the objects of the Club. Additionally, the powers of the Club will be in line with the following AU Sport, Council and University policies:

1. The Club colours and branding must align with AU Sport branding guidelines
2. The Club’s use of the terms ‘University’, ‘AU Sport’, ‘University of Adelaide’ must be approved by AU Sport and the University

# MEMBERSHIP

**5.1 Categories of Members**

The Members of the Club are limited to members of AU Sport and consist of:

1. Life Members; and
2. Ordinary Members.
   1. AU Student Members
   2. Non-AU Student Members
      1. AU Sport University Members
      2. AU Sport Associate Members

**5.2 Admission of Members**

1. A candidate for membership must apply to the Committee in writing.
2. The application must:
   1. be in a form approved by the Committee;
   2. contain full particulars of the name and address and contact details of the applicant; and
   3. contain any other information prescribed by Regulation for an application for membership.

**5.3 Discretion to accept or reject application**

1. The Committee Members may accept or reject any application, whether the applicant has complied with the requirements in clause 5.2 or not
2. Membership begins on the later to occur of;
   1. acceptance of the application by the Committee Members; or
   2. payment of any fees payable by the new Member.

**5.4 Life Members**

1. Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Sport in South Australia.
2. Any Member may recommend a person for Life Membership by notice in writing to the Committee. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
3. A person may be appointed a Life Member only by Special Resolution put to an Annual General Meeting by the Committee.
4. A Life Member has all the rights of an Ordinary Member.
5. A Life Member cannot be required to pay fees or subscriptions (other than fees that are required to be paid to play in a team representing the Club or AU Sport membership fees).

**5.5 Obligations of Members**

Each Member must:

1. treat all staff, contractors, the community and representatives of the Club, AU Sport and the University with respect and courtesy at all times;
2. maintain and enhance the standards, quality and reputation of both the Club, the Sport, the University and the AESA; and
3. not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club, AU Sport, AESA or the Sport.
4. Be a financial member of both the Club and AU Sport

**5.6 Register of Members**

1. The Club must keep and maintain a register of Members in accordance with the Act.
2. In addition to the information required by the Act, the Register may contain such other information as the Committee considers appropriate.
3. Members must provide the Club with the details required by the Club to keep the register complete and up to date.
4. A register of members must be provided to AU Sport

**5.7 Effect of Membership**

1. This Constitution constitutes a contract between each of the Members, the Club and AU Sport, and each Member is bound by this Constitution and the Regulations.
2. Each Member is also bound by the rules and regulations governing competitions and affiliated organisation in which the Member participates or are members of.
3. Each Member authorises the Club to apply on the Member's behalf for the Member to be admitted to membership of the AESA.

# CESSATION OF MEMBERSHIP

**6.1 General**

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

1. the Member dies;
2. the Member is dissolved, wound up or bankrupted;
3. the Member resigns from membership in accordance with clause 6.2; or
4. the Member is expelled from the Club under clause 6.3.
5. the Member does not maintain financial membership with both AU Sport and the Club.

**6.2 Notice of Resignation**

A Member may resign from membership of the Club on one month's notice in writing to the Club. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Club.

* 1. **Expulsion for breach**

1. Subject to clause 6.3(c), but despite anything contained in any Regulation made under clause 7(a), the Committee may expel a Member from membership of the Club if, in the opinion of the Committee, the Member has materially breached any of their obligations under this Constitution or the Regulations.
2. The Committee may, in its discretion and in consultation with AU Sport, convene a judiciary committee under clause 7(c) to hear and determine an allegation that a Member has materially breached one or more of their obligations under this Constitution or the Regulations and to make recommendations to the Committee about the appropriate consequences of its findings. The Committee may rely on the findings and recommendations of the judiciary committee.
3. A member may not be expelled under clause 6.3(a) unless the Member has been afforded natural justice.

**6.4 Return of Property**

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

**6.5 Membership may be Reinstated**

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

**6.6 Refund of Membership Fees**

Membership fees or subscriptions paid by the former Member may, at the Committee's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

# DISCIPLINE

**7.1 Regulations regarding Disputes**

The Committee, in consultation with AU Sport, may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Regulations against Members or Participants.

**7.2 Powers of Dispute Regulations**

A Regulation made under clause 7(a) may:

1. provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 7.1;
2. prescribe penalties for breaches of this Constitution or the Regulations;
3. invest a judiciary committee or tribunal with power to impose penalties;
4. and otherwise prescribe the procedures for dealing with cases falling under clause 7.1.

**7.3 Additional Powers of the Committee**

Despite any Regulation made under clause 7.1, the Committee may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so. All proceedings relating to cases falling under clause 7.1 must be conducted according to the rules of natural justice.

# SUBSCRIPTIONS AND FEES

**8.1 Committee Tasks**

The Committee will:

1. fix annual membership subscriptions;
2. fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club; and
3. determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.
4. communicate to its’ members the membership requirements of AU Sport as well as the club’s

**8.2 New Member Duties**

On admission to membership, a new Member must pay the current full year’s subscription unless the Committee agrees to accept payment in instalments including the AU Sport Membership fee.

**8.3 Fee Waiving**

The Committee may waive all or part of the Club’s Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members if the Committee is satisfied that there are special reasons to do so. AU Sport Membership cannot be waived.

# POWERS OF THE COMMITTEE

* 1. **General powers of Committee**

1. Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Committee which may exercise the powers of the Club for that purpose.
2. The Committee must perform its functions in the pursuit of the Objects and in the interests of the Club and AU Sport as a whole.

**9.2 Limitation**

The Committee may not cause the Club to disaffiliate from AU Sport without an Ordinary Resolution of the Members in General Meeting. If it chooses to do so, the club will have to remove all reference to AU Sport and the University.

The Committee may not cause the Club to disaffiliate from the AESA without an Ordinary Resolution of the Members in General Meeting.

# COMPOSITION OF THE COMMITTEE

**10.1 Composition of the Committee**

Management of the Club shall be by that of an Executive Committee and a General Committee. The committees shall also be responsible for management of Club facilities.

The Executive Committee will comprise of the following elected offices:

1. President
2. Vice-President
3. Secretary
4. Treasury

The General Committee will comprise:

1. up to seven (7) Elected Committee Members elected under clause 11, at a minimum at least two (2) should be current University of Adelaide Students, consisting of the following:
   1. Marketing Officer
   2. Membership Coordinator
   3. Two (2) Events Coordinators
   4. Three (3) General Committee Members
2. up to two (2) Appointed Committee Members appointed under clause 12.

Descriptions of the responsibilities and duties of the various offices are outlined under Appendix A.

**10.2 Portfolios**

The Committee may allocate portfolios to any Committee Member, regardless of office held.

**10.3 Public Officer**

The Committee shall appoint a Public Officer who is responsible for the filing of public and business documents as set out by law. This position may be held in conjunction with another office. Once appointed this person shall notify the Consumer and Business Services of such an appointment.

# ELECTED COMMITTEE MEMBERS

**11.1 Nominations**

The Committee must call for nominations for Elected Committee Member at least thirty (30) days prior to the Annual General Meeting.

The Committee may, when it calls for nominations, indicate which portfolios on the Committee it wishes to fill, the job descriptions for those portfolios and the qualifications or experience it considers desirable for those portfolios.

**11.2 Form of Nomination**

Nominations must:

1. be in the prescribed form (if any) provided for that purpose; and
2. be signed by the nominee; and
3. be delivered to the Club not less than fourteen (14) days before the date fixed for the Annual General Meeting.

**11.3 Elections**

1. If the number of nominations received for the Committee does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
2. If there are insufficient nominations received to fill all vacancies on the Committee, nominations for the remaining Elected Committee Member positions may be made from the floor of the Annual General Meeting. If the number of nominations received from the floor Committee does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.
3. If at any stage the number of nominations for the Committee exceeds the number of vacancies then to be filled, an election must be conducted at the Annual General Meeting.
4. Elections must be conducted by secret ballot or in such manner and by such method as may be determined by the Committee from time to time or if the Committee has not made a determination, by the method determined by the chairperson of the Annual General Meeting.
5. If at the close of the Annual General Meeting, vacancies on the Committee remain unfilled, the vacant positions will be casual vacancies under clause 12.1.

**11.4 Term of Appointment for Elected Committee Members**

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

# VACANCIES ON THE COMMITTEE

**12.1 Casual Vacancies**

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

**12.2 Grounds for Termination of Committee Member**

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

1. dies;
2. becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
3. suffers from mental or physical incapacity;
4. is disqualified from office under section 30 of the Act;
5. resigns their office by notice in writing to the Club;
6. is absent without the consent of the Committee from meetings of the Committee held during a period of six (6) months;
7. holds any office of employment with the Club;
8. is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest;
9. in the case of an Appointed Committee Member, is removed from office by the Elected Committee Members;
10. is removed by the Members in General Meeting;
11. is asked to step down by AU Sport based on breach of AU Sport code of conduct or for poor leadership or
12. would otherwise be prohibited from being a director of a corporation under the Corporations Act 2001 (Cth).

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

**12.3 Committee May Act**

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

# MEETINGS OF THE COMMITTEE

**13.1 Committee to Meet**

1. The Committee must meet 4 times in every calendar year for the dispatch of business (and must meet at least as often as is required under the Act). Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
2. Any Committee Member may, at any time convene a meeting of the Committee at a minimum of 7 days’ notice to the other Committee Members.

**13.2 Attendance by Telephone**

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

**13.3 Decisions of Committee**

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

**13.4 Resolutions not in Meeting**

1. Subject to clause 13.4(d), the Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution is passed when the last Committee Member signs.
2. For the purposes of clause 13.4(a), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.
3. Any document referred to in this clause may be in the form of a facsimile or electronic transmission.
4. A resolution may not be passed under clause 13.4(a) if, before it is circulated for voting under clause 13.4(a), the Committee resolves that it can only be put at a meeting of the Committee.
5. A resolution passed under this clause must be recorded in the minute book.

**13.5 Quorum**

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

1. if the number of Committee Members then in office is an even number, half of the number of Committee Members plus one; or
2. if the number of Committee Members then in office is an odd number, half of the number of Committee Members rounded up to the next whole number.

**13.6 Chairperson**

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

**13.7 Committee Members’ Interests**

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

# EXECUTIVE

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

# DELEGATIONS

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

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

# THE SEAL

The association shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the chairperson and the secretary.

# ANNUAL GENERAL MEETING

An Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee. Notice of this meeting must be supplied to all members as under clause 20.

All General Meetings other than the Annual General Meeting will be Special General Meetings.

# SPECIAL GENERAL MEETINGS

**18.1 Special General Meetings may be held**

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

**18.2 Requisition of Special General Meetings**

1. On the requisition in writing of not less than five per cent (5%) of the total number of Members, the Committee must, within one month after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
2. Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisitions.
3. If the Committee does not cause a Special General Meeting to be held within one month after the receipt of the requisition, and after consultation with AU Sport, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
4. A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.
5. Minutes of AGM must be sent to AU Sport within two (2) weeks of the meeting.

# ATTENDANCE AND VOTING AT GENERAL MEETINGS

**19.1 Member Entitlement**

Each Member is entitled to attend and vote at General Meetings.

**19.2 Other Entitlement**

Each of the Committee Members, AU Sport staff member and the auditor (if any) is entitled to attend General Meetings, but not to vote unless they are also a Member.

# NOTICE OF GENERAL MEETING

**20.1 Required Notice**

Notice of every General Meeting must be given to every Member, AU Sport, the auditor and the Committee Members by the means authorised in clause 32.

**20.2 Details of Notice**

A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.

At least twenty-one (21) days’ notice of a General Meeting must be given to those Members entitled to receive notice, together with:

1. the agenda for the meeting;
2. any notice of motion received from Members entitled to vote.

# BUSINESS

**21.1 Ordinary Business**

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

**21.2 Special Business**

All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in clause 21.1 is special business.

# PROCEEDINGS AT GENERAL MEETINGS

**22.1 Quorum**

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings is 10 Members.

**22.2 President to Preside**

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

1. in relation to any election for which the chairperson of the Committee is a nominee; or
2. where the chairperson of the Committee has a conflict of interest.

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

**22.3 Adjournment of meeting**

1. If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to such other day, time and place as the chairperson determines. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting
   1. if the meeting was convened on the requisition of Members under clause 18.2, the meeting will lapse; and
   2. in any other case, those Members present will constitute a quorum.
2. The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
3. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
4. Except as provided in clause 25, it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

**22.4 Voting Procedure**

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

1. the chairperson; or
2. a simple majority of Members present at the meeting.

**22.5 Recording of Determinations**

A declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

# VOTING AT GENERAL MEETINGS

**23.1 Members entitled to vote**

Each Member is entitled to one (1) vote at General Meetings.

**23.2 Chairperson may not exercise casting vote**

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

# DISPUTE RESOLUTION PROCEDURE

**24.1 Dispute Parties**

The dispute resolution procedure set out in this clause applies to disputes between a Member and:

1. another Member; or
2. the Club.

**24.2 Initial Settlement**

The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.

**24.3 Tribunal Referral**

If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days after the scheduled meeting, refer the dispute to AU Sport Appeals Tribunal for resolution.

**24.4 Additional Procedures**

The Committee may prescribe additional grievance procedures in Regulations consistent with this clause 24.

**24.5 Former Members**

In this clause ‘Member’ includes any former Member who was a Member not more than six months before the dispute occurred.

# RECORDS AND ACCOUNTS

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

# AUDITOR

AU Sport has the power to audit the Club books, accounts and other documents relating to the affairs of the Club and the Club is obligated to hand these documents over when requested.

# APPLICATION OF INCOME

**27.1 Use of Income**

The income and property of the Club must be applied solely towards the promotion of the Objects. Except as prescribed in clause 27.2, elsewhere in this Constitution or the Act, no portion of the income or property of the Club may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.

**27.2 Valid Payments to Members**

Subject to clause 28 and clause 29, payments are allowed in good faith to any Member:

1. in accordance with clauses 3 and 28 where that Member is a not-for-profit entity with a similar purpose to the Club;
2. for any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
3. Committee members cannot receive remuneration for their services as a committee member.
4. for goods supplied to the Club in the ordinary and usual course of operation;
5. for interest on money borrowed from any Member;
6. for rent for premises demised or let by any Member to the Club;
7. for any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club;

**27.3 Amount of Member Payment**

No payment made under clause 27.2 may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm’s length in a similar transaction.

# WINDING UP

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

# DISTRIBUTION OF ASSETS ON WINDING UP

If, upon winding up, dissolution or deregistration of the Club and after satisfaction of all the Club's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must not be paid to or distributed amongst the Members but must be distributed to AU Sport.

# CONSTITUTION

**30.1 Conditions for Alteration**

Subject to clause 30.2(b), this Constitution may be repealed or altered, or a new provision may be added by Special Resolution passed at a duly convened General Meeting and approved by AU Sport.

**30.2 Amendments**

If, in the opinion of the Committee, it is necessary to amend this Constitution:

1. to achieve or maintain affiliation of the Club with AU Sport and/or AESA;
2. to comply with AU Sport and/or AESA constitution and regulations; or
3. to achieve or maintain a particular tax status,

And there is an agreement of at least 80% of the Committee members, the Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose.

# REGULATIONS

**31.1 Committee to Formulate Regulations**

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

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

The Regulations must be consistent with the Constitution, AU Sport and AESA constitution and any regulations made by AU Sport and AESA.

**31.2 Regulations Binding**

All Regulations are binding on the Club and all Members.

**31.3 Publication of Regulations**

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

# NOTICE

**32.1 Means of Notice**

Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member’s last known place of business or by, email or other electronic means or by its insertion on the Club’s website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to its members.

**32.2 Club Notices**

Any notice required or authorised by this Constitution to be given to the Club may be served by delivering it personally to the Club at its registered office, by sending it through the post in a prepaid envelope addressed to the Club at the registered office or via email to the club’s AU Sport email address (esports@theblacks.com.au).

**32.3 Time to be Received**

A notice served by post will be taken to have been received by the recipient on the third working day after it was posted.

A notice served by email or other electronic means will be taken to have been received by the Member six hours after it was sent.

# PATRONS AND VICE PATRONS

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

# INDEMNITY

**34.1 Liability Indemnity**

Every Committee Member and employee of the Club is entitled to be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.

**34.2 Acting Within Scope of Club**

The Club must indemnify its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or become liable to any third party in consequence of any act or omission:

1. in the case of a Committee Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Club; and
2. in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Club.

# TRANSITIONAL PROVISIONS

**35.1 Continuing Membership**

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

**35.2 Committee Members**

For the purpose of determining when the term ends for each Committee Member in office on the day on which this Constitution is adopted, time served in the Committee Member's current term will be counted as if this Constitution had been in place at the commencement of that term.

**35.3 Regulations Deemed Applicable**

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

# Appendix A

**Role of Office Bearers**

**President**

The President shall:

* Chair Committee meetings ensuring that they are run efficiently and effectively
* Act as a signatory for the Club in all legal purposes and financial purposes
* Regularly focus the Committee’s attention on matters of Club governance that relate to its own structure, role and relationship to any paid employees
* Periodically consult with Committee members on their role, to see how they are going and help them to optimize their contribution
* Work with the Committee to ensure:
* The necessary skills are represented on the Committee and that a succession plan is in place to help find new Committee members when required
* Goals and relevant strategic and business plans are developed in order to achieve the goals of the Club.
* Manage any formal or informal complaints made to the committee about members or the club
* Serve as a spokesperson for the Club when required
* Communicate regularly and systematically with the key stakeholders including members, AU Sport and others

**Vice President**

The Vice President shall:

* In the event of the President being unable to fulfill his/her duties to step into that role
* In the absence of the President, chair Committee meetings ensuring that they are run efficiently and effectively
* Be an alternate signatory for the Club for legal purposes and financial purposes
* Assist the President in deciding which matters are dealt with by the Executive, the full Committee and delegated to Committees
* Coordinate Club planning to ensure appropriate plans are developed, presented to and reviewed by the Committee, and enacted as required
* Represent the Club at meetings and forums as agreed with by the President
* Is a key contact for AU Sport staff and ensures that the club is operating in line with AU Sport policies and programs

**Secretary**

* The Secretary shall ensure that notice of the meetings is given in accordance with the provisions of this Constitution.
* The Secretary shall ensure that records are kept of the Club including the Constitution and policies, a Register of Minutes of Committee Meetings and Annual General Meetings and a file of all incoming and outgoing correspondence and notices. The Secretary shall produce all documents relevant to the position to the Committee Meeting when so ordered by the Committee.
* In the absence of the Secretary, or at the request of the Secretary or of the majority of the meeting, another member shall be elected as Minutes Secretary for that meeting.

**Treasurer**

* The Treasurer shall be responsible for monies received to be deposited into an account authorised by and in the name of the Club. Payments shall be as petty cash or by cheque and the latter signed by two (2) of the appointed signatories of the account. Major or unusual expenditures shall be authorised in advance at a Committee Meeting. An account not to be exceeded for petty cash transactions is to be set by the Committee
* The Treasurer shall ensure that records are kept of all transactions and financial dealings. Such records shall be available for inspection by any member. Account numbers and details of where accounts are held are to be lodged with the secretary for inclusion in the minutes.
* The Treasurer shall be responsible for the preparation of financial budgets and statements and shall submit a report on the finances to each Committee Meeting. An Annual report is also to be submitted at the first Committee Meeting of a new financial year detailing events of the previous year. In the absence of the treasurer at a Committee Meeting then the reports shall be prepared and handed to the Chairperson to be tabled at the meeting.
* The Treasurer shall be responsible for having the accounts and financial dealings of the Club annually and have the report ready for tabling at the Annual General Meeting.

Constitution Version Control

DATE CLAUSES AMENDED DESCRIPTION OF CHANGE GENERAL MEETING DATE

24/09/2020 Entire Constitution Constitution Accepted 24/09/2020

16/09/2021 11 c), d), e) Amendment of 11 c) to be only 16/09/2021

a term of 1 year. Removal of now

superfluous clauses 11 d) & e).

Entire Constitution Minor grammatical and spelling

corrections