

**THE TROPHY
BOWHUNTING CLUB
OF S.A.
INCORPORATED**



CONSTITUTION

**Under the Club Incorporation
Act 1985 (SA)**

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1. Name

- 1.1. The name of the incorporated club is “**The Trophy Bowhunting Club of S.A**”, referred to herein as ‘the Club’.

2. Definitions

- ‘**committee**’ means the committee of management of the club.
- ‘**general meeting**’ means a general meeting of members of the club convened in accordance with these rules.
- ‘**member**’ means a member of the club.
- ‘**the Act**’ means the Incorporation Act 1985.
- ‘**special resolution**’ means a special resolution defined in the Act.
- ‘**month**’ shall mean a calendar month.

3. Objects or purposes of the club

3.1 The objects of the club are to;

- 3.1.1. Practice Field Archery as a safe, competitive sport.
- 3.1.2. Promote bow hunting as a legitimate activity incorporating the principles of effective game management, conservation and the preservation of the natural environment according to relevant Laws and policies.
- 3.1.3. Promote Archery and associated activities through a structured social and family friendly environment.
- 3.1.4. Conduct programs, which encourage high standards of safety, sportsmanship, friendship, co-operation and ethical conduct.
- 3.1.5. Provide training and coaching for all members in competition archery, bow hunting, bush craft and self-sufficiency skills.
- 3.1.6. Uphold the ideals of Field Archery, actively supporting all persons interested in participating in the sport.
- 3.1.7. Encourage the development of interest and skills among young people and assist disadvantaged persons to broaden their experience through participation in sport.
- 3.1.8. Conduct social activities for the benefit of the Club and its members.

4. Affiliations

- 4.1. The Club may affiliate with associations as resolved at a General Meeting.
- 4.2. Each member, where applicable, shall be required to pay such fees as to maintain membership of the affiliated association.

5. Powers of the Club

- 5.1. The club shall have all the powers conferred by section 25 of the Act.

6. Membership

6.1 Types of Membership

6.1.1. Full Member (financial)

- 6.1.1.1. A Full Member shall enjoy all rights and privileges of the Club and be entitled to put motions and to exercise a vote in Club decisions and shall be eligible to hold Executive Office.

6.1.2. Junior Member (financial)

- 6.1.2.1. A Junior Member being under the age of eighteen (18) years of age shall exercise no vote in Club decisions and may not hold Executive Office.
- 6.1.2.2. Application forms for junior membership shall be endorsed by the applicant's parent or guardian.

6.1.3. Life Member

- 6.1.3.1. A Life Member shall enjoy all rights and privileges of the Club and be entitled to put motions and to exercise a vote in Club decisions and shall be eligible to hold Executive Office. A Life Member shall not be required to pay annual club subscriptions.
- 6.1.3.2. An application for life membership shall be in the form of a written proposal to the committee and be seconded by at least one other member.
- 6.1.3.3. Life membership shall be bestowed only via a General Meeting with 75% of the voting quorum.

6.1.4. Social Member

- 6.1.4.1. A Social Member shall enjoy all social aspects of the club other than participating in archery activities. A Social Member shall not be eligible to hold office or raise motions or exercise any voting privilege.

6.2 Application for Membership

- 6.2.1. An application for membership shall be made via the prescribed application form and signed by the applicant. Upon the acceptance of the application by the committee and upon payment of the first annual subscription, the applicant shall be a member of the club.
- 6.2.2. All members and visitors shall abide by the club constitution and rules and regulations.
- 6.2.3. All members and visitors shall abide by the affiliation, as detailed in 4.2., constitution and rules and regulations.

6.3 Subscriptions

- 6.3.1. The subscription fees for membership shall be such sum (if any) as the members shall determine from time to time at a general meeting.
- 6.3.2. The subscription fees shall be payable annually on 31st December.
- 6.3.3. Any member not having paid subscriptions by the due date will become un-financial, and therefore ineligible to participate in club activities. The committee may grant 30 days grace for payment should a member be suffering financial hardship.
- 6.3.4. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the club, provided always that the committee may reinstate such a person's membership on such terms as it thinks fit.

6.4 Resignations

- 6.4.1. A member may resign from membership of the club by giving written notice to the secretary or public officer of the club. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the club.

6.5 Club Discipline

- 6.5.1. The committee shall be empowered to take such action as necessary to maintain the safety and integrity of the club.
- 6.5.2. Disciplinary action may include expulsion, suspension or additional training and supervision as detailed in the club rules and regulations.

6.6 Expulsion of a member

- 6.6.1. Subject to giving a member the opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct considered to be detrimental to the interests or safety of the club or its members.
- 6.6.2. Particulars of any charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.
- 6.6.3. A member may be suspended pending the determination of the committee where this is felt appropriate by the committee.
- 6.6.4. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall cease to be a member 14 days after the committee has communicated its determination to the member.
- 6.6.5. A member may appeal the expulsion to the club at a committee meeting. The intention to appeal shall be communicated to the secretary or public officer of the club within 14 days after the determination of the committee has been communicated to the member.
- 6.6.6. In the event of an appeal, the appellant's membership of the club shall not be terminated unless the determination of the committee to expel the member is upheld by the club in a committee meeting after the appellant has been heard by the committee; membership will be terminated on the date of the committee meeting at which a determination of the committee is upheld. Following the lodgment of an appeal the committee is to be convened with 14 days for the purpose of determination of foresaid appeal.

6.7 Register of members

- 6.7.1. A register of members must be kept and contain
- The name and address of each member.
 - The date on which each member was admitted to the club, and if applicable, the date of and reason(s) for termination of membership.

7. The Committee

7.1 Powers and duties

- 7.1.1. The affairs of the club shall be managed and controlled by a committee which, in addition to any powers and authorities conferred by this constitution, may exercise all such powers and do all such things as are within the objectives of the club, and are not by the Act or by this constitution required to be done by the club in a general meeting.
- 7.1.2. The committee has the responsibility for the effective management and control of club funds and other property of the club.
- 7.1.3. The committee shall have authority to interpret the meaning of this constitution and any other matter relating to the affairs of the club on which this constitution are deemed silent.
- 7.1.4. The committee shall appoint a public officer as required by the Act.
- 7.1.5. Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change (Form 10) with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, Level 3, Chesser House, 91-97 Grenfell Street, Adelaide 5000; postal address: GPO Box 1719, Adelaide 5001.

7.2 Appointment

- 7.2.1. The **Executive Committee** shall be comprised of a President, Vice President, Secretary and Treasurer.
- 7.2.2. The **General Committee** shall be comprised of a President, Vice President, Secretary, Treasurer and up to five general committee members.
- 7.2.3. General Committee positions may be left vacant as determined by a General Meeting.
- 7.2.4. A committee member shall be a natural person.
- 7.2.5. An Executive Committee appointment shall unless terminated sooner be for a two year term.

- 7.2.6. Each odd year the Vice President and Secretary positions shall be declared vacant and subject to re-election.
- 7.2.7. Each even year the President and Treasurer positions shall be declared vacant and subject to re-election.
- 7.2.8. All Committee positions, other than that of the Executive Committee shall become vacant and subject to re-election at each Annual General Meeting.
- 7.2.9. A retiring committee member shall be eligible to stand for re-election without nomination.
- 7.2.10. A Member shall be eligible to stand for election having nominated at least 14 days before the meeting by delivering the nomination of that person to the secretary of the club. The nomination shall be signed by the proposer and by the nominee.
- 7.2.11. If a nomination for a Committee position is not received in writing, nominations will be accepted from the floor of the Annual General Meeting.
- 7.2.12. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the club and shall be eligible for election to the committee without nomination.

8. Proceedings of Committee

- 8.1. The committee shall meet together for the dispatch of business at least on a monthly basis.
- 8.2. Motions arising at any meeting of the committee shall be decided by a simple majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- 8.3. A quorum for a meeting of the committee shall be a minimum of 75% of the executive committee and two other committee members.
- 8.4. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the club 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 club.
- 8.5. Disqualification of committee members.
 - The office of a committee member shall become vacant if a committee member is:

- disqualified from being a committee member by the Act;
- expelled as a member under this constitution;
- permanently incapacitated by ill health;
- absent without apology from more than four meetings in a financial year.

9. Meetings

9.1 Annual General Meetings

- 9.1.1. The committee shall call an annual general meeting in accordance with the Act and this constitution.
- 9.1.2. The annual general meeting shall be held within five months after the end of its financial year (December).
- 9.1.3. The order of the business at the meeting shall be:
 - confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
 - consideration of the accounts and reports of the committee and the auditor's report
 - election of committee members
 - appointment of auditors
 - next general meeting.

9.2 Special General Meeting

- 9.2.1. The committee may call a special general meeting of the club at any time.
- 9.2.2. Upon a requisition in writing of not less than 5% of eligible voting members, the committee shall convene a special general meeting for the purpose specified in the requisition.
- 9.2.3. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 9.2.4. If a special general meeting is not convened within one month 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.
- 9.2.5. The reasonable expenses of convening and conducting such a meeting shall be borne by the club.

9.3 Notice of general meetings

- 9.3.1. At least 14 days notice of any general meeting or special 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.
- 9.3.2. 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.
- 9.3.3. A notice may be given by the club to any member by serving the member with the notice personally (including by email), or by sending it by post to the address appearing in the register of members.
- 9.3.4. Where a notice is sent by post:
 - i. The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - ii. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

9.4 Proceedings at General Meetings

- 9.4.1. Forty percent of the voting membership (financial members) present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- 9.4.2. 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.
- 9.4.3. The President or Vice President shall preside as chairperson at a general meeting of the club.
- 9.4.4. 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.

9.5 Voting at General Meetings

- 9.5.1. Subject to these rules, every financial member of the club has only one vote at a meeting of the club.
- 9.5.2. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a simple majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 9.5.3. 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.

9.6 Poll at General Meetings

- 9.6.1. 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.
- 9.6.2. 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

- 9.7.1. A **special resolution** as defined in the Act. *where the rules of the association provide for the membership of the association—a resolution passed at a duly convened meeting of the members of the association if at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting*
- 9.7.2. An **ordinary resolution** is a resolution passed by a simple majority at a general meeting.

9.8 Proxies

- 9.8.1. A member shall be entitled to appoint in writing a natural person who is also a member of the club to be their proxy, and attend and vote at any general meeting of the club.

10. Minutes

- 10.1. Proper minutes of all proceedings of general meetings of the club 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 club 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 -
 - A member and another member
 - A member and the club
- 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 of 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. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred. Section 40 of the Act provides that where the committee exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the club, the rules of natural justice must be observed

12. Financial reporting

- 12.1. The financial year of the club shall commence on 1 January and ending on 31 December of each year.
- 12.2. 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.

13. Winding up

- 13.1. The club may be wound up in the manner provided for in the Act.
 - 13.1.1. Application of surplus assets

- 13.1.2. If after the winding up of the club 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. The club may determine to distribute surplus assets to nominated charities. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.
- 13.1.3. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.

14. Constitutional Rules

- 14.1. This constitution may be altered (including an alteration to the club's name) by special resolution of the members of the club. This includes revision or replacement by substitute rules.
- 14.2. Any alteration to Constitutional Rules shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.
- 14.3. The registered rules 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.
- 14.4. The Act provides that an alteration to a rule may be made by special resolution of the club unless other provision is made in the rules.
- 14.5. Note requirements of Section 24(6) and 24(7) of the Act:
- 14.6. Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the club which does not come into force until registered by the Office of Consumer and Business Affairs, Corporate Affairs Commission.

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