

Constitution of

Adelaide Archery Club

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1 Name of the incorporated association

The name of the incorporated association is Adelaide Archery Club Incorporated.

2 Definitions and interpretations

In this Constitution:

AGM means Annual General Meeting.

Board means the committee of management of the Club.

Board member means a member of the Board.

CBS means Consumer Business Services.

Committee means a Committee appointed under this Constitution.

Constitution means this Constitution.

General Meeting means a general meeting of members of the Club convened in accordance with this Constitution.

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), passwords or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

Member means a member of the Club that applied for membership and has been accepted by the Board under Clause 5.2.

Month means a calendar month.

NSO means National Sporting Organisation, Archery Australia.

Public Officer means the Public Officer of the Club.

Regulations means any regulations made by the Board under Clause 10.2.

SGM means Special General Meeting.

SSO means the State Sporting Organisation, Archery SA.

Technology means any technology or combination of technologies that allows members to participate in a meeting, including by asking questions verbally and in writing, without being physically present at the meeting.

the Act means the Associations *Incorporation Act 1985.*

the AIR means the *Associations Incorporation Regulations 2023.*

the Club means Adelaide Archery Club Incorporated.

3 Objects of the Club

The objects of the Club are:

(a) conduct, encourage, promote, advance and administer the sport of Archery;
(b) act, always, on behalf of and in the interest of the Members and Archery;
(c) affiliate and otherwise liaise with the SSO (and NSO where applicable) and comply with the constitutions, regulations and rules of these bodies to further these Objects;
(d) adopt and implement such policies as may be developed by the SSO or the NSO, including (as relevant and applicable) member protection, anti-doping, health and safety, player and child welfare, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in Archery;
(e) abide by, promulgate, enforce and secure uniformity in the application of the rules of Archery;
(f) advance the operations and activities of the Club;
(g) maintain and enhance the reputation of the Club and Archery and the standards of play and behaviour of participants in Archery;
(h) always promote mutual trust and confidence between the Club, the SSO, the NSO and the Members in pursuit of these Objects;
(i) promote the economic and community service success, strength and stability of the Club and Archery;
(j) use and protect the Club's Intellectual Property appropriately;
(k) pursue such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the interests of the Club;
(l) have regard to the public interest in the operations of the Club;
(m) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects;
(n) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve; and
(o) promote the health and safety of Members and all other participants in Archery.

4 Powers of the Club

The Club shall have all the powers conferred by section 25 of the Act to further its objects:

(a) Acquire, hold, deal with, and dispose of, any real or personal property; and
(b) Administer any property on trust; and
(c) Open and operate Authorised Deposit-taking Institutions (ADI) accounts; and
(d) Invest its moneys:
    i. In any security in which trust moneys may, by Act of Parliament, be invested; or
    ii. In any other manner authorised by the Constitution of the Club; and
(e) Borrow money upon such terms and conditions as the Club thinks fit; and
(f) Give such security for the discharge of liabilities incurred by the Club as the Club thinks fit; and
(g) Appoint agents to transact any business of the Club on its behalf; and
(h) Enter into any other contract it considers necessary or desirable.

5 Membership of the Club

5.1 Types of membership and rights

(a) The Club has the following categories of membership and corresponding voting rights:
   i. Senior Member, may attend and vote at general meetings.
   ii. Life Member, may attend and vote at general meetings.
   iii. Associate Member, may attend but not vote at general meetings.
   iv. Social Member, may attend but not vote at general meetings.
   v. Junior Member, may attend but not vote at general meetings.

(b) The Board may, from time to time, add, remove or alter a category of membership.

(c) The Board may determine what rights, powers, privileges and obligations attach to each category of membership, provided this is consistent with the Act and this Constitution.

(d) Members must:
   i. abide by this Constitution, and
   ii. have regard to the Objects of the Club.

5.2 How to become a member

(a) Any person which supports the purposes of the Club can apply and pay the fee to become a Member of the Club.

(b) The Board must consider each application for membership after it is received and decide whether to accept or refuse the application.

(c) The Board must provide notice to the applicant about the decision to accept or refuse the application, but are not required to provide reasons.

(d) If the application is accepted, the Board must ensure the applicant is included in the register of members.

5.3 Register of members

A register of members must be kept and contain:

(a) the name and address of each Member.

(b) the email address of each Member.

(c) the phone number of each Member.

5.4 Membership fees

(a) The Board may set or change a joining fee, an annual membership fee, or both.

(b) Members must be given at least 1 month’s notice of any new fees or changes to fees.

(c) If a Member fails to pay the required fees after they become due, the Club must notify the Member.

(d) A Member who has not paid the required membership fees is not entitled to exercise any rights of membership, including voting at meetings.

(e) Membership renews automatically for the next fee period when the required membership fee is paid by the due date.

5.5 How to stop being a member

A person ceases to be a Member if the person:

(a) dies;

(b) fails to pay their membership fee, under Clause 5.4;

(c) resigns their membership, under Clause 5.6;

(d) is expelled from the Club, under Clause 5.7.

5.6 Resignation

(a) A Member may resign from membership of the Club by giving the Secretary notice.
(b) A Board member may resign from the Board of the Club by giving the Board written notice.
(c) A resigning Member must return any physical property or Intellectual Property to the Club within two weeks of their resignation.
(d) A resigning Member remains liable for any outstanding fees. Such outstanding fees may be recovered by the Club from the Member as a debt due to the Club.

5.7 Disciplining members

(a) Any person (including a Board member) may complain to the Board that a Member (or their representative) has not complied with this Constitution.
(b) The Board must:
    i. give the Member written notice of the complaint.
    ii. give the Member at least 14 days to provide a written response; and
    iii. consider the response before making a decision.
(c) After considering the complaint and any response, the Board may resolve to:
    i. expel the Member; or
    ii. suspend the Member for a period of time; or
    iii. impose reasonable conditions on the Member's continued membership.
(d) Within 7 days of the decision being made, the Board must give the Member written notice of:
    i. the decision; and
    ii. the reasons; and
    iii. the right to appeal under Clause 5.8.
(e) The decision does not take effect until the appeal period ends, or (if an appeal is made) until the appeal is determined. If a Member is suspended, they cannot attend or vote at meetings during the suspension.
(f) Nothing in this clause prevents a Member or former Member from applying to the Supreme Court or the Magistrates Court under section 61 of the Act if they believe the Club is acting in an oppressive or unreasonable way.

5.8 Right of appeal of disciplined member

(a) A Member may appeal a decision made by the Board under Clause 5.7.
(b) To appeal, the Member must, within 14 days of being notified of the decision, give the Board written notice of the appeal including the reasons for the appeal.
(c) After receiving a notice of appeal, the Board must call a SGM to be held within 21 days.
(d) At the SGM:
    i. only the appeal may be discussed;
    ii. the Board and the Member must be given a reasonable opportunity to explain their positions, either verbally, in writing, or both; and
    iii. the Members present must vote on whether to confirm, change, or cancel the Board's decision.
(e) The outcome of the appeal is decided by a majority vote of Members present at the SGM.
(f) If the decision is confirmed or changed, the Member's expulsion, suspension, or conditions apply as decided.
(g) If the decision is cancelled, the complaint is taken to be dismissed.

5.9 Dispute resolution

(a) This clause applies to disputes between:
   i. a Member and another Member (as Members); or
   ii. a Member and the Club.

(b) If a dispute arises, the parties must meet and try to resolve the matter within 14 days after the dispute becomes known to all parties.

(c) If the dispute is not resolved, the parties may agree to meet again with the help of an independent third person.

(d) If the Board is required to make a decision about a dispute, it must act fairly and follow the principles of natural justice.

(e) Nothing in this clause prevents a Member or former Member from applying to the Supreme Court or the Magistrates Court under section 61 of the Act if they believe the Club is acting in an oppressive or unreasonable way.

(f) Any disputes between Members and other Clubs, or the SSO, or the NSO are to be dealt with by the other Club, SSO or NSO, where applicable.

6 The Board

6.1 Powers and duties

Subject to the Act, this Constitution and to any resolution passed by the Club in General Meeting, the Board:

(a) has the management and control of the funds and other property of the Club.

(b) may exercise all such powers and functions as may be exercised by the Club, other than those powers or functions that are required by this Constitution to be exercised by a General Meeting.

(c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Club having regard to the objects of the Club, including making Regulations or other instruments to further the objects of the Club.

(d) may establish Committees consisting of Members of the Club, to exercise specified powers or functions of the Board (other than any function which is imposed on the Board under the Act, or this power of delegation) to further the Club's objects.

(e) has authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Club on which this Constitution, the Act and the AIR are silent.

6.2 Board composition

(a) The Board consists of:
   i. five (5) elected Members, and
   ii. up to two (2) Appointed members, who need not be Members and who may be appointed under Clause 6.4.

(b) In the event of the Board falling below the minimum number of members, the Board may only act for the purposes of increasing their number in accordance with Clause 6.2(a).

(c) An elected Board member must be a Member of the Club who is a natural person and is eligible to vote at General Meetings.

(d) The office bearers are:
   i. President, and
   ii. Secretary.

6.3 Board elections

(a) As a transitional arrangement, the current positions continue until the next AGM after this Constitution is adopted, and may nominate for re-election.

(b) Board members are elected for a term of two (2) years at an Annual General Meeting (AGM) and hold office until the end of the second AGM. A Board member may nominate for re-election.

(c) At least half of the elected Board members shall retire in each odd year, and the balance of the elected Board members shall retire in each even year until, after two (2) years the original elected Board members have all retired.

(d) Nominations must be made in writing and given to the Board at least 14 days before the AGM.

(e) A nominee must be able to comply with Clause 6.2(c).

(f) If the number of nominations is equal to or less than the number of vacancies, the nominees, once approved by the majority of Members entitled to vote at the AGM, are taken to be elected. If there are insufficient nominations received to fill all vacancies on the Board, nominations for remaining positions may be taken from the floor at the AGM. Any unfilled positions become casual vacancies.

(g) If there are more nominations than vacancies, the election is decided by a secret ballot at the AGM.

(h) The Board shall have the power to fill, for the remainder of the term any casual vacancy occurring among the Board during their term.

6.4 Appointment of Appointed Board Members

(a) The elected Board members may appoint up to two (2) Appointed Board members, at their sole discretion.

(b) In appointing Appointed Board members, the elected Board members should have regard to which personal and professional skills, diversity (including, but not limited to gender, ethnicity and age) and experience the Appointed Board members have, to complement the Board composition.

(c) The term of office of each Appointed Board member must be fixed by the elected Board members at the time of the Appointed Board member's appointment, but it cannot exceed one (1) year.

6.5 Public Officer and officers

(a) The Board must appoint a Public Officer as required by the Act. The Public Officer must be a resident of South Australia and must be at least 18 years of age.

   i. Where a new Public Officer is appointed or the address of the Public Officer changes, CBS must be notified within 1 month.
   ii. It is an offence under the Act for the Club to be without a Public Officer for a period longer than 1 month.

(b) The Board shall appoint a President and a Secretary from amongst its elected Board members.

(c) The President shall:

   i. be the nominal head of the Club, and
   ii. will act as chair of any meeting at which they are present.
   iii. If the chair is not present or is unwilling or unable to preside at a meeting, the remaining Board members shall appoint another Board member to preside as chair for that meeting only.

(d) The Secretary shall:

   i. keep minutes.
   ii. manage the Club’s correspondence.
   iii. prepare the notices required for meetings and for the business to be conducted at meetings.

6.6 Removal of Board members and Committee members

(a) A Board member or Committee member may be removed if they fail to comply with this Constitution, the Act, or their duties.
(b) Any form of discipline must be made in accordance with Clause 5.7 and is subject to appeal in accordance with Clause 5.8. Any vacancy on the Board that occurs as a result of this, is a casual vacancy.

6.7 Board meetings and quorum

(a) The Board must meet at least 6 times in each 12-month period, at a time and place decided by the Board.
(b) At the request of at least half of the Board, an additional Board meeting must be called.
(c) The Secretary (or the person calling the meeting) must give Board members at least 7 days' written notice of a Board meeting, unless the Board agrees otherwise.
(d) The notice must include the general business to be discussed. Only that business may be dealt with, unless all Board members present agree to deal with any other business.
(e) A quorum for a Board meeting is greater than 50 percent of Board members.
(f) No business may be conducted unless a quorum is present. If a quorum is not present within 15 minutes, the Board meeting is adjourned to the same time and place in the following week, unless the chair decides otherwise. If there is still no quorum, the Board meeting lapses.
(g) Board meetings may be held using Technology, provided all Board members have a reasonable opportunity to participate.

6.8 Voting at Board Meetings

(a) Decisions at Board meetings or Committee meetings are made by a majority vote of those present.
(b) Each Board or Committee member present has one vote. The President does not have a casting vote in addition to their deliberative vote.
(c) Voting may take place using Technology, where permitted by this Constitution.
(d) The Board may invite other people to attend or speak at a meeting, but they are not entitled to vote.

6.9 Transaction of business outside meetings or by Technology or other means

(a) The Board may transact its business by the circulation of papers, including by electronic means, among all Board members.
(b) If the Board transacts business by the circulation of papers, a written resolution, approved in writing by a majority of Board members, is taken to be a decision of the Board made at a meeting of the Board. This must be recorded within minutes.

6.10 Committees

(a) The Board may appoint one or more Committees in writing. The membership, powers and limits of any Committee is determined by the Board.
(b) Subject to any directions given by the Board, a Committee may meet and conduct business as it considers appropriate.
(c) A Committee must act within its authority and cannot bind the Club unless authorised by the Board.
(d) The Board remains responsible for all delegated matters and may revoke a delegation at any time.
(e) The Committee must make regular reports to the Board outlining their proceedings.
(f) The Board may, in writing, amend the membership, powers or limits of any Committee or dissolve any Committee at any time.

6.11 Disclosure of financial interests

(a) If a Board member has a financial [or personal] interest in a matter being discussed, they must declare that interest as soon as possible.
(b) The Secretary must record the disclosure in the meeting minutes.
(c) After declaring an interest, the Board must decide whether the Board member with the interest may take part in discussion or voting on the matter. The Board member with the interest must not be present while the Board discusses this decision.
(d) The Board member with the interest may only take part in discussion or voting on the matter as per by the Board's decision.
(e) A failure to disclose an interest does not automatically invalidate a Board decision.

7 General Meetings (AGM and SGM)

7.1 Annual General Meeting (AGM)

(a) The Board must call an AGM in accordance with the Act and this Constitution.
(b) The first AGM must be held within 18 months after the Club is incorporated.
(c) After the first AGM, the Club must hold an AGM each year within 5 months after the end of the Club's financial year.
(d) The AGM must deal with the following business, unless the meeting decides otherwise:
    i. confirmation of the minutes of the previous AGM and of any Special General Meetings held since that AGM;
    ii. election of Board members;
    iii. appointment of an auditor (if required under this Constitution or the Act)
    iv. presentation and consideration of the Club's financial statements and the Board's and auditor's reports (if applicable); and
    v. any other business that may properly be considered at a general meeting.
(e) The AGM may be held using Technology, where permitted by this Constitution, provided Members have a reasonable opportunity to participate.

7.2 Special General Meetings (SGM)

(a) The Board may call a Special General Meeting (SGM) at any time.
(b) The Board must convene a SGM if requested in writing by at least 10% of the voting Members. Within a reasonable time after receiving a request, the Board must advise the requesting Members, in writing, of the number of voting Members required to meet the 10% threshold (calculated on the total number of voting Members at that time). A request for a SGM must:
    i. state the purpose of the meeting;
    ii. be signed by the requesting Members; and
    iii. be given to the Board.
(c) If the Board does not call the meeting within 1 month, the requesting Members may call the meeting themselves within 3 months.
(d) A SGM called by Members must be held in the same way as a meeting called by the Board and is subject to Clauses 7.3 and 7.4. The Board must provide assistance to send out notices to Members of the SGM.
(e) The reasonable costs of holding a SGM are to be paid by the Club.

7.3 Notice for General Meetings

(a) The Board must give Members written notice of a General Meeting at least 21 days before the meeting.

(b) The notice of a General Meeting must state:

i. the date, time and place of the meeting (or the Technology to be used); and

ii. the general nature of the business to be considered.

iii. only business listed in the notice may be dealt with at the meeting,

iv. a Member may ask for an item of business to be included by giving written notice to the Board 14 days before the meeting. If received in time, the Board must include that item in the next notice calling the General Meeting.

7.4 Quorum for General Meetings

(a) No business may be conducted at a General Meeting unless a quorum of Members entitled to vote is present.

(b) A quorum is 10% of voting Members, present in person or by approved Technology.

(c) If a quorum is not present within 15 minutes of the scheduled start time:

i. if the meeting was called by Members, the meeting lapses;

ii. otherwise, the meeting is adjourned to the same time and day in the following week, unless the chair decides otherwise.

(d) If a quorum is not present within 15 minutes at the adjourned meeting, the Members present form a quorum.

7.5 Making decisions at General Meetings

(a) Decisions at a General Meeting are made by a show of hands, unless a secret ballot is requested.

(b) A secret ballot must be held if the chair decides, or if the majority of Members present ask for one.

(c) If a secret ballot is held, it must be conducted in the manner directed by the chair.

(d) The declaration of the result of a vote is final and must be recorded in the minutes.

(e) Decisions are made by a majority of votes of Members present and entitled to vote (including absentee votes, if absentee votes are allowed).

7.6 Voting

(a) On any question arising at a General Meeting, a voting Member has one vote only.

(b) In the case of an equality of votes on a question at a General Meeting, the President is not entitled to exercise a casting vote in addition to their deliberative vote.

7.7 Absentee voting

(a) If a Member is unable to attend a General Meeting, they may be entitled to vote in absence, via an Absentee Vote, in a format approved by the Board.

(b) Absentee Votes must be provided to the Secretary at least 3 days prior to the meeting.

7.8 Use of technology

(a) General Meetings may be held using Technology approved by the Board, provided Members have a reasonable opportunity to take part.

(b) Members do not need to be physically present at the meeting.

(c) Meetings held using Technology must be run in the way decided by the Board.

8 Minutes

8.1 Meeting minutes

(a) The Secretary must keep accurate minutes of all General Meetings and Board meetings:
   i. in written or electronic form.
   ii. noting the Appointment of Board members under Clause 6.4.
   iii. noting the names of those in attendance at Board meetings and General Meetings.
   iv. noting all proceedings at Board meetings and General Meetings.

(b) The minutes must be recorded within 1 month after the meeting.

(c) The minutes must be confirmed at the next relevant meeting and signed by the chair of that meeting.
   i. Where a Member(s) disputes information contained in the minutes, the dispute must be put to a vote of Members present at the meeting of which the minutes relate.

(d) Once confirmed and signed, the minutes are taken to be a true and correct record of the meeting unless proven otherwise.

(e) Members have the right to inspect General Meeting minutes free of charge in accordance with section 51 of the Act.
   i. A written request must be made by a Member to the Board requesting inspection of the General Meeting minutes.
   ii. The Board must provide an opportunity for the Member to inspect the requested minutes within 1 month of the request being made.

9 Financial matters

9.1 Financial year

The first financial year of the Club shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

9.2 Management of funds

The Club must open at least one account with a financial institution from which all expenditure of the Club is made and into which all the Club's revenue is deposited.

9.3 Accounts to be kept

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

9.4 Prohibition against securing profits for members

The income and capital of the Club 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 Club.

9.5 Appointment of auditor

(a) At each AGM, the Members shall appoint a person to be auditor of the Club.

(b) The auditor shall hold office until the next AGM and is eligible for re-appointment.

(c) If an appointment is not made at an AGM, the Board shall appoint an auditor for the current financial year.

(d) The auditor must meet the requirements set out in sections 35(2) and 35(4) of the Act.

9.6 Accounts to be laid before members

The accounts, together with the auditor's report on the accounts, and the Board's report, shall be laid before Members at the AGM.

10 Constitution and Regulations

10.1 Alteration to Constitution

(a) This Constitution may be altered (including an alteration to the Club's name) by a General Meeting of the Members of the Club. This includes revision or replacement by substitute clauses.
(b) The alteration shall be registered with CBS, which administers the Corporate Affairs Commission, within 1 month.
(c) The registered Constitution shall bind the Club 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.

10.2 Regulations

(a) As a transitional arrangement, the Regulations in force at the date of the approval of this Constitution (as long as such Regulations are not inconsistent with, or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.
(b) The Board may make Regulations for the advancement and administration of the Club.
(c) Regulations may be altered or revoked by the Board. This includes revision or replacement by substitute Regulations.
(d) Regulations are binding on the Club and Members.

11 Winding up

11.1 Voluntary winding up

(a) The Club may be wound up or dissolved in accordance with the Act.
(b) A decision to wind up or dissolve the Club must be approved by a SGM of the Members.
(c) The Board must ensure that the appropriate process is followed with CBS, including voluntary winding up, or voluntary deregistration, as required by the Act.
(d) The Club's registration is cancelled when the winding up or deregistration process is completed in accordance with the Act.

11.2 Application of surplus assets

(a) If after the winding up of the Club there remains surplus assets, such surplus assets must be distributed to any organisation which has similar objects (or is a charitable organisation) and has rules which prohibit the distribution of its assets and income to its members.
(b) Such organisation or organisations must be identified and determined by a resolution of Members at a General Meeting.
(c) In accordance with the Act, surplus assets mean, assets that remain after the liabilities of the Club have been discharged and the costs and expenses of deregistration have been paid.

12 Version Control

Date	*Clauses amended*	*Description of change*	*GM Date*
11-Aug-2026	Entire document	Initial adoption of new Constitution	8-Sep-2026
8-Sep-2026	Delete “, the Members” from 3 (i)	As a not-for-profit it should be clear that the economic success is for the club (not the members)	8-Sep-2026
15-Oct-2026	1 and 2	Change “Inc.” to “Incorporated”	17-Nov-2026