

DRAFT Constitution August 2022

Per the Consumer and Business Services template, the headings of each section of a constitution are as follows:

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1. NAME

- 1.1. The Association shall be called 'South Australian Homing Pigeon Association Incorporated' and hereafter referred to as the 'Association' or 'SAHPA'.
- 1.2. The Registered Office of the Association shall be at 10 Boulderstone Road, Gepps Cross 5094, or such other place as may from time to time, be determined by the Committee of Management (COM).

2. DEFINITIONS

Constitution means this document of rules

Bylaws means the secondary (or working) documents by which the objects of the association are enabled – also called 'rules'.

SAHPA means South Australian Homing Pigeon Association

COM means Committee of Management convened in accordance with this constitution and rules

General Meeting means a general meeting convened in accordance with this constitution and rules

Member means a member of the association

Month means a calendar month

Special Resolution means a special resolution defined by the Act

the Act means the Associations Incorporated Act 1985

the Regulations mean Associations Incorporation Regulations 2008

Capitation Fees means member subscription fees

GenSec means SAHPA General Secretary

3. OBJECTS - The objects of the Association are:

- 3.1. To promote, encourage, and organise the breeding, training, regulation, and management of the sport of pigeon racing in South Australia.

4. **POWERS OF THE ASSOCIATION** - To enable its objects, the SAHPA may, subject to the Act, this constitution, and bylaws:
- 4.1. acquire, hold, deal with, and dispose of, any real or personal property; and
 - 4.2. administer any property on trust; and
 - 4.3. open and operate financial accounts; and
 - 4.4. invest its moneys
 - 4.5. in any security in which trust moneys may, by Act of Parliament, be invested;
or
 - 4.6. in any other manner authorised by the rules of the association; and
 - 4.7. borrow money upon such terms and conditions as the association thinks fit;
and
 - 4.8. give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
 - 4.9. appoint agents to transact any business of the association on its behalf; and enter any other contract it considers necessary or desirable.

5. **MEMBERSHIP**

5.1. Types

- 5.1.1. The Association shall consist of the members of associated homing clubs - ie homing clubs in the State of South Australia that have joined the association with the approval of the COM.
- 5.1.2. Life members may be elected by a majority of members present at the annual general meeting of the association following a notice of motion proposing life membership. Life membership notices of motion will only be accepted from:
 - 5.1.2.1. Associated clubs or
 - 5.1.2.2. The Committee of Management.
 - 5.1.2.3. The notice proposing Life Membership must address the criteria contained in the SAHPA guidelines for life membership.
- 5.1.3. The SAHPA may grant affiliate membership to clubs or individual persons as appropriate. Such affiliates shall not vote at any SAHPA meeting.

5.2. Subscriptions

- 5.2.1. Subscription fees for membership shall be determined by the SAHPA COM as appropriate.
- 5.2.2. Subscription fees for members shall be payable yearly by clubs to the association a week prior to the annual general meeting.
- 5.2.3. Late payment of subscription fees may be subject to a levy as determined by the SAHPA COM.
- 5.2.4. Application for subscription refunds shall be made through club secretaries to the SAHPA COM. Refunds are subject to review by the COM.

- 5.2.5. A register of clubs and members must be kept and contain:
- 5.2.5.1. Name and address of each member club, individual members with date of admittance to the SAHPA
 - 5.2.5.2. Email and phone number of clubs and members

5.3. Resignations

- 5.3.1. A club or member may resign membership from the SAHPA by giving notice through the club secretary to the SAHPA COM.

5.4. Deregistration of clubs – clubs may be deregistered as follows:

- 5.4.1. If club membership numbers fall to a level by which the club cannot comply with or operate in accordance with this constitution and its bylaws - in particular Rule 2 Race Bylaws and or Rule 3 Clock Bylaws
- 5.4.2. If a club is in breach of SAHPA rules

5.5. Deregistration of members – Members may be deregistered as follows:

- 5.5.1. If a member has not paid capitation fees.
- 5.5.2. If a member is in breach of SAHPA rules and or bylaws.
- 5.5.3. If a member does, or says, or uses public forums (such as social media) to bring disrepute to the SAHPA Inc., the COM or any SAHPA member.

5.6. Appeal of application on membership – Members and or clubs may appeal to the SAHPA COM for a ruling on suitability of a person for SAHPA membership

6. THE COMMITTEE – SAHPA COM

6.1. Powers and Duties

- 6.1.1. The affairs of the association shall be managed and controlled by a committee of management (COM) 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.
- 6.1.2. The committee has the management and control of the funds and other property of the association.
- 6.1.3. 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.
- 6.1.4. The committee shall appoint a public officer as required by the Act
- 6.1.5. Notice of appointment and any change in the identity or address of the public officer must be lodged within one month after the change (with Consumer and Business Services).

6.2. Appointment and Election to office

- 6.2.1. The committee shall comprise a chairperson, general secretary, treasurer and five electorate committee persons. Additional officers to ensure the proper management of the association are vice chairperson, and clock chairperson.

- 6.2.1.1. Nominations/Applications for appointment/election to the committee shall be received in writing by 31st December of each year.
- 6.2.2. A committee member shall be a natural person.
- 6.2.3. The chairperson and vice chairperson shall be elected yearly at the annual general meeting.
- 6.2.4. The general secretary shall be appointed yearly by the COM.
- 6.2.5. The treasurer shall be appointed yearly by the COM.
- 6.2.6. The clock chairperson shall be appointed yearly by the COM.
- 6.2.7. Notice of all persons seeking election as electorate committee persons shall be given to each member of the electorate/s (in which the election/s is/are taking place) with the notice advising the manner and closing date for voting. See SAHPA Rule 1 Administration Clause 5.6.
 - 6.2.7.1. The vice chairperson, general secretary, treasurer, and clock chairperson may be elected as an electorate committee person as one of the five electorate committee persons.
 - 6.2.7.2. In the event of a tied vote, the chairperson shall have the casting vote.
- 6.2.8. If applications for any vacant SAHPA committee of management position are not received by the 31st December in the year preceding the annual general meeting, the chairperson shall ask for nominations at the annual general meeting.
 - 6.2.8.1. If no applications are received, the SAHPA COM shall appoint a person to fill the vacancy, and such a committee person shall hold office until the next annual general meeting of the association.
- 6.2.9. The COM may appoint a person to fill a casual vacancy, and such person shall hold that office until the next annual general meeting.

6.3. Proceedings of committee

- 6.3.1. The committee shall meet for the dispatch of business monthly.
 - 6.3.1.1. The meeting location and manner shall be determined by the committee of the day.
 - 6.3.1.2. This includes face to face meetings, phone conference meetings, video conference meetings or a combination as appropriate.
- 6.3.2. Questions arising at any meeting of the committee shall be decided by a majority of votes. The five electorate committee members are the only persons entitled to vote unless and in the event of equality of votes (one committee person may be absent or one committee person may choose to abstain) the chairperson shall have a casting vote.
- 6.3.3. A quorum for a meeting of the committee shall comprise three electorate members of the committee and the chairperson or vice chairperson.
 - 6.3.3.1. If the chairperson (or vice chairperson) is not present, a quorum shall comprise a minimum of four electorate committee persons – one of whom may be elected as chairman for that meeting.

6.3.4. 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 COM – Electorate Committee persons, Chairperson, General Secretary or Treasurer

6.4.1. The office of a COM member shall become vacant if:

- 6.4.1.1. The COM member is disqualified from being a committee member by the Act.
- 6.4.1.2. The COM member is expelled as a member under these rules.
- 6.4.1.3. The COM member is permanently incapacitated by ill health.
- 6.4.1.4. The COM member is absent without apology from more than four meetings in a financial year.
- 6.4.1.5. The COM member is no longer the duly appointed representative for whatever reason.

6.4.2. If at a special general meeting the SAHPA COM, or members of the SAHPA COM are dismissed per Clause 8.6 below.

7. THE SEAL

7.1. 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 general secretary and any other member of the COM.

8. MEETINGS

8.1. Annual general meetings

8.1.1. The committee shall call an annual general meeting in accordance with the Act and these rules within 3 calendar months of the end of the financial year and provide 21 days' notice to members.

8.1.2. The order of the business at the annual general meeting shall be:

- 8.1.2.1. the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
- 8.1.2.2. The election of the chairperson and vice chairperson
- 8.1.2.3. the result of election of electorate committee members previously held
- 8.1.2.4. the consideration of the accounts and reports of the committee and the auditor's report.

- 8.1.2.5. notices of motion and changes to bylaws
- 8.1.2.6. any other business requiring consideration by the association in a general meeting

8.2. Special general meeting

- 8.2.1. The committee may call a special general meeting of the association at any time provided 21 days' notice is given to members.

8.3. Notice of general meetings

- 8.3.1. Subject to 8.3.2, at least 21 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.
- 8.3.2. A notice may be given by the association to any member by serving the member with the notice personally, or by sending it by email or post to the address appearing in the register of members.
- 8.3.3. Where a notice is sent by post:
 - 8.3.3.1. the service is affected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - 8.3.3.2. unless the contrary is proved, service will be taken to have been affected at the time at which the letter or packet would be delivered in the ordinary course of post.

8.4. Proceedings at general meetings

- 8.4.1. Ten members present personally shall constitute a quorum for the transaction of business at any general meeting.
- 8.4.2. 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.
- 8.4.3. Subject to 8.4.4, the chairperson shall preside as chairperson at a general meeting of the association.
- 8.4.4. 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 members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5. Voting at general meetings

- 8.5.1. Subject to these rules, every member of the association has only one vote at a meeting of the association.
- 8.5.2. 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 or, where proxies are allowed, by proxy, at that meeting.

- 8.5.3. 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.
- 8.5.4. A member being a body corporate shall be entitled to appoint one person, who shall not be a member of the association, to represent it at a particular general meeting or at all general meetings of the association. That person shall be appointed by the corporate member by a resolution of its board, which may be authenticated under its seal. Such a person shall be deemed to be a member of the association for all purposes until the authority to represent the corporate member is revoked.

8.6. Over-riding powers of membership

- 8.6.1. Notwithstanding any powers to the contrary vested by this constitution in the COM, ten percent (10%) in total of the membership of the association (at that time) may in writing petition the COM to call a special general meeting of members of the association.
- 8.6.2. The petition shall specify the grounds upon which a special general meeting is required and shall set forth all resolutions proposed.
- 8.6.3. The COM shall within seven (7) days from the receipt of a petition call a special general meeting of all members of the association.
- 8.6.4. Any resolution carried by 75% of members of the association present in person at this meeting shall over-ride any resolution or decision of the COM to contrary effect.
- 8.6.5. The members (by a majority of 75% of their total number at this meeting) may vote to remove from office any one or all the members of the COM and upon the passing of such resolution such member(s) shall forthwith cease to hold office as members of the COM.
- 8.6.6. Any such casual vacancy shall be declared and filled in accordance with these rules.
- 8.6.7. If the whole of the COM shall be dismissed from office or resign, an election to replace all members of the COM shall be held in accordance with these rules and the General Secretary for the time being shall have all powers given by these rules to conduct the election.

8.7. Poll at general meetings

- 8.7.1. 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.
- 8.7.2. A poll is a resolution passed by a simple majority at a general meeting

9. Proxies – Use of proxies or proxy voting is not permitted

10. Minutes

- 10.1. 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.
- 10.2. 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.
- 10.3. 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.
- 10.4. 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

- 11.1. The dispute resolution procedure set out in this rule applies to disputes under these rules between -
 - 11.1.1. a member and another member
 - 11.1.2. a member and a club or a member and the association
- 11.2. 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 the parties
- 11.3. 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.
- 11.4. If agreement cannot be reached, the SAHPA COM shall rule on the dispute. Decisions of the SAHPA COM will be final

12. Financial reporting

- 12.1. The financial year of the Association shall be the period from 1st of January through to 31st of December of each calendar year.
- 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 annual general meeting.
- 12.4. Periodic returns This rule only applies to a prescribed association. As a general description, a prescribed association is one that had gross receipts, excluding member subscriptions, more than \$500,000 in the previous financial year.
- 12.5. Appointment of auditor

- 12.5.1. Following each annual general meeting, the COM shall appoint a person to be auditor of the association.
- 12.5.2. The auditor shall hold office until the next annual general meeting and is eligible for reappointment.
- 12.6. 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.

13. Rules (of this Constitution)

- 13.1. These rules may be altered (including an alteration to the association's name) by resolution of the members of the association at an annual general meeting. This includes deletion, revision or replacement by substitute rules.
- 13.2. Twenty-one days' notice are required to clubs and members for any alteration of these rules.
- 13.3. Notices of motion for change are required by 31st December of each year for resolution at the annual general meeting.
- 13.4. Notices of motion shall only be accepted from the COM and associated clubs.
- 13.5. Any alteration shall be registered with Consumer and Business Services which administers the Corporate Affairs Commission, as required by the Act.
- 13.6. 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 the provisions thereof.

14. Bylaw Rules – Bylaws (rules or working documents of the association) shall be documented as secondary documents to these rules (constitution).

- 14.1. The bylaw rules shall include, but not limited by the list noted immediately below
 - 14.1.1. SAHPA Rule No 1 Administration
 - 14.1.2. SAHPA Rule No 2 Race Rules
 - 14.1.3. SAHPA Rule No 3 Clock Rules
 - 14.1.4. SAHPA Rule No 4 Code of Practice
- 14.2. The COM as part of its duty to members shall make rulings on day to day activities of the association to ensure the objects of the association are followed – such rulings may amend current bylaw rules – such information shall be provided to clubs and members through the COM minutes of meeting.
- 14.3. If members are not in agreement with changes made by the COM they may, under Section 8.6.1, petition the COM to call a special general meeting of association members to discuss and vote on the changes or make changes through a notice of motion at the next annual general meeting. This includes deletion, revision or replacement of the existing bylaws.

14.4. These rules may be altered by resolution of the members of the association at a special general meeting.

14.5. The amended bylaws 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 the provisions thereof.

15. **Winding up** - The association may be wound up in the manner provided for in the Act. Winding up shall be by the passing of a special resolution by the members of the association and in accordance with the Act.

16. **Application of surplus assets** - Section 43 of the Act prohibits the distribution of surplus assets at the completion of winding up to members or former members of the association, or associates of those persons.

16.1. If after the winding up of the association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

16.2. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.