

ASSOCIATIONS INCORPORATION ACT 1985 (SA)

Nuriootpa Hockey Club Constitution

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TABLE OF CONTENTS

1. NAME OF ASSOCIATION	3
2. DEFINITIONS AND INTERPRETATION.....	3
3. OBJECTS OF THE CLUB	5
4. POWERS OF THE CLUB	5
5. MEMBERS.....	5
6. CESSATION OF MEMBERSHIP	7
7. DISCIPLINE AND DISPUTE RESOLUTION.....	8
8. SUBSCRIPTIONS AND FEES.....	8
9. POWERS OF THE COMMITTEE	9
10. COMPOSITION OF THE COMMITTEE.....	9
11. COMMITTEE MEMBERS.....	9
12. VACANCIES ON THE COMMITTEE	10
13. MEETINGS OF THE COMMITTEE	11
14. SUBCOMMITTEES.....	11
15. DELEGATES TO OTHER COMMITTEES	11
16. SEAL	12
17. ANNUAL GENERAL MEETING.....	12
18. SPECIAL GENERAL MEETINGS.....	12
19. NOTICE OF GENERAL MEETING	12
20. BUSINESS.....	13
21. PROCEEDINGS AT GENERAL MEETINGS	13
22. VOTING AT GENERAL MEETINGS.....	13
23. RECORDS AND ACCOUNTS	14
24. FINANCES AND PROPERTY.....	14
25. WINDING UP	15
26. DISTRIBUTION OF ASSETS ON WINDING UP.....	15
27. ALTERATION OF CONSTITUTION.....	15
28. REGULATIONS	15
29. NOTICE	16
30. INDEMNITY	16
31. TRANSITIONAL PROVISIONS.....	17

ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

of

NURIOOTPA HOCKEY CLUB

1. NAME OF ASSOCIATION

The name of the incorporated association is "Nuriootpa Hockey Club Incorporated" ("**Club**").

2. DEFINITIONS AND INTERPRETATION

In this Constitution unless the contrary intention appears: "**Act**" means the *Associations Incorporation Act 1985 (SA)*.

"**Associate Member**" means a person admitted as an associate member under clause 5.

"**Annual General Meeting**" means a meeting of the kind described in clause 17(a).

"**Committee**" means the body consisting of the Committee Members and constituting the committee for the purposes of the Act.

"**Constitution**" means this constitution of the Club.

"**Committee Member**" means a member of the Committee and includes elected Committee Members and any person acting in that capacity from time to time appointed in accordance with this Constitution.

"**Financial year**" means the period of 12 months commencing on 1 November and ending on 31 October each year.

"**General Meeting**" means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.

"**Honorary Member**" means a person admitted as an honorary member under clause 5.

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

"**Junior Member**" means a person admitted as a junior member under clause 5.

"**Life Member**" means an individual appointed as a life member of the Club under clause 5.

"**Member**" means a member for the time being of the Club.

"**Office Bearers**" means the President, Vice President, Treasurer and Secretary of the Club elected under clause 11.

"**Objects**" means the objects of the Club in clause 3.

“Ordinary Resolution” means:

- (a) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
- (b) at a meeting of the Committee or a subcommittee of the Committee, a resolution passed by a majority of those present, entitled to vote and voting.

“Region” means the Barossa Valley and surrounding districts.

“Regulation” means a rule, regulation, by-law or policy made by the Committee under this Constitution.

“RSO” means the Regional Sporting Organisation – the Barossa Valley Hockey Association Inc.

“Seal” means the common seal of the Association.

“Senior Member” means a person admitted as a senior member of the Club under clause 5.

“Special General Meeting” means a general meeting of Members convened in accordance with clause 18.

“Special Resolution” means a resolution passed at a General Meeting of the Members if:

- (a) at least twenty-one (21) days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of not less than three-quarters of Members present, entitled to vote and voting.

“Sport” means the sport of hockey.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) all Members must be a natural person;
- (f) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and
- (g) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.3 Resolutions

Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Committee or a sub-committee of the Committee, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.

2.4 The Act

- (a) Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE CLUB

The Objects of the Club are to:

- (a) encourage, promote and advance the Sport throughout the Region;
- (b) enter teams of Members in competitions in the Sport;
- (c) maintain and enhance the reputation of the Sport and the standards of play and behaviour of Members; and
- (d) undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE CLUB

For furthering the Objects, the Club has the specific rights, powers and privileges conferred on it by section 25 of the Act.

5. MEMBERS

5.1 Categories of Members

The Members of the Club consist of:

- (a) Life Members;
- (b) Senior Members;
- (c) Junior Members;
- (d) Associate Members; and
- (e) Honorary Members.

5.2 Admission of Members

- (a) A candidate for membership must apply to the Committee in writing.
- (b) The application must:
 - (i) be in a form approved by the Committee;

- (ii) contain full particulars of the name and address and contact details of the applicant; and
- (iii) contain any other information required by the committee.

5.3 Discretion to accept or reject application

- (a) The Committee Members may accept or reject an application whether the applicant has complied with the requirements in clause 5.2 or not. The Committee Members are not required, nor can they be compelled to provide, any reason for rejection.
- (b) Membership begins on the later to occur of:
 - (i) acceptance of the application by the Committee Members; or
 - (ii) payment of any fees payable by the new Member.

5.4 Life Members

- (a) Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Sport in South Australia.
- (b) Any Member may recommend a person for Life Membership by notice in writing to the Committee. A recommendation made under this clause must include a written report outlining the history of services of the nominee.
- (c) A person may be appointed a Life Member only by majority vote of a group comprising the Office Bearers and at least three current Life Members. All current Life Members will receive notice of an impending selection meeting and all attending Life Members will have voting rights.
- (d) Voting for the awarding of Life Membership must be by secret ballot.

5.5 Senior Member

A Senior member shall be a person who has attained the age of 18 years and is a registered player for the Club.

5.6 Junior Member

A Junior Member shall be a person who has not yet attained the age of 18 years and is a registered player for the Club.

5.7 Associate Member

An Associate Member shall be a person who has attained the age of 18 years and is a non-player/supporter of the Club.

5.8 Honorary Member

Honorary Membership may be conferred by the committee upon any other person if it is considered that such action is in the interests of the Club. Tenure of membership will be defined by the Committee.

5.9 Obligations of Members

Each Member must:

- (a) maintain and enhance the standards, quality and reputation of both the Club and the Sport; and
- (b) not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club.

5.10 Register of Members

- (a) The Club must keep and maintain a register of Members in accordance with the Act.
- (b) In addition to the information required by the Act, the Register may contain such other information as the Committee considers appropriate.
- (c) Members must provide the Club with the details required by the Club to keep the register complete and up to date.

5.11 Effect of Membership

- (a) This Constitution constitutes a contract between each of the Members and the Club and each Member is bound by this Constitution and the Regulations.
- (b) Each Member authorises the Club to apply on the Member's behalf for the Member to be admitted to membership of the RSO.

6. CESSATION OF MEMBERSHIP

6.1 General

A Member ceases to be a Member of the Club if:

- (a) the Member dies;
- (b) the Member resigns from membership in accordance with clause 6.2; or
- (c) the Member is expelled from the Club under clause 6.3.

6.2 Notice of Resignation

A Member may resign from membership of the Club on one (1) month's notice in writing to the Club. A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Club.

6.3 Expulsion for breach

- (a) Subject to clause 6.3(c) but despite anything contained in any Regulation made under clause 7(a), the Committee may expel a Member from membership of the Club if, in the opinion of the Committee, the Member has materially breached any of its obligations under this Constitution or the Regulations.
- (b) The Committee may, in its discretion, convene a judiciary committee under clause 7(c) to hear and determine an allegation that a Member has materially breached one or more of its obligations under this Constitution or the Regulations and to make recommendations to the Committee about the appropriate consequences of its findings. The Committee may rely on the findings and recommendations of the judiciary committee.
- (c) A member may not be expelled under clause 6.3(a) unless the Member has been afforded natural justice.

6.4 Return of Property

A Member who ceases to be a Member must not thereafter use any property of the Club (including, without limitation, its Intellectual Property) and must immediately return to the Club all of the Club's documents, records or other property in the possession, custody or control of the former Member.

6.5 Outstanding Fees and Subscriptions

- (a) A resigning or expelled Member is liable for any outstanding fees or subscriptions which may be recovered as a debt to the Club.
- (b) Membership fees or subscriptions paid by the former Member may, at the Committee's discretion, be refunded on a pro-rata basis to the Member on cessation of the membership.

6.6 Membership may be Reinstated

Nothing in this clause 6 prevents a former Member from applying for readmission to Membership but, in considering the readmission application, the Committee is entitled to take into account the facts and circumstances in which the prior membership (or memberships) ceased.

7. DISCIPLINE AND DISPUTE RESOLUTION

- (a) The Committee may make Regulations governing the hearing and determination of disputes, protests or complaints by or against Members or Participants and any other matter involving the enforcement of this Constitution or the Regulations against Members or Participants.
- (b) A Regulation made under clause 7(a) may:
 - (i) provide for one or more judiciary committees or tribunals to hear and resolve cases falling under clause 7(a);
 - (ii) prescribe penalties for breaches of this Constitution or the Regulations;
 - (iii) invest a judiciary committee or tribunal with power to impose penalties;
 - (iv) and otherwise prescribe the procedures for dealing with cases falling under clause 7(a).
- (c) Despite any Regulation made under clause 7(a), the Committee may itself deal with any disciplinary matter referred to it or appoint a judiciary committee to do so.
- (d) All proceedings relating to cases falling under clause 7(a) must be conducted according to the rules of natural justice.

8. SUBSCRIPTIONS AND FEES

- (a) The Committee will:
 - (i) fix annual membership subscriptions;
 - (ii) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club; and
 - (iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.

- (b) The Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members if the Committee is satisfied that there are special reasons to do so.
- (c) Failure to pay the prescribed subscriptions, fees and levies as and when determined will result in a penalty determined by the Committee.

9. POWERS OF THE COMMITTEE

9.1 General powers of Committee

- (a) Subject to the Act and this Constitution, the business and affairs of the Club must be managed by the Committee which may exercise the powers of the Club for that purpose.
- (b) The Committee must perform its functions in the pursuit of the Objects and in the interests of the Club as a whole, having regard to the Club's position in the structure of the Sport in South Australia and their role in supporting the Sport's reputation in the State.

9.2 Limitation

The Committee may not cause the Club to disaffiliate from the RSO without a Special Resolution of the Members at a General Meeting.

10. COMPOSITION OF THE COMMITTEE

10.1 Composition of the Committee

The Committee will comprise four (4) office bearers (President, Vice President, Secretary and Treasurer) and at least six (6) but no more than eleven (11) other Committee Members elected under clause 11.

10.2 Portfolios

The Committee may allocate portfolios to Committee Members.

11. COMMITTEE MEMBERS

11.1 Nominations

- (a) Nominations of candidates for election as Committee Members will be received at the Annual General Meeting. The Committee may, when it calls for nominations, indicate which portfolios and the qualifications or experience it considers desirable for those portfolios.
- (b) Nominated candidates must be a Senior Member, Life Member, Associate Member, Honorary Member or a parent/guardian of a junior Member of the Club.

11.2 Elections

- (a) Elections for the office bearer positions will be held prior to the election of the remainder of the Committee Members.
- (b) If only one nomination is received for any office bearer position or particular portfolio position, then that person will be declared elected at the Annual General Meeting.

- (c) If at any stage the number of nominations for any position exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting.
- (d) Elections must be conducted by secret ballot. In the event of a tied vote the chairperson of the meeting has a second or casting vote.
- (e) If at the close of the Annual General Meeting, positions on the Committee remain unfilled, the vacant positions will be casual vacancies under clause 12.1.

11.3 Term of Appointment

- (a) The term of office of each Committee Member begins at the conclusion of the Annual General Meeting at which their election occurs and ends at the conclusion of the next Annual General Meeting following their election, but the Committee Member is eligible for re-election.
- (b) If the law requires the Committee Member to have particular qualification or clearance (for example, police clearance), the Committee Member's term will not begin until the qualification or clearance has been established.

12. VACANCIES ON THE COMMITTEE

12.1 Casual Vacancies

- (a) In the event of a casual vacancy occurring in the position of office bearer, one of the remaining Committee Members may act in that position.
- (b) Any casual vacancy occurring in the position of Committee Member may be filled by the remaining Committee Members, and the person so appointed may continue to hold office until the end of the next Annual General Meeting.

12.2 Grounds for Termination of Committee Member

The office of a Committee Member becomes vacant if the Committee Member:

- (a) dies;
- (b) suffers from mental incapacity;
- (c) is disqualified from office under section 30 of the Act;
- (d) resigns his or her office by notice in writing to the Club;
- (e) is absent without the consent of the Committee from meetings of the Committee held during a period of four (4) months;
- (f) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest;
- (g) is removed by the Members in General Meeting; or
- (h) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

If a Committee Member is removed by resolution of the Members, the Committee Member cannot be coopted to the Committee without a further resolution of Members authorising the appointment.

12.3 Committee May Act

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

13. MEETINGS OF THE COMMITTEE

13.1 Committee to Meet

The Committee shall meet as often as may be required to conduct the business of the Club at such times and places that shall be appointed. (and must meet at least as often as is required under the Act)

13.2 Voting at Committee Meetings

- (a) All Members and parents/guardians of Junior Members are entitled to attend and debate matters at Committee meetings but only Committee Members and Life Members are entitled to vote.
- (b) Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution. Each Committee Member has one (1) vote on any question.
- (c) The chair of a committee meeting does not have a casting vote.

13.3 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is not less than one half the number of Committee Members.

13.4 Chairperson

The President will act as chair of any Committee meeting or General Meeting at which he or she is present and unless the Committee decides otherwise is the nominal head and spokesperson of the Club. If the President is not present, or is unwilling or unable to preside at a Committee meeting the remaining Committee Members must appoint another Committee Member to preside as chair for that meeting only.

13.5 Committee Members' Interests

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

14. SUBCOMMITTEES

The Committee may establish subcommittees of members and non-members for specific purposes who shall meet as they see fit or as directed by the Committee and who shall report to the Committee.

15. DELEGATES TO OTHER COMMITTEES

The Committee will appoint annually from its members any delegates to other committees as necessary. Such delegates shall at all times act under the guidance of the Committee.

16. SEAL

The Club will have a Seal on which its corporate name appears 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 any two individuals holding the position of president, vice president, secretary or treasurer.

17. ANNUAL GENERAL MEETING

- (a) An Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date in November or December each year to be determined by the Committee.
- (b) All General Meetings other than the Annual General Meeting will be Special General Meetings.

18. SPECIAL GENERAL MEETINGS

18.1 Special General Meetings may be held

The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.

18.2 Requisition of Special General Meetings

- (a) On the requisition in writing of not less than three Committee Members or six Members, the Committee must, within (28) days after the receipt of the requisition convene a Special General Meeting for the purpose specified in the requisition.
- (b) Every requisition for a Special General Meeting must be signed by requisitioning Members, state the purpose of the meeting and be sent to the Club.
- (c) If the Committee does not cause a Special General Meeting to be held within twenty eight (28) days after the receipt of the requisition, the Members making the requisition may convene a Special General Meeting to be held not later than three (3) months after the receipt of the requisition.
- (d) A Special General Meeting convened by Members under this Constitution must be convened in the same manner, or as nearly as practical to the same manner, as a meeting convened by the Committee and for this purpose the Committee must ensure that the Members making the requisition are supplied free of charge with particulars of the Members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting must be borne by the Club.

19. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting must be given to every Member and the Committee Members by the means authorised in clause 29.
- (b) A notice of a General Meeting must specify the place, day and hour of the meeting and state the nature and order of the business to be transacted at the meeting.
- (c) At least fourteen (14) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with the agenda for the meeting;

20. BUSINESS

The business to be transacted at the Annual General Meeting will be:

- (a) The confirmation of the minutes of the preceding AGM;
- (b) Consideration of the President's report;
- (c) Consideration of the Treasurer's report;
- (d) The election of Committee Members under this Constitution; and
- (e) Any other business placed on the agenda prior to notice being given to Members.

21. PROCEEDINGS AT GENERAL MEETINGS

21.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present. Subject to clause 21.3(b), a quorum for General Meetings is 10 Members.

21.2 Chairperson to preside

The chairperson of the Committee will, subject to this Constitution, preside as chairperson at every General Meeting except:

- (a) in relation to any election for which the chairperson of the Committee is a nominee;
or
- (b) where the chairperson of the Committee has a conflict of interest.

If the chairperson of the Committee is not present or is unwilling or unable to preside, the Members present must appoint another Committee Member to preside as chair for that meeting only.

21.3 Adjournment of meeting

If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned to such other day, time and place as the chairperson determines not exceeding a period of fourteen (14) days. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting:

- (a) if the meeting was convened on the requisition of Members under clause 18.2, the meeting will lapse; and
- (b) in any other case, those Members present will constitute a quorum.

22. VOTING AT GENERAL MEETINGS

22.1 Members entitled to vote

- (a) Life Members, Senior Members and Honorary Members are entitled to vote at General Meetings.
- (b) Each Junior Member is entitled to have one parent/guardian act as their delegate at General Meetings and vote on their behalf.

- (c) Each person in attendance and entitled to vote is entitled to one (1) vote at General Meetings.

22.2 Chairperson may not exercise casting vote

The chair of a General Meeting does not have a casting vote subject to clause 11.2(d).

22.3 Voting Procedure

Subject to this Constitution, at any General Meeting a resolution put to the vote of the meeting will be decided by a show of hands unless a secret ballot is (before or on the declaration of the result of the show of hands) demanded by:

- (a) The chairperson; or
- (b) A simple majority of Members present at the meeting.

22.4 Recording of Determinations

A declaration by the chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect has been entered in the minutes book is conclusive evidence of the fact without prior proof of the number of the votes recorded in favour of or against the resolution.

23. RECORDS AND ACCOUNTS

The Club must comply with its obligations under of the Act in respect of accounts, records and minutes.

24. FINANCES AND PROPERTY

24.1 Application of Income

- (a) The income and property of the Club must be applied solely towards the promotion of the Objects.
- (b) Except as prescribed in this Constitution or the Act, no portion of the income or property of the Club may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member.
- (c) Subject to clause 24.1(d), nothing in clauses 24.1(a) or 24.1(b) prevents a payment in good faith to any Member:
 - (i) For any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
 - (ii) For goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) For interest on money borrowed from any Member
 - (iv) For rent for premises let by any Member to the Club; and
 - (v) For any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.
- (d) No payment made under clause 24(c) may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

- (e) All expenditure must be authorised in advance by the committee.

24.2 Club Financial Account

- (a) The Club monies will be kept in an account in the name of "Nuriootpa Hockey Club Incorporated" at a recognised financial institution to be appointed by the Committee.
- (b) Operators of the financial account will be any two of the following office bearers – President, Secretary, Treasurer.

24.3 Club Property on Loan

Any equipment or property loaned to a Member by the Club must be returned at a time requested by the Committee.

25. WINDING UP

Subject to this Constitution, the Club may be wound up or deregistered in accordance with the Act.

26. DISTRIBUTION OF ASSETS ON WINDING UP

- (a) If, on winding up, dissolution or deregistration of the Club and after satisfaction of all the Club's debts and liabilities, there remain surplus assets (as defined in the Act) those surplus assets must be distributed to another organisation or organisations which has objects similar to the Objects and a constitution which prohibits the distribution of income and property to Members.
- (b) The organisation or organisations to whom the distribution is to be made under clause 26(a) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, and in default a determination by the Members, by a judge of the Supreme Court of South Australia or any other Court that has jurisdiction in the matter.

27. ALTERATION OF CONSTITUTION

This Constitution may be repealed or altered or a new provision may be added by Special Resolution passed at a duly convened Special General Meeting or Annual General Meeting.

28. REGULATIONS

28.1 Committee to formulate Regulations

The Committee may make and amend rules, regulations, by-laws or policies (**Regulations**) for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and the Sport in South Australia as it thinks necessary or desirable, including without limitation regulations governing:

- (a) the conduct of club competitions or events (including but not limited to the rules of competition and codes of conduct);
- (b) the conduct of meetings;
- (c) the resolution of disputes;
- (d) discipline of Members for breaches of this Constitution or the Regulations; and

- (e) any other matter in respect of which this Constitution authorises the Committee to make Regulations or which the Committee considers is necessary or appropriate for the good governance of the Club and its affairs.

The Regulations must be consistent with this Constitution.

28.2 Regulations Binding

All Regulations are binding on the Club and all Members.

28.3 Publication of Regulations

Regulations and any amendments, alterations or other changes to or interpretations of the Regulations may be communicated to Members by a notice on the Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to the Members.

29. NOTICE

- (a) Any notice required or authorised by this Constitution to be given to a Member may be served on the Member personally or by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of residence or by facsimile, email or other electronic means or by its insertion on the Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to its members.
- (b) Any notice required or authorised by this Constitution to be given to the Club may be served by delivering it personally to the Club at its registered office or by sending it through the post in a prepaid envelope addressed to the Club at the registered office.
- (c) A notice served by post will be taken to have been received by the recipient on the second working day after it was posted.
- (d) A notice served by facsimile, email or other electronic means will be taken to have been received by the Member two hours after it was sent.

30. INDEMNITY

- (a) Every Committee Member and employee of the Club is entitled to be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Committee Member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- (b) The Club must indemnify its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or become liable to any third party in consequence of any act or omission:
 - (i) in the case of a Committee Member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Club; and
 - (ii) in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Club.

31. TRANSITIONAL PROVISIONS

31.1 Continuing Membership

Each person who is a Member on the day on which this Constitution is adopted, will automatically be admitted to membership in the category that, in the reasonable opinion of the Committee, is the category most appropriate for that Member.

31.2 Committee Members

For the purpose of determining when the term ends for each Committee Member in office on the day on which this Constitution is adopted, time served in the Committee Member's current term will be counted as if this Constitution had been in place at the commencement of that term.

31.3 Regulations deemed applicable

All rules, by-laws, policies and regulations of the Club in force at the date of the approval of this Constitution are to be deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by this Constitution.