

CHERRY  
GARDENS  
IRONBANK  
RECREATION  
GROUND  
INCORPORATED

CONSTITUTION  
AND RULES

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## 1. Name

The name of the incorporated association is Cherry Gardens Ironbank Recreation Ground Incorporated, referred to herein as 'the Association'.

## 2. Definitions

'AGM' means the Annual General Meeting of the Association.

'clubs' mean :

- The Tennis Club
- The Football Club
- The Netball Club
- The Cricket Club
- Such other clubs as the Association may from time to time by resolution declare to be clubs affiliated to the Association

'committee' means the committee of management of the Association

'honorary foundation life member' means all the persons who contributed money to build the original club room facility

'honorary member' means:

- A player from a visiting sporting team or official who visits the Association for the purpose of playing sport against a club
- Parents or guardians of a member aged under 18 years
- A person from an interstate or overseas sporting club who is visiting the association

'life member means a member upon whom life membership has been conferred by the Association in accordance with the Constitution

'member' means:

- the members from time to time of the clubs
- members of the local community who are not members of the one or more of the clubs who have been accepted by the association as members
- honorary members
- honorary foundation life members
- life members

'the Act' means the Associations Incorporation Act 1985

'special resolution' means a special resolution as defined in the Act

'month' shall mean a calendar month.

### **3. Objects or purposes of the Association**

#### **The objects of the association are:**

- a. To provide for the use of the residents of Cherry Gardens and Ironbank, South Australia a place of recreation and facilities for cultural education and sporting purposes. The Association shall be non profit making.
- b. To provide social amenities and facilities for the members of the Association and provide accommodation for them on such premises as the Association may from time to time occupy.
- c. To promote and foster the various sports and community activities of affiliated bodies for the participation of members.
- d. To conduct activities which the Association or committee thereof may think necessary or desirable for promoting the recreation and convenience of its members.
- e. To promote the interests and welfare of the Cherry Gardens Ironbank Recreation Ground Inc. and the members thereof.
- f. To apply the net operating surplus of the Association after the payment of all costs and expenses and incidental to the proper and efficient management and development thereof to purposes benefit the Association.
- g. To hire and employ clerks, managers, servants and workers and to pay to them and to other persons in return for services rendered to the Association, salaries, wages, gratuities and pensions.
- h. To support and subscribe to any charitable sporting body or public body.
- i. To promote unity and good fellowship amongst the members of the Association and other Clubs.
- j. To receive gifts and donations.
- k. To supply, promote and foster to the community, any sport or recreational activities that are not provided by or in conflict with the clubs or their affiliated bodies.

#### **4. Powers of the Association**

The Association shall have all the powers conferred by section 25 of the Act.

#### **5. Membership**

##### ***5.1 Membership application***

Members of the clubs will by virtue of their club membership automatically become members of the Association and their membership will continue until such time as they cease to be members of their clubs.

Members of the local community may apply to become members of the Association by completing and signing a membership application form in which they agree to be bound by the Constitution and Rules of the Association and by providing the details required to be recorded in the members register of the Association. The committee shall determine in its discretion whether or not to approve such applications for membership.

Honorary members will be members of the Association during the period that they are present at the premises of the Association, provided that, in the case of members of an interstate or overseas sporting club the period of honorary membership must not exceed one calendar month

Honorary Foundation Life members will by virtue of their monetary contribution to the building of the original clubroom facility be members of the Association for life

Life membership may be conferred on a member (other than an honorary member) in the following circumstances:-

- The completion of a minimum of 10 years membership of the Association
- The rendering of outstanding service to the Association
- Upon nomination by the Committee and the election of the members present at a general meeting of the Association,

In any one year no more than 3 members will be eligible to be made life members.

##### **5.2 Association Subscriptions and Club Affiliation Fees**

###### ***Associations Subscriptions***

The following members are not required to pay subscriptions:-

- Members of clubs who have become members of the Association by virtue of their club membership
- Honorary members

- Honorary foundation life members
- Life members

Members of the local community who have applied and become members of the Association shall be liable to pay an annual subscription.

The amount of the annual subscription payable to the Association shall be fixed at each Annual General Meeting for the ensuing period of twelve months.,

All subscription fees will fall due as soon as notice is given.

Any member not having paid their subscription within 30 days of falling due shall by order of the Committee be deprived of their privileges as a member until such time their subscription shall be fully paid. Any member not having paid their subscription within 90 days of falling due shall be struck off the list of members and thereupon shall cease to be a member PROVIDED HOWEVER that before the adoption of this course the Secretary, under instructions from the Committee, shall give each of the offending members notice in writing of the intention of the Committee to deal with their case. The said notice shall be posted by the Secretary at least fourteen days prior to the Committee Meeting. The Committee may at any time reinstate such a person's membership on such terms as it thinks fit.

### ***Club Affiliation Fees***

The amount for the annual affiliation fees payable to the Association from the Clubs shall be fixed at each Annual General Meeting for the ensuing period of twelve months for all the Clubs.

Affiliation fees are payable by all sporting Clubs for their members to be to be members of the Association.

These fees will be collected by the Clubs from its members and be due for payment to the Association on the last day of play of the relevant sport each season.

Payment of Association Subscriptions and Club Affiliation fees shall be deemed to constitute an acceptance of this Constitution and Rules whether or not the Member was present at the meeting at which they were adopted, and of all rules, regulations and by-laws made by the Committee, any breach of same will render the Member liable to any disciplinary action decided by the Committee.

### ***5.3 Resignations***

A member may resign from membership of the Association by giving written notice to the secretary of the association. Any resigning member shall be liable

for any outstanding subscriptions which may be recovered as a debt due to the Association.

A member who is a member of the Association by virtue of their membership of a club will cease to be a member of the Association upon the cessation of their membership of the club

#### ***5.4 Expulsion of a member***

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association.
- b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d. It shall be open to a member to appeal the expulsion to the Association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Association in writing within 14 days after the determination of the committee has been communicated to the member.
- e. In the event of an appeal under 5.4d above, the appellant's membership of the association shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the Association in general meeting after the appellant has been heard by the members of the Association, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

#### ***5.5 Register of members***

A register of members must be kept and containing the name, address and contact details of each member. In addition it will also record the date on which each member was admitted to the Association and if applicable, the date of and reason(s) for termination of membership.

The Clubs will be responsible for providing the Secretary with members' names, addresses and contact details for their members annually, so as to ensure the register is kept up to date.

Members shall from time to time communicate their contact information (residential address and contact details) to the Secretary and all notices emailed to them at their last known email address shall be considered as duly received.

## **6. The committee**

### ***6.1 Powers and duties***

- a. The affairs of the Association shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association and are not by the Act or by these rules required to be done by the Association in general meeting.
- b. The committee has the management and control of the funds and other property of the Association.
- c. The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- d. The committee shall appoint a public officer as required by the Act.
- e. The Committee may from time to time make, alter and repeal by-laws regulating the various functions of business and internal management of the Association. Such by-laws shall, provided they are not inconsistent with the rules of the Association for the time being, be binding on all members and be construed as part of the rules of the Association until they are rescinded or varied by the Association in a general meeting.

### ***6.2 Appointment***

- a. The committee shall be comprised of a President (chairperson), Vice President, Secretary, Treasurer, Bar Manager, a representative from each of the sporting clubs and at least one but not more than three representatives of the local community.
- b. All positions on the committee shall be filled by way of elections to be conducted at annual general meetings of the Association.
- c. The elections shall be decided by a simple majority of members present at the annual general meeting.
- d. All positions on the committee shall be for a term of two years, except that at the 2012 annual general meeting the positions of President and

Secretary shall be for a term of one year only. Thereafter the positions of President and Secretary shall be for a term of two years.

- e. Except as expressly provided hereunder, no person shall be eligible to stand for election unless they have been nominated in writing for election at least 28 days before the Annual General Meeting such nomination being delivered to the Secretary of the Association. The nomination shall be signed by both the proposer and nominee. In the case of nominations for the positions of representatives of the sporting clubs the nomination must also have been approved in writing by the committee of the sporting club for the nominee to be eligible for election. Notwithstanding the foregoing:-
  - (i) a retiring committee member shall be eligible to stand for re-election without nomination.
  - (ii) any person attending at the annual general meeting may be nominated for election to a position on the committee (other than a position as a representative of a sporting club.)
- f. The committee may appoint a person to fill a casual vacancy for the balance of the term of the position that has fallen vacant . Any person filling such vacancy shall be eligible for re-election to the committee without nomination at the end of such term.

### ***6.3 Proceedings of Committee Meetings***

- a. The committee shall meet together for the dispatch of business at least bi-monthly.
- b. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the committee shall be one half of the members of the committee.
- d. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.

### ***6.4 Disqualification of committee members***

The office of a committee member shall become vacant if a committee member is:

- a. disqualified from being a committee member by the Act
- b. expelled as a member under these rules;
- c. permanently incapacitated by ill health; or
- d. absent without apology from more than four meetings in a financial year

#### **7. Duties of Treasurer**

- a. Receive the contributions of members and all other monies due to the Association.
- b. Keep a correct account of income and expenditure.
- c. Pay all monies received into a Bank account in the name of the Association.
- d. Keep correct account books showing the financial affairs of the Association and the particulars usually shown in books of account of a like nature, shall submit a monthly summary of the financial affairs of the Association to the Committee and a full statement thereof to the AGM.
- e. A copy of the Annual Financial Report shall be presented to each member at the AGM, such statement having been examined and certified correct by the Auditor of the Association.
- f. All payments made by or on account of the Association shall be by order of the Committee by cheques signed by any two (2) of the Office Bearers or such person as is nominated by the Committee for that purpose.

#### **8. 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 signed by any two of the President, Vice President, Secretary or Treasurer.

## **9. General meetings**

### **9.1 Annual general meetings**

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The order of the business at the meeting shall be:
  - (i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
  - (ii) the consideration of the accounts and reports of the committee and
  - (iii) the auditor's report (if auditor's report is required)
  - (iv) the election of Committee members
  - (v) the appointment of auditors (if required - see rule 11.5)
  - (vi) any other business requiring consideration by the Association at an AGM.

### **9.2 Special general meeting**

- a. The committee may call a special general meeting of the Association at any time.
- b. Upon a requisition in writing of not less 40 members of the Association, the committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- c. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- d. If a special general meeting is not convened within one month, as required by 9.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists 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 shall be borne by the Association.

### **9.3 Notice of general meetings**

- a. Subject to 9.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it to the email address appearing in the register of members.

#### ***9.4 Proceedings at general meetings***

- a. Ten members present personally shall constitute a quorum for the transaction of business at any general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. Subject to 9.4d, the chairperson shall preside as chairperson at a general meeting of the Association.
- d. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the vice president will automatically preside over the meeting. If he or she could or would not then the members may choose one of their own number to be the chairperson of that meeting.

#### ***9.5 Voting at general meetings***

- a. Subject to these rules, every member of the Association, other than an honorary member or a member aged less than 18 years, is entitled to vote at a meeting of the Association.
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person, at that meeting.
- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

### **9.6 Poll at general meetings**

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

### **9.7 Special and ordinary resolutions**

- a. A special resolution as defined in the Act
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

## **10. Minutes**

- a. Proper minutes of all proceedings of general meetings of the Association and of meetings of the committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the Association or the members of the committee (as relevant) at a subsequent meeting.
- c. The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **11. Dispute resolution**

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between
  - (i) a member and another member
  - (ii) a member and the Association

- b. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- d. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.

## **12. Financial reporting**

### ***12.1 Financial year***

The financial year of the Association shall end on the 31<sup>st</sup> day of December in each year, to which day the accounts of the Association shall be balanced.

### ***12.2 Accounts to be kept***

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

### ***12.3 Accounts and reports to be laid before members***

The accounts, together with the auditor's report on the accounts, the committee's statement and the committee's report, shall be laid before members at the AGM.

### ***12.4 Appointment of auditor***

- a. At each AGM, the members shall appoint a person to be auditor of the Association.
- b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c. If an appointment is not made at an AGM, the Committee shall appoint an auditor for the current financial year.

### **13. Prohibition against securing profits for members**

The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

### **14. Winding up**

The Association may be wound up in the manner provided for in the Act.

### **15. Application of surplus assets**

- a. If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to the local council and/or any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

### **16. Constitution and Rules**

The Constitution and Rules may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement by substitute rules. These alterations can only be done at an AGM or Special General Meeting.

Any proposed alteration or addition to this Constitution and Rules shall be carried by at least a two-thirds majority of those present at the meeting that are entitled to vote.

No motion for an alteration or addition to this Constitution and Rules shall be submitted to a vote of the Association unless notice thereof, together with the proposed alteration or addition, shall have been handed to the Association Secretary and be signed by the Proposer and Seconder at least 14 days prior to the date of the meeting at which the alteration or addition proposed to be made.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the Association and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.