

SOUTH AUSTRALIAN  
OLYMPIC COUNCIL INCORPORATED



SOUTH  
AUSTRALIAN  
OLYMPIC  
COUNCIL

CONSTITUTION

## 1 NAME

The name of the incorporated association is the South Australian Olympic Council Incorporated.

## 2 DEFINITIONS

In this constitution, unless the contrary intention appears from the context:

|                            |  |
|----------------------------|--|
| “Act”                      | means the Associations Incorporation Act 1985 of South Australia.  |
| “AOC”                      | means the Australian Olympic Committee Incorporated.   |
| “Body”                     | means an organisation admitted to membership of the Council under Clause 6.  |
| “Constituent Body”         | means a State organisation. governing an Olympic sport or sports in the State in which it operates which is affiliated to a National Federation. |
| “Constitution”             | means this Constitution of the Council.  |
| “Council”                  | means the South Australian Olympic Council Incorporated.   |
| “Delegate”                 | means a person duly elected or appointed by a Body as its representative to the Council.   |
| “Electronic Mail”          | means facsimile or other means of electronic transmission of data approved from time to time by the Executive.                                   |
| “Executive”                | means the Executive elected in accordance with the Constitution.   |
| “Director”                 | means the chief administrative and financial official of the Council (however entitled) appointed by the Executive pursuant to clause 17.        |
| “Financial Statement”      | means the Statement of Financial Performance, Statement of Financial Position, Statement of Cash Flows and the Notes thereto.                    |
| “IOC”                      | means the International Olympic Committee.   |
| “Independent Auditor”      | means an auditor appointed by the Council and who is eligible to be so appointed pursuant to the Act.  |
| “International Federation” | means an international non-governmental organisation recognized as an international federation by the IOC pursuant to the Olympic Charter.       |
| “Life Member”              | means those members described in Clause 6.4.   |
| “Mail”                     | means post or Electronic Mail.   |
| “Member”                   | means the persons and organisations who are members of the Council pursuant to clause 6.1.   |

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| “National Federation”           | means an Australian organisation affiliated to an International Federation and governing a sport or sports included in the programme of the Olympic Games or the Olympic Winter Games and, as such, having membership of the AOC.   |
| “Office Bearers”                | means those positions described in Clause 12.2(1).  |
| “Olympian”                      | means any athlete who attended as an Olympic Team member for any Olympic Games or Olympic Winter Games of the National Olympic Committee or any country affiliated to the IOC.  |
| “Olympians Club”                | means the organisation constituted in the State that is interested in and associated with Olympians and the Olympic Movement and recognised as such by the Executive of the AOC.  |
| “Olympic Charter”               | means the constitution laws of the IOC as amended from time to time and being the codification of the Fundamental Principles, Rules and By-Laws adopted by the IOC. It governs the organisation and operation of the Olympic Movement and stipulates the conditions for the celebration of the Games. |
| “Olympic Games”                 | means the Olympic Games of an Olympiad convened by the IOC.   |
| “Olympic Winter Games”          | means the Olympic Winter Games convened by the IOC.   |
| “Recognised Organisation”       | means an Australian organisation affiliated to an International Federation and governing a sport or sports not included in the programme of the Olympic Games or the Olympic Winter Games and, as such, having membership of the AOC.   |
| “Regional Games”                | means regional, continental or world multi-sports competition patronised by the IOC.  |
| “Special Majority”              | means a majority on an issue of not less than three-fourths of the number of Voting Persons.  |
| “State”                         | means the State of South Australia.   |
| “State Recognised Organisation” | means a South Australian organisation exercising a real and specific sports activity and both affiliated to a Recognised Organisation and Associate Body as that term is defined in the AOC constitution.   |
| “Voting Person”                 | means a person entitled to vote at a General Meeting of the Council in accordance with Clause 9.  |

### **3 INTERPRETATION**

- 3.1 Where this Constitution is inconsistent with the Constitution, By-Laws or Directive of the AOC, the latter will prevail, and this Constitution, to the extent of the inconsistency, will be invalid.
- 3.2 Any dispute or difference as to the meaning of this Constitution must be referred to the Executive for determination.

- 3.3 Words of the plural number will include the singular and vice versa.
- 3.4 Words of the masculine gender will include the feminine and vice versa.
- 3.5 Where reference is made to a specific Rule or By Law to a Rule of the Olympic Charter, such reference is to the version of the Olympic Charter in force as from 4 July 2003.
- 3.6 Where reference is made to a State such reference will include a Territory of the Commonwealth of Australia.

#### **4 FUNDAMENTAL PRINCIPLES OF OLYMPISM**

- 4.1 Modern Olympism was conceived by Pierre de Coubertin, on whose initiative the International Athletic Congress of Paris was held in June 1894. The IOC constituted itself on the 23rd day of June 1894. In August 1994, the XII Congress, Centennial Olympic Congress, which was entitled “Congress of Unity”, was held in Paris.
- 4.2 Olympism is a philosophy of life, exalting and combining in a balanced whole the qualities of body, will and mind. Blending sport with culture and education, Olympism seeks to create a way of life based on the joy found in effort, the educational value of good example and respect of universal, fundamental ethical principles.
- 4.3 The goal of Olympism is to place everywhere sport at the service of the harmonious development of man, with a view to encouraging the establishment of a peaceful society concerned with the preservation of human dignity. To this effect, the Olympic Movement engages, alone or in cooperation with other organisations and within the limit of its means, in actions to promote peace.
- 4.4 The Olympic Movement, led by the IOC, stems from modern Olympism.
- 4.5 Under the supreme authority of the IOC, the Olympic Movement encompasses organisation, athletes and other persons who agree to be guided by the Olympic Charter. The criterion for belonging to the Olympic Movement is recognition by the IOC. The organisation and management of sport must be controlled by the independent sport organisations recognised as such.
- 4.6 The goal of the Olympic Movement is to contribute to building a peaceful and better world by educating youth through sport practised without discrimination of any kind and in the Olympic spirit, which requires mutual understanding with the spirit of friendship, and fair play.
- 4.7 The activity of the Olympic Movement, symbolised by five interlaced rings, is permanent and universal. It covers the five continents. It reaches its peak with the bringing together of athletes of the world at the great sport festivals, the Olympic Games and the Olympic Winter Games.
- 4.8 The practice of sport is a human right. Every individual must have the possibility of practising sport in accordance with his or her needs.
- 4.9 The Olympic Charter is the codification of the Fundamental Principles, Rules and By-Laws adopted by the IOC. It governs the organisation and operation of the Olympic Movement and stipulates the conditions for the celebration of the Olympic Games.

## **5 OBJECTS**

The objects of the Council are to:

- 5.1 assist the AOC in raising funds for Australian athletes to prepare and participate in Olympic Games and Olympic Winter Games;
- 5.2 liaise with State Governments, Departments and Institutes of Sports;
- 5.3 provide a monitoring programme for the protection of Olympic insignia;
- 5.4 assist the Olympians Club by providing administrative and personnel support;
- 5.5 liaise with education authorities concerning the Olympic Movement and provide Olympic educational material when required;
- 5.6 promote Olympism in their State;

## **6 MEMBERSHIP**

6.1 Membership of the Council will consist of:

- (1) the members of the Executive (other than the Director);
- (2) Constituent Bodies;
- (3) State Recognised Organisations;
- (4) the Olympians Club; and
- (5) Life Members.

6.2 A Constituent Body will be admitted to, and retain Membership upon it governing an Olympic sport or sports in the State in which it operates which is affiliated to a National Federation

provided that only one Constituent Body for each branch of sport may be admitted to Membership. A Member so admitted will be announced at the next following General Meeting.

6.3 The Council may, at a General Meeting, approve by Special Majority the admission of any new Member other than a Constituent Body, provided that should such new Member be a State Recognised Organisation, then such admission may be only for a specified period as determined by the Council, and provided that only one State Recognised Organisation of each branch of sport may be admitted to membership.

6.4 Life Membership of the Council may be conferred by Special Majority on the recommendation of the Executive upon:

- (1) any Office Bearer or Delegate who has held such position for a period of not less than ten years and has rendered outstanding service to the Council and the Olympic Movement; and

- (2) any other person who has for a period of not less than ten years rendered outstanding service to the Council, Olympic Movement or sport; provided that
- (a) not more than two Life Members may be elected in any two year period;
  - (b) the Executive recommends conferring the Life Membership and notice of such recommendation is given to all Members and Voting Persons not less than twenty-one (21) days prior to the date of the General Meeting;
  - (c) the election of a Life Member will require a Special Majority;
  - (d) a Life Member will not be entitled to vote unless being a member of the Executive or a Delegate of a Constituent Body in which case having the voting rights attached to such position;
  - (e) a Life Member will be eligible for election for any office of the Council and upon election shall be entitled to vote within the Executive;
  - (f) a Life Member will be presented with such badge or medallion as may be determined by the Executive.

## **7 POWERS**

Subject to the Constitution, the Council will have full power, jurisdiction and authority to do all things necessary to carry out the business, the affairs and objects of the Council, including, but without limitation, the power to appoint Delegates to the AOC to express at meetings of the AOC the views of the Council.

## **8 GENERAL MEETINGS**

- 8.1 The Council in general meeting will comprise:
- (1) the Executive;
  - (2) Constituent Bodies each represented by one delegate;
  - (3) State Recognised Organisations each represented by one delegate;
  - (4) the Olympians Club represented by one delegate; and
  - (5) Life Members.
- 8.2 Each delegate cannot represent more than one Body within the Council.
- 8.3 The Council will meet at least once a year, provided that the Executive will convene the Annual General Meeting before the 30th day of April in any year.
- 8.4 Additional General Meetings will be convened by the Director when so directed by the Executive or upon a written request of not less than ten (10) Constituent Bodies.
- 8.5 The business of the Annual General Meeting will include:
- (1) in an Annual General Meeting convened in a year following an Olympic Games:

- the election of the Office Bearers and the remaining elected members of the Executive.
- (2) in all Annual General Meetings other than that convened in the year following an Olympic Games:
- the election of any person to replace a casual vacancy in the positions of Office Bearer and the remaining elected members of the Executive.
- (3) in all Annual General Meetings:
- the presentation by the Director of the Annual Report, the Financial Statements of the Council and the Independent Auditor's Report thereon which documents will be circulated with the Agenda;
  - the appointment of the Independent Auditor if there is a vacancy in the office of the auditor of the Council;
  - the election of any new members pursuant to clauses 6.3 and 6.4.
- 8.6 A quorum will consist of at least one-third of the Constituent Bodies represented by one delegate each.
- 8.7 A notice of a General Meeting will be given by Mail at least thirty (30) days prior to that meeting to each member of the Executive, each Delegate, each secretary of each Body and Life Members. The accidental omission to give notice of any meeting to any person or Body entitled to receive such notice will not invalidate any resolution passed thereat.
- 8.8 The agenda and Financial Statements for a General Meeting will be given by Mail by the Director at least fourteen (14) days prior to the meeting to each member of the Executive, each Delegate, each secretary of each Body and Life Members.
- 8.9 Notwithstanding the provisions of Clause 8.9, the Executive may, in its absolute discretion and at any time, include additional items on the agenda of a meeting where it is of the opinion that such additional items warrant inclusion.
- 8.10 A visitor, defined as any person other than a person indicated in Clause 8.1 may, at the absolute discretion of the President, attend a meeting of the Council but will not take part in the proceedings unless by a direct invitation of the chairperson nor have a vote.

## **9 VOTING**

- 9.1 Voting Persons are the Delegates of Constituent Bodies and the members of the Executive. Each Voting Person will be entitled to one vote on every motion or amendment thereof.
- 9.2 Where a Voting Person is present at a meeting of the Council in more than one capacity which entitles them to vote, that Voting Person is only entitled to one vote.
- 9.3 The chairperson of the Meeting will have a casting vote in addition to a deliberative vote.
- 9.4 Each vote will be given personally.

## **10 PROXIES**

In the event of a Delegate being unable to attend a meeting of the Council, a proxy Delegate may be appointed in writing or by Electronic Mail from the secretary or other authorized officer of the relative Body. The appointment notice will be tendered at the time of the commencement of the meeting.

## **11 MAIL VOTES**

11.1 Subject to the Constitution, a resolution will be submitted to a Mail vote when directed by the Executive where it determines that this is appropriate given the expediency of a Mail vote and urgency of the matter in question.

11.2 Any such Mail vote will be in accordance with the following procedure:

- (1) the Director will, upon receipt of the directive as aforesaid, forthwith dispatch, in accordance with Clause 28 a copy of the resolution to each Body and each Voting Person.
- (2) such dispatch will, at the decision of the President, be either by post or by Electronic Mail and will be accompanied by a notice stating the date upon which the voting will close and whether the voting is by post or Electronic Mail.
- (3) all votes must be received by the Director in the case of:
  - (a) postal votes - within fourteen (14) days; and
  - (b) Electronic Mail - within 48 hours of receipt of the resolution and notice or unless otherwise advised pursuant to Clause 11.2(2).

11.3 Upon the close of voting, the Director will forthwith examine the votes as received and forthwith convey by Mail to each Body and each Member the results of the voting so received by him or her.

11.4 In the event of an equal number of votes for and against being recorded the resolution will be deemed to be not carried.

11.5 A vote on any resolution so taken in accordance with this Clause 11 will be as valid and binding in all respects as if the same had been taken in due manner at a duly convened Meeting and will be recorded in the minutes.

## **12 THE EXECUTIVE**

12.1 Each member of the Executive will not represent any particular body or sport and will represent the Olympic Movement at large.

12.2 The Executive of the Council will be:

- (1) the Office Bearers comprising:
  - (a) the President;
  - (b) two Vice Presidents;
- (2) four Executive members elected from those nominated by the Bodies;



- (3) one Delegate from the Olympians Club; and
- (4) Director.

12.3 Each of the four Executive members elected from those nominated by the Bodies must either be:

- (1) a member of a Body; or
- (2) approved and have the support of the Body it was nominated by;

If a member of the Executive does not meet the requirements of 12.3(1) or 12.3(2) they will not be eligible to be elected or to remain in office.

12.5 The Office Bearers and those members of the Executive elected at the Annual General Meeting first convened after an Olympic Games will hold office until the conclusion of the Annual General Meeting first convened after the next succeeding Olympic Games.

12.6 Nominations for Office Bearers and members of the Executive may be made by any Body and will be submitted in writing to the Director not less than 21 days prior to the Annual General Meeting. Each nomination will be signed by the person nominated. The Director will cause such nominations to be included in the agenda of the Annual General Meeting in question.

12.7 In the event that:

- (1) there is more than one candidate for the position as President, then such position will be elected by exhaustive ballot;
- (2) the number of candidates for the positions as Vice Presidents exceed two, then such positions will be decided by separate exhaustive ballots;
- (3) the number of candidates for members of the Executive, other than Office Bearers, exceed the number of positions available, then such positions will be divided by separate exhaustive ballots.

12.8 Exhaustive ballots will be conducted in accordance with the following rules:

- (1) all Voting Persons will write on their ballot papers the name of the candidate they most prefer. Such votes will then be counted and if any candidate has an absolute majority of formal votes cast, such candidate will be elected to office;
- (2) if no candidate receives an absolute majority of formal votes cast as aforesaid, the candidate who receives the least number will be eliminated provided that if a candidate receives no votes, such candidate, together with the candidate who receives the least number of votes, will be eliminated;
- (3) a further ballot or ballots will then be conducted between the remaining candidates in accordance with the rules herein set out until one candidate receives an absolute majority of formal votes cast and upon a candidate receiving an absolute majority of formal votes cast as aforesaid such candidate will be elected to office;
- (4) if, after a ballot has been conducted, any two or more candidates received an equal number of votes and it is necessary for one of them to be eliminated, then a special ballot will be held to decide which of such candidates will be eliminated;
- (5) if, after a special ballot as aforesaid has been conducted between three or more candidates, no candidate has received a greater number of votes than the other

candidates, then the chairperson will nominate one candidate who will not be eliminated and a further special ballot will be held between the candidates not so nominated to determine which of them will be eliminated;

- (6) if on any ballot between two candidates such candidates receive an equal number of votes, then the chairperson will have a casting vote to decide the issue between such candidates;
  - (7) at any time when it is necessary for a candidate to be eliminated the chairperson will only declare the name of the candidature or candidates to be eliminated and will not disclose the number of votes received by any candidate;
  - (8) at the conclusion of voting the chairperson will declare the result of each ballot in the following manner, namely the chairperson will state the number of ballot papers issued with respect of each ballot, the number of formal votes cast in each ballot and the number of votes received by each candidate; and
  - (9) the chairperson of the meeting at which an election is to be held may conduct the election by electronic voting or other means of digital recording of votes in order to effect the above provisions;
  - (10) notwithstanding anything in this rule to the contrary, those Voting Persons present at any meeting at which an election is to be held in accordance with this rule may by unanimous resolution, waive the application of the foregoing provisions and substitute therefore, for the election only, such other method of voting that may unanimously be agreed upon.
- 12.9 The Executive will meet as often as is necessary to conduct its business but at least three times per year. A meeting of the Executive will be convened by the Director upon request by the President or when three members of the Executive consider it necessary.
- 12.10 The quorum at a meeting of the Executive will be five persons, comprising at least two of the Executive members other than Office Bearers.
- 12.11 The Executive will be indemnified from the funds of the Council in respect of any liability that they collectively or individually may incur as a result of any decision taken or act made in accordance with their powers pursuant to the Constitution.
- 12.12 For the purpose of this Constitution the office of a member of the Executive becomes vacant if the Member:
- (1) dies;
  - (2) resigns his office in writing addressed to the Director;
  - (3) is removed from office pursuant to Clause 14.3 or 14.4; or
  - (4) becomes of unsound mind or a person whose estate is liable to be dealt with any way under the laws relating to mental health.

### **13 POWERS OF THE EXECUTIVE**

- 13.1 Between meetings of the Council and subject to the Constitution, the power, management and control of the Council will be vested in the Executive, provided that any action taken by virtue of this clause will be recorded in the minutes of the Executive.
- 13.2 The Executive will have the authority to employ, on terms and conditions determined by the Secretary-General of the AOC, such salaried officers and staff as are necessary to carry out the management and administrative responsibilities of the Council and who are also approved by the Secretary-General of the AOC.
- 13.3 The Executive may, subject to the approval of the Secretary-General of the AOC, make such By-Laws as are necessary and convenient to give effect to this Constitution and the proper conduct of Members and persons associated with the Olympic Movement in the State, provided however that where any of such By-Laws are inconsistent with this Constitution then to the extent of such inconsistency this Constitution will prevail. As a condition of membership, all Members are bound to observe and comply with all By-Laws made by the Executive.
- 13.4 The Executive may appoint commissions and committees, not necessarily out of their number, and refer to such commissions and committees any business for enquiry, report and action.

### **14 CASUAL VACANCIES**

- 14.1 In the event of any vacancy occurring in any of the positions of Office Bearer, the Executive will elect from amongst its Members a replacement, which replacement will hold office until the conclusion of the next Annual General Meeting. At that Annual General Meeting the Council will elect a replacement Office Bearer who will hold office for the balance of the term of the original Office Bearer he replaces. Any Executive member appointed by the Executive pursuant to this clause will be eligible for election by the Council.
- 14.2 In the event of a vacancy occurring in the office of an elected Executive member, other than the Office Bearer, then the Executive will invite nominations from the Constituent Bodies for such replacement. Such nominations will be made within 30 days of the date of posting the invitation and the Executive will elect from such nominations the Member who will hold office until the conclusion of the next Annual General Meeting of the Council. At the next Annual General Meeting the Council will elect a replacement Executive member who will hold office for the balance of the term of the original Executive member. Any person elected by the Executive pursuant to this Clause will be eligible for election by the Council.
- 14.3 Any Office Bearer, any other member of the Executive, or any person representing the Council or any other Body may be removed from office by a vote of a Special Majority at a General Meeting of which due notice has been given.
- 14.4 Any person found to have committed a doping offence contrary to the Anti-Doping By-Law of the AOC is ineligible to hold any position on the Council, whether as an Office Bearer or as a member of the Executive, any commission or committee or otherwise whilst subject to sanction for that doping offence.

### **15 PRESIDENT**

The President will represent the Council and will preside as Chairman over each meeting of the Council or the Executive.

**16 TWO VICE PRESIDENTS**

- 16.1 The two Vice-Presidents will carry out the function of the President in the absence of the latter or under delegation by the President.
- 16.2 If the two Vice-Presidents are unable to so act, in the absence of the President, at a meeting of the Council or the Executive, then the meeting will elect from amongst the persons present a chairperson of that meeting.

**17 DIRECTOR**

- 17.1 The Director will be appointed by the AOC on the recommendation of the Executive and will serve as the chief administrative and financial officer of the Council and will perform such duties as are determined from time to time by the Executive.
- 17.2 Except as otherwise provided in this Constitution, the Director will keep in his or her custody or under his or her control all books, documents and securities of the Council. All accounts, books, securities and any other relevant documents of the Council will be available for inspection free of charge by any Member upon request and a Member may make a copy thereof.

**18 PUBLIC OFFICER**

The Executive will appoint a person resident in the State to be the Public Officer in accordance with the Act and failing such appointment, the Director will be the Public Officer.

**19 REGISTER OF MEMBERS**

- 19.1 The Director will establish and maintain a register of Members in which will be entered the full name, address and date of entry of Member and the Delegate of Members who are Bodies.
- 19.2 The Register will be kept at the principal place of administration of the Council and will be open for inspection, free of charge, by any Member at any reasonable hour.
- 19.3 Copies of the minutes of meetings at which elections or replacement of Members have taken place, certified as true copies by the President and Director, will be sent to the AOC.

**20 ORDER OF MERIT AND HONORARY OFFICERS**

- 20.1 An award, to be known as Order of Merit, may be conferred upon any person who, in the opinion of the Executive, has achieved remarkable merit in the sporting world, either through personal achievement or contribution to the development of sport provided that not more than two Orders of Merit may be awarded in any year.
- 20.2 The Executive may appoint any person to be an Honorary Officer of the Council where the Executive determines that such appointment is of benefit to the Council or in recognition of outstanding service to the Council, the Olympic Movement and/or sport. Any person so appointed will hold office until the Annual General Meeting convened in the year following the Olympic Games next occurring after such appointment.
- 20.3 Honorary Officers will be entitled to attend General Meetings but not to vote.

## **21 DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

### 21.1 If:

- (1) a Constituent Body ceases to be affiliated to a National Federation or if the National Federation to which the Constituent Body is affiliated ceases to be a member of the AOC;
- (2) a State Recognised Organisation ceases to be affiliated to a Recognised Organisation or if the Recognised Organisation to which the State Recognised Organisation is affiliated ceases to be a member of the AOC; or
- (3) a State Recognised Organisation is removed from membership by a vote of a special majority at a general meeting;

then such Bodies will automatically cease to be a Member from the happening of such events.

21.2 Where a Body breaches this Constitution or any By-Laws made hereunder, then such Bodies will be liable to suspension from Membership or such other sanction (including a fine) as the Executive in its absolute discretion determines and will also be liable to expulsion from Membership by a Special majority at a General Meeting.

21.3 Where a person (whether or not a Member):

- (1) is found by the Executive to have:
  - (a) breached this Constitution or any By-Law made pursuant to clause 13.3;
  - (b) breached any agreement between that person and the Council; or
  - (c) neglected or knowingly jeopardised the interests of the Council or acted in a way which is unworthy of the Council;

or
- (2) in the case of a member of the IOC, is found by the IOC to have neglected or knowingly jeopardised the interests of the IOC or acted in a way which is unworthy of the IOC; the Executive may in its absolute discretion determine that the person is ineligible for membership of the Council or to receive funding from or to hold any position on the Council for such period as the Executive in its absolute discretion determines.

21.4 A Member or other person dissatisfied of a decision made in relation to it under clauses 21.2 or 21.3:

- (1) may appeal to the Court of Arbitration for Sport within 14 days of receiving written notification of the decision and may not institute any other form of appeal nor maintain proceedings in any other court or tribunal;
- (2) surrenders any right they may have to commence proceedings in a court in relation to any such dispute or to file any appeal, review or recourse to any court or other judicial authority from any arbitral award, decision or ruling issued by the Court of Arbitration for Sport. In particular, and without restricting the generality of the foregoing and for further and better assurance notwithstanding that such provisions have no applicability, the Member or other person concerned will have no right of appeal under the Commercial Arbitration Act 1986 (SA) or equivalent in any of the Australian states or to apply for the determination of a question of law under such Commercial Arbitration Act or equivalent in any of the Australian states.

- 21.5 The sole grounds of appeal against a decision of the Executive under clause 21.4 are that the decision was affected by actual bias or is obviously or self evidently so unreasonable or perverse that it can be said to be irrational.
- 21.6 Any appeal pursuant to clause 21.4 will be heard by the Appeals Arbitration Division of the Court of Arbitration for Sport and conducted pursuant to the Code of Sports-Related Arbitration. The Court of Arbitration for Sport will rule on its jurisdiction and has exclusive power to order provisional and conservatory measures. The decisions of the Court of Arbitration for Sport will be final.
- 21.7 A Member may resign as a member of the Council, by giving thirty (30) days written notice thereof to the Director, provided that such resignation will not affect the rights and duties of the Member as at the date of resignation.

## **22 AMENDMENTS TO THE CONSTITUTION**

- 22.1 Any addition to, amendment or rescission wholly or in part of the constitution may only be made at a General Meeting by resolution:
- (1) of which 30 days notice in writing has been given to the Director,
  - (2) of which a copy of such notice has been forwarded to each Voting Person and Member at least 14 days before the General Meeting; and
  - (3) which has been passed by a Special Majority in General Meeting.
- 22.2 Amendments to the Constitution, certified as true copies by the President and the Director, will be communicated to the AOC with a request for approval. No amendments will be valid and effective until it is approved by the AOC in writing.

## **23 FUNDS**

- 23.1 Subject to clauses 24.2 and 24.3, the funds of the Council will be derived from annual subscriptions, donations and other sources as the Executive determines.
- 23.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by any two persons nominated by the Executive.

## **24 FINANCE**

- 24.1 The financial year of the Council will commence on the 1st day of January and end of the 31st day of December in each calendar year.
- 24.2 Each Body will pay such annual subscription as is prescribed by the Council from time to time in the General Meeting. Each such annual subscription will be payable on the 1st day of March in each year. The Council may only raise funds on behalf of the AOC and subject to the AOC's control and direction at all times. In so raising funds, the Council will provide to the Secretary-General of the AOC precise details of such fund-raising activities including timing, financial arrangements, proposed budget, artwork, prizes, publicity and general plans of operation.
- 24.3 The Council may, with the prior knowledge and approval of the Executive of the AOC retain:
- (1) moneys granted to the Council by the State Government where such grant(s) are for the purpose of assisting in the administration of the Council or for the purpose of assisting sport in the State; and

- (2) moneys from fund-raising conducted by the Council in order to assist in the administration of the Council.
- 24.4 All receipts and payments will pass through a bank account or accounts approved by the Executive.
- 24.5 The Financial Statements of the Council will be presented by the Director to the Annual General Meeting of the Council and circulated to all Members.
- 24.6 The Financial Statements will be audited by an Independent Auditor and the Council will provide to the AOC on or before 31 March in any year such audited Financial Statements, both in respect of fund-raising and the Council's general activities.
- 24.7 The Independent Auditor will be appointed by the Council at the Annual General Meeting and will hold office until removal or resignation or, in the case of an individual, death or expiration of five years since appointment. The Independent Auditor may only be removed by the Council pursuant to the procedure described in section 329 of the Corporations Act 2001 (other than in respect of notification to the Australian Securities and Investments Commission and the requirement of the Australian Securities and Investments Commission to consent to the Independent Auditor's resignation or its power to make orders).
- 24.8 In the event that there is a vacancy in the office of the Independent Auditor between Annual General Meetings, the Executive will appoint a person or firm as Independent Auditor to hold office until the conclusion of the next Annual General Meeting.
- 24.9 The Executive may cause the Financial Statements of the Council, the Independent Auditor's report thereon and the annual report to be posted onto the website of the Council, if any.

## **25 RESOLUTION OF INTERNAL DISPUTES**

- 25.1 Subject to clauses 3 and 21, any dispute that arises between:
  - (1) two (2) or more Members; or
  - (2) Member and the Council;
 will be addressed according to this clause.
- 25.2 If the dispute is not resolved between the parties within 14 days of it coming to the attention of all the parties, then it will be referred to the Secretary-General of the AOC for determination. In reaching a determination, the Director may delegate the matter to his or her nominee but must accord procedural fairness to the parties.
- 25.3 Should a Member be dissatisfied as to the determination of the AOC, the Member concerned:
  - (1) may appeal to the Court of Arbitration for Sport within 14 days of receiving written notification of the determination and may not institute any other form of appeal nor maintain proceedings in any other court or tribunal;
  - (2) surrenders any right they may have to commence proceedings in a court in relation to any such dispute or file any appeal, review or recourse to any court or other judicial authority from any arbitral award, decision or ruling issued by the Court of Arbitration for Sport. In particular, and without restricting the generality of the foregoing and for further and better assurance notwithstanding that such provisions have no applicability, the Member or other person concerned will have no right of appeal under the Commercial Arbitration Act 1986 (SA) the or to apply for the determination of a question of law under the Commercial Arbitration Act 1986 (SA) *the*.

- 25.4 The sole grounds of appeal against a determination under clause 25.3 are that the decision was affected by actual bias or is obviously or self evidently so unreasonable or perverse that it can be said to be irrational.
- 25.5 Any appeal from a determination under clause 25.3 will be heard by the Appeals Arbitration Division of the Court of Arbitration for Sport and conducted pursuant to the Code of Sports-Related Arbitration. The Court of Arbitration for Sport will rule on its jurisdiction and has exclusive power to order provisional and conservatory measures. The decisions of the Court of Arbitration for Sport will be final.

## **26 SEAL**

- 26.1 The Common Seal of the Council will be kept in the custody of the Director.
- 26.2 The Common Seal will not be affixed to any instrument except by the authority of the Executive and the affixing of the Common Seal will be attested by the signatures of any two members of the Executive.
- 26.3 The Director will record the use of the common seal in the minutes of the Executive and the seal register of the Council.

## **27 NOTICE**

- 27.1 A notice may be given by the Council to any Member either by serving it personally or sending it by post or Electronic Mail at the address shown in the register of the Members or the address supplied by the Member for the giving of notices. Communication other than by means of post or Electronic Mail can only be used if the Executive has given its prior approval in writing.
- 27.2 If a notice is sent by:
- (1) post, service of the notice is deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to be effected, on the third business day after the date of its posting. A notice sent by post to an overseas Member must be forwarded by air mail;
  - (2) facsimile transmission, service of the notice is deemed to be effected by properly addressing the facsimile transmission and transmitting it to the number supplied to the Council for that purpose and to be effected on the next business day after the date of its transmission; and
  - (3) email service of the notice is deemed to be effected by properly addressing the email address and transmitting it to the address supplied to the Council for that purpose and to be effected on the next business day after the date of transmission unless the Council is advised that the transmission failed to send to the addressee.

## **28 WINDING UP OR CANCELLATION**

In the event of the winding up or cancellation of the incorporation of the Council and there remains after the satisfaction of all its debts and liabilities any property whatsoever the same will not be paid to or distributed amongst the Members but will be given or transferred in such manner as the AOC may in writing direct and in the event that there is no such direction, such property will be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Council and which will also prohibit the distribution of its or their property amongst its or their members such institutions to be determined by the Members at or before the time of dissolution or in default thereof by the Chief Judge of such Court as may have or require jurisdiction in this matter.