



South Australian Sports Federation Incorporated

## **Constitution**

**South Australian Sports Federation Incorporated**

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## 1. Name

The name of the association shall be the South Australian Sports Federation Incorporated, marketed under the name Sport SA.

## 2. Definitions and Interpretation

2.1 In this Constitution, unless the contrary intention appears:

**‘Act’** means the *Associations Incorporation Act 1985* (SA), as amended from time to time.

**‘Annual General Meeting’** means a general meeting of Members convened in accordance with clause 7.1.

**‘Board’** means the body consisting of the Directors and constituting the committee for the purposes of the Act.

**‘Chief Executive Officer’** means a person appointed by the Board of Directors as an employee of the Federation and is responsible for the general administration and financial management of the Federation, as informed by their allocated KPIs and with the strategic and organisational policies, plans and processes of the Federation.

**‘Constitution’** means this Constitution of the Association.

**‘Delegate’** means, in respect of a Member, the person for the time being appointed as the Member’s delegate under clause 7.4.2.

**‘Federation’** means the South Australian Sports Federation Incorporated, marketed under the name Sport SA.

**‘Director’** means a member of the Board and includes Elected and appointed Directors and any person acting in that capacity from time to time appointed in accordance with this Constitution.

**‘Elected Director’** means a Director appointed under clause 8.2.

**‘General Meeting’**, as referred to in clause 7.3, means both an Annual General Meeting and a Special General Meeting.

**‘Intellectual Property’** means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Federation or any activity of or conducted, promoted or administered by the Federation in South Australia.

**‘Member’** means a member for the time being of the Federation and all organisations admitted to membership of the Federation under clause 5 of this Constitution.

**‘Objects’** means the objects of the Federation stipulated in clause 3.

**‘Ordinary Resolution’** means: at a meeting of Members, a resolution passed at an Annual General Meeting or Special General Meeting by a majority of Members present, entitled to vote and voting; or at a meeting of the Board or a committee of the Board, a resolution passed by a majority of those present, entitled to vote and voting.

**‘Regulation’** means a regulation, rule, by-law or policy made by the Board under this Constitution.

**‘Significant’** means, in the context of describing a sporting organisation, a body which is incorporated or registered.

**‘Special General Meeting’** means a general meeting of Members convened in accordance with clause 7.2.

**‘Special Resolution’** means a resolution passed at an Annual General Meeting or Special General Meeting of the Members if: (a) at least 21 days’ written notice specifying the intention to propose the resolution as a special resolution has been provided to all Members; and (b) the resolution is passed at a duly convened meeting of the Members present, entitled to vote and voting.

## 2.2 In this Constitution:

2.2.1 A reference to a function includes a reference to a power, authority and duty.

2.2.2 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.

2.2.3 Words importing the singular include the plural and vice versa.

2.2.4 Words importing any gender include the other genders.

2.2.5 ‘Persons’ include corporations and bodies politic.

2.2.6 References to a ‘person’ include the legal personal representatives, successors and permitted assigns of that person.

2.2.7 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).

2.2.8 Unless the contrary intention appears, a requirement that something is in writing (including any requirement for signature) will be met if it is produced by electronic, photographic, lithographic or other means by which it can be readily 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 Board or a sub-committee of the Board, 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

2.4.1 Words and phrases which are defined in the Act and which are not specifically defined in any other clause within this Constitution have the same meanings in this Constitution as they do in the Act.

2.4.2 Model rules under the Act are expressly displaced by this Constitution.

## 3. Objects of the Federation

Without usurping the the autonomy of its Members, the objects of the Federation shall be to:

- 3.1 Encourage the development of all aspects of South Australian sport at all levels.
- 3.2 Provide a forum for the exchange of information and ideas that will benefit the further development of sport in South Australia.
- 3.3 Establish and implement policies that will promote this development.
- 3.4 Represent the interests of South Australian sport to Government and non-Government bodies.
- 3.5 Provide a range of support services for its members and the broader sporting community to assist in the administration, promotion and development of their own sports.
- 3.6 Improve the knowledge and information base about sport within the member-base and the broader sporting community.
- 3.7 Establish and maintain effective communication links within sport.
- 3.8 Support the efforts of State Sporting Organisations in improving standards and recognition of sports administrators, athletes and coaches.

## 4. Powers of the Federation

For the purposes of effecting its Objects, the Federation shall, as deemed necessary:

- 4.1 Purchase, take on lease, or in exchange, hire or otherwise, acquire any lands, buildings, easements or property real and personal, and any rights, privileges for, or in connection with, any of the objects of the Federation.

- 4.2 Lay out, construct, build, erect, alter or maintain the premises belonging to or occupied by the Federation as its headquarters, offices and meeting rooms, and to furnish, fit up, and equip them for the use of the members and non-members of the Federation.
- 4.3 Enter into arrangements with any government or authority that are relevant to the Federation's objectives.
- 4.4 Invest and deal with the money of the Federation not immediately required in such manner as may be permitted by law for the investment of trust funds.
- 4.5 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 the Federation.
- 4.6 Take or hold mortgages, lien and charges to secure payment of the purchase property sold by the Federation or any money due to the Federation from purchasers and others.
- 4.7 Accept any gifts of property whether subject to any special trust or not.
- 4.8 Procure contributions to the funds of the Federation, in the form of donations, annual subscriptions or otherwise, by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient.
- 4.9 Print and publish any (or within any) newspapers, periodicals, books, leaflets, websites or other digital forums, or advertise in the press or on radio, television, the internet or by any other means and in such manner as the Federation may think desirable for the promotion of its objects.
- 4.10 Make donations for patriotic or charitable purposes.
- 4.11 Bestow any award the Federation deems appropriate to recognise meritorious conduct that promotes the objects of the Federation and the interests of sport in South Australia.
- 4.12 Do all other things that are incidental or conducive to attaining the objects and exercising the powers of the Federation.
- 4.13 Employ, pay and dismiss employees and/or consultants.
- 4.14 Conduct commercial activities deemed beneficial to the sporting industry.
- 4.15 Delegate from time to time powers not otherwise specifically authorised by this Constitution to the Board or sub-committees such as the Federation in General Meeting shall deem fit.
- 4.16 Cooperate with organisations within or outside South Australia that have similar objects to the Federation, to further the interests of sport in South Australia.
- 4.17 Maintain links with any national or international organisation having similar objects to those of the Federation.

## **5. Membership**

### **5.1 Categories and eligibility**

The categories for membership of the Federation shall be:

#### **5.1.1 Full membership**

Voting rights. Shall be made available to:

- All State and Peak Sporting Organisations as recognised by the Office for Sport, Recreation and Racing.
- Significant umbrella organisations or sporting or allied industry bodies that are not recognised as a State or Peak Sporting Organisation by the Office for Sport, Recreation and Racing.

#### **5.1.2 Associate A membership**

Voting rights. Shall be made available to significant sporting industry organisations which are not recognised as the state body.

#### **5.1.3 Associate B membership**

No voting rights. Shall be made available to sporting clubs, sporting entities, commercial organisations involved in/associated with sport or the sporting industry, schools, and local government associations.

#### **5.1.4 Individual membership**

No voting rights. Shall be made available to persons involved in sport or having a keen interest in the sporting industry.

#### **5.1.5 Corporate Partner membership**

No voting rights. Shall be made available to commercial entities whose core business is not primarily sport. Corporate membership shall be a tiered membership base.

#### **5.1.6 Life membership**

No voting rights. Shall be awarded to individuals who have made significant and outstanding contributions to Sport SA and the sporting industry.

### **5.2 Admission to membership**

As soon as possible after the receipt of an application for membership, the Chief Executive Officer will consider it having reference to the items in clause 5.1. As soon as possible after an application has been approved or rejected, the Chief Executive Officer will notify the applicant in writing. Commercial entities seeking Corporate Partner membership must first meet with the Federation to determine

an appropriate membership tier.

### 5.3 Register of members

A register of members must be kept by the Federation and contain: (a) the name, address and contact details of each member; (b) the date on which each member was admitted to the Federation; and (c) if applicable, the date and reason(s) for termination of the member's membership.

#### 5.3.1 Inspection of register

Having regard for the Act, confidentiality and privacy principles, an extract of the register, excluding direct contact details of any individuals, will be made available on reasonable request for inspection only by members.

#### 5.3.2 Use of the register

Subject to the Act, confidentiality and privacy laws, any data collection and use policies of the Federation, and any consensual agreements entered into with members concerning the collection and use of data, the register may be used to further the objects of the Federation.

### 5.4 Effect of membership

Members acknowledge and agree: (a) that they will comply with and act in accordance with this Constitution and regulations and any other determination which may be passed by the Board or the Federation in General Meeting; and (b) that they are entitled to all benefits and services of the Federation membership.

### 5.5 Fees

5.5.1 All members, except for life members, shall pay an annual membership fee. Membership fees for the following year shall be determined by the Board of Directors and announced at the Annual General Meeting, failing which the current year's fees shall stand. Membership fees shall be payable within sixty (60) days of the beginning of the financial year. The financial year of the Federation shall commence on 1 July.

5.5.2 All new members, irrespective of category, who join part way through a financial year, shall pay the annual membership fee as determined under clause 5.5.1, on a pro rata basis for the remainder of that financial year. The pro rata calculation shall be:

| <b>Join between:</b> | <b>Pro rate calculation:</b> |
|----------------------|------------------------------|
| July to September    | 100%                         |
| October to December  | 75%                          |
| January to March     | 50%                          |
| April to June        | 25%                          |



## 5.6 Rights of members

All members shall be entitled to attend all Annual and General Meetings of the Federation. Full and Associate A members shall be entitled to one vote at these meetings. All other membership categories do not have voting rights.

## 5.7 Termination of membership

A member shall cease to be a member:

- 5.7.1 If the membership fee of such member remains unpaid at 31<sup>st</sup> August. The membership will subsequently be deemed to have ceased.
- 5.7.2 If such member resigns by notice in writing addressed to the Chief Executive Officer. Where the member is neither an individual member nor a life member, the notice of resignation must be signed by the President and one other officer of the member. Annual fees are non-refundable.
- 5.7.3 The Federation in General Meeting will have the power to expel or suspend any member that wilfully refuses or neglects to comply with provisions of this Constitution or is guilty of any conduct which in the opinion of the Federation is unbecoming of a member or prejudicial to the interests of the Federation.
- 5.7.4 At least 28 days before the General Meeting at which the resolution for a member's expulsion or suspension is moved, the member shall be given notice of such resolution and particulars of allegations against them. If expulsion or suspension is moved, the member shall have at such meeting an opportunity to reply to the allegations made and explain or defend their actions. Any resolution for expulsion or suspension must be passed by a majority vote of two-thirds of those members of the Federation present and eligible to vote.

## 5.8 Limited liability

The liability of a member of the Federation to contribute towards the payment of the debts and liabilities of the Federation or the costs, charges and expenses of a winding up of the Federation is limited to the extent of that part of its current year's membership subscription which is unpaid.

# 6. Patron

The Governor of South Australia shall be invited to be the Patron of the Federation.

# 7. Meetings

## 7.1 Annual General Meeting

- 7.1.1 The Federation shall hold an Annual General Meeting (in accordance with the Act annually).

7.1.2 The Annual General Meeting shall be held between September 1 and November 30 on a date determined by the Board of Directors.

7.1.3 The Annual General Meeting shall be in addition to any other meetings that may be held in the same year, and shall be specified as such in the notice convening it.

7.1.4 The ordinary business of the Annual General Meeting shall be:

- (a) To confirm the minutes of the previous Annual General Meeting.
- (b) To receive from the President, Chief Executive Officer, Director of Finance and Auditor their respective reports for the preceding financial year.
- (c) To elect the Directors of the Federation.
- (d) To appoint a qualified Solicitor and a qualified Auditor of the Federation.
- (e) To approve the annual membership fee in accordance with clause 5.5.
- (f) Other items of business requested by members in accordance with clause 7.2.2 of this Constitution.

7.1.5 Notice of Annual General Meetings

- (a) Not less than 30 days' notice in writing of an Annual General Meeting shall be given to every member. The notice of an Annual General Meeting shall include a request for agenda items, notices of motion, and also notifications of requirements for Board elections.
- (b) To be included in the agenda, agenda items and notices of motion shall be addressed to the Chief Executive Officer and be received by the Federation's office headquarters not less than ~~30~~ 21 days prior to an Annual General Meeting.
- (c) The agenda (inclusive of the items of general business) of an Annual General Meeting shall be sent to each member in writing not less than ~~21~~ 14 days prior to that meeting. Such agenda shall include items and notices of motion submitted by a member or members or the Board.
- (d) Accompanying the agenda shall be a list of nominees for the Board together with brief curricula vitae of the nominees.

## 7.2 Special General Meetings

- 7.2.1 The Board may call a Special General Meeting of the Federation at any time.
- 7.2.2 Upon a request in writing of not less than 5% of the total number of voting members of the Federation, the Board shall within one (1) month of the receipt of the request, convene a Special General Meeting for the purpose specified in the request.
- 7.2.3 Every request for a Special General Meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 7.2.4 If a Special General Meeting is not convened within one (1) month, as required by 7.2.2 above, the member requesting, 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 Board, and for this purpose the Board shall ensure that the requests are supplied free of charge with particulars of the members entitled to receive a notice of the meeting. The reasonable expenses of convening and conducting such a meeting will be borne by the Federation.

## 7.3 Proceedings and business at meetings

- 7.3.1 For Annual General Meetings and Special General Meetings:
  - (a) A quorum shall consist of at least 33% of the total voting membership.
  - (b) No business shall be transacted at the meetings unless at least 33% of members present are voting members.
- 7.3.2 Each Full member and Associate A Member may be represented by two (2) delegates at any Annual General Meeting or Special General Meeting, but each Full and Associate A member shall have only one (1) vote.
- 7.3.3 Associate B Members have no voting rights but may be represented by two delegates with the right to speak to motions. Individual members, Corporate Partners and Life members have no voting rights but may be represented by one delegate with the right to speak to motions.
- 7.3.4 A member shall nominate its voting delegate in writing 14 days prior to the Annual General Meeting. In the event that a member's representative cannot be present at any meeting, it may nominate another member to carry its vote, provided such nomination is in writing addressed to the Federation's Chief Executive Officer and delivered to the Federation's office headquarters prior to the commencement of the meeting.

- 7.3.5 By consent of 75% of those present and eligible to vote, business other than that on the agenda circulated may be included in the business of the meeting.
- 7.3.6 The President, or, in his/her absence, the Vice President, shall preside as Chairperson at all General Meetings of the Federation. In their absence, the Board shall nominate another Board member to be Chairperson of the meeting.

## **8. Board of Directors**

### **8.1 Powers and duties**

- 8.1.1 The affairs of the Federation shall be managed by the Board of Directors between General Meetings, subject to the Constitution and the directions and resolutions of the Federation in such meetings.
- 8.1.2 Subject to the Act and this Constitution, the Board shall have the power to perform all such acts as appear to the Board to be essential for the proper management of the affairs of the Federation.
- 8.1.3 The Board may, from time to time, allocate to its members additional portfolio responsibilities.
- 8.1.3 The Board may, from time to time, establish subcommittees as defined in clause 8.6.

### **8.2 Appointment**

- 8.2.1 The Board shall consist of, six (6) persons, each elected by simple majority for a two (2) year term at an Annual General Meeting.
- 8.2.2 Each Director shall be elected at an Annual General Meeting of the Federation for a term of two (2) years with three (3) members elected in the even years and three (3) members elected in the odd years. Within fourteen (14) days of the Annual General Meeting, the Board shall meet and appoint a President and a Vice President. Appointments to these positions shall be for a two (2) year term.
- 8.2.3 The Chief Executive Officer is ex-officio, a member of the Board (without voting rights) and any subcommittees that may be established by the Board from time to time.
- 8.2.4 Elections shall be held at the Annual General Meeting. Each Director who has completed a 2-year term of office shall then retire but shall be eligible for re-election for a further term.
- 8.2.5 Following the adoption of this Constitution, no person who has served as an elected Director for a period of five (5) consecutive terms (totalling 10 years) shall be eligible for election or appointment as an elected or

appointed Director until the next Annual General Meeting following the date of conclusion of their last term as an elected or appointed Director.

- 8.2.6 Each nomination for election to the Board shall be in writing and be signed on behalf of the nominating member by its Executive Officer or President, and also by the nominee. It shall be addressed to the Chief Executive Officer and received at the Federation's office headquarters not less than ~~30~~ 21 days before the Annual General Meeting.
- 8.2.7 If the number of nominations received for the Board is equal to the number of vacancies to be filled, or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- 8.2.8 If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of members under clause 8.2.7, the positions will be deemed casual vacancies pursuant to clause 8.2.11.
- 8.2.9 If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Board.
- 8.2.10 Voting shall be conducted in such manner and by such method as may be determined by the Board from time to time. Voting must take into account the requirements of clause 8.2.16.
- 8.2.11 Should a casual vacancy occur, the Board may appoint a person to fill it, subject to clause 8.2.4. Each such appointed Director shall hold office until the next Annual General Meeting at which that position comes up for re-election, at which point they shall retire but be eligible for re-election.
- 8.2.12 Up to three (3) additional Board Members may be appointed by the Board by simple majority vote. Board members so appointed shall have full voting rights. The Board shall review these appointments every twelve (12) months and the Board has the power to revoke any such appointment.
- 8.2.13 Following a recommendation from the Board of a Director's alleged breach of this Constitution, the Director may be dismissed at a General Meeting by a majority vote.
- 8.2.14 Where the majority of Board members agree a Director has breached the Code of Conduct and/or Board Job and Person description, the Board, by majority vote may dismiss the Director. The Director's nominating member shall be informed of the decision and will be given 30 days to appeal. The appeal must be in writing to the Board Chair.

8.2.1~~54~~ The years served as an Appointed Director shall be counted in determining the length of service for the purpose of this clause, and no appointed Director to serve for a period of more than ten (10) years shall be eligible for election or appointment as an elected or appointed Director until the next Annual General Meeting following the date of conclusion of their last term as an elected or appointed Director.

8.2.1~~56~~ A departing CEO must not be appointed to the Board until a term of five (5) years has expired but may be added to a subcommittee at the discretion of the Board.

8.2.1~~67~~ The Board will include a minimum of 40% women and 40% men, with the remaining 20% being discretionary.

8.2.1~~78~~ The Board will not consist of more than one (1) individual from the same organisation.

### 8.3 Directors' interests

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

### 8.4 Proceedings of the Board

8.4.1 The Board shall meet as often as it shall decide is necessary, but not less than six (6) times a year.

8.4.2 At meetings of the Board the number of Directors whose presence is required to constitute a quorum is: (a) if the number of Directors then in office is an even number, half of the number of Directors plus one; or (b) if the number of Directors then in office is an odd number, half of the number of Directors rounded up to the next whole number.

8.4.3 The President, or in his/her absence, an acting President, shall have the casting vote if required as well as a deliberative vote.

8.4.4 The President, or, in his/her absence, the Vice President, shall preside as Chairperson at all ordinary Board meetings of the Federation. In their absence, the Board shall, by consensus, nominate another Board member to be Chairperson of the meeting.

### 8.5 The Board may act

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

### 8.6 Subcommittees

- 8.6.1 The Federation at General Meetings or the Board may set up subcommittees to advise and make recommendations to the Board and/or General Meetings on specific matters related to the activities of the Federation and delegate to such subcommittees such powers as the Federation may decide from time to time.
- 8.6.2 The Board shall appoint a Chairperson of each subcommittee.
- 8.6.3 The quorum of all subcommittees shall be in line with clause 8.4.2 of this Constitution and shall be half of the Committee members plus one or, if applicable, half of the number of Committee members rounded up to the next whole number.

## **9. Appointment of staff**

- 9.1 The Board shall, as required, appoint a Chief Executive Officer. The Chief Executive Officer shall be responsible for general administration and financial management and shall be subject to the control of, and report to, the Board.
- 9.1 The Chief Executive Officer shall appoint such other administration staff as the Board deems necessary and prudent. Such staff shall work under the control of, and report to, the Chief Executive Officer.

## **10. Public Officer**

- 10.1 The Board shall appoint a resident of South Australia to be the Public Officer of the Federation to carry out and perform all the duties of a Public Officer as set out and required by the Act as amended from time to time.
- 10.2 If the office becomes vacant, the Board shall appoint a replacement within fourteen (14) days.

## **11. Application of income**

- 11.1 The income and property of the Association must be applied solely towards the promotion of the Objects outlined in clause 3.
- 11.2 Except as prescribed in this Constitution or the Act, no portion of the income or property of the Association 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.
- 11.3 Subject to clause 11.1, nothing in clauses 11.2 or 11.3 prevents a payment in good faith to any member:
  - (a) in accordance with clauses 11.1 and 11.2 where that member is a not-for profit entity with a similar purpose to the Federation;
  - (b) for any services actually rendered to the Federation whether as an employee, Director or otherwise;

- (c) for goods supplied to the Federation in the ordinary and usual course of operation;
- (d) for interest on money borrowed from any member;
- (e) for rent for premises demised or let by any member to the Federation;
- (f) for any reasonable out-of-pocket expenses incurred by the member on behalf of the Federation.

## **12. Financial reporting**

- 12.1 The Board shall cause proper accounting and other records to be kept of: (a) all sums of money received and expended by the Federation and the manner in respect of which the receipt or expenditure takes place; and (b) the property, credits and liabilities of the Federation.
- 12.2 The Board shall open and maintain a banking account or accounts in the name of Federation into which all monies received shall be paid as soon as possible after their receipt. The Board may invest monies in bank accounts, cash management trusts, securities or any other forms which it deems to be appropriate.
- 12.3 The financial year of the Federation shall be the period from 1 July to 30 June. Cheques drawn on the Federation's bank account, drafts, bills of exchange, promissory notes, and other negotiable instruments shall be authorised by the President or the Vice President, Chief Executive Officer, or duly authorised staff member, signed and endorsed by any two of those four.
- 12.4 The Federation shall distribute to each member at or before each Annual General Meeting a profit and loss account and balance sheet made up to the end of the financial year and accompanied by a copy of the Auditor's Report.
- 12.5 An independent and properly qualified Auditor shall be appointed by the Federation at the Annual General Meeting. At least once in each financial year the Auditor shall examine the accounts of the Federation and report to the members as to the correctness of those accounts.

## **13. Funds**

The funds of the Federation shall be derived from membership fees, sponsorships, donations, annual subscriptions, income from the rent and sale of property, licence fees, activities of Sport SA, management and training services, and other such sources as the Board determines or arranges within the authority of this Constitution.

## **14. Alteration to the Constitution**

- 14.1 The Constitution may be altered by a resolution passed by a 75% majority of members present and eligible to vote at an Annual General Meeting or a Special General Meeting called for that purpose.



- 14.2 Not less than 21 days' notice of proposed amendments to the Constitution shall be given to Members.

## **15. Notices**

A notice may be served by or on behalf of the Federation upon any member personally; or by sending a letter to the care of the Executive Officer or Secretary of the member whose address has been supplied to the Federation by such member; or by email to an appropriate email address listed for members.

## **16. Winding up**

- 16.1 Subject to the provisions of the Act, the Federation shall only be wound up:
- 16.1.1 By the Supreme Court of South Australia; or
  - 16.1.2 On the Certificate of the Corporate Affairs Commission, issued with the consent of the Minister for Consumer and Business Services (pursuant to s 41(1)(c) of the Act); or
  - 16.1.3 Voluntarily. The Federation may be wound up or dissolved only after a resolution passed by a 75% majority of the members present and eligible to vote at a meeting called for that purpose.
- 16.2 If, upon winding up or dissolution of the Federation, there remains after satisfaction of all its debts and liabilities any property whatsoever, it shall not be paid to or distributed among the members of the Federation, but shall be given or transferred to some other institution or institutions which have objectives similar to those of the Federation and whose memorandum or association or constitution 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 by the Federation under, or by virtue of its Constitution, such institution or institutions to be determined by the members of the Federation at or before the time of dissolution, or in default thereof by application to the Supreme Court of South Australia.

## **17. Regulations**

- 17.1 Board to formulate regulations
- The Board may formulate issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Federation, the advancement of the purposes of the Federation, and sport in South Australia as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution and any policy directives of the Board.
- 17.2 Regulations binding
- All Regulations are binding on the Federation and all Members.
- 17.3 Regulations deemed applicable

All clauses, rules, by-laws and regulations of the Federation in force at the date of the approval of this Constitution, insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by, this Constitution, shall be deemed to be Regulations and shall continue to apply.

## **18. Indemnity**

- 18.1 Every Director and employee of the Association is entitled to be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director 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.
- 18.2 The Association must indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission: (a) in the case of a Director, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Federation; and (b) 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 Federation.