

# The Constitution of the Clubs Association

## 1. Name

The name of the Incorporated Association shall be "The Adelaide University Clubs Association Incorporated".

## 2. Definitions

In this constitution, unless the contrary intention appears:

- 2.1. "Act" shall mean the Associations Incorporation Act 1985 as amended.
- 2.2. "AUU" shall mean the Adelaide University Union.
- 2.3. "CA" shall mean the Adelaide University Clubs Association Incorporated.
- 2.4. "University" shall mean the University of Adelaide.
- 2.5. "Member" shall mean Provisional Member or Full Member.
- 2.6. "Council" shall mean the Council of the CA, formed pursuant to this constitution.
- 2.7. "Executive" shall mean the Executive of the CA holding office pursuant to this constitution.
- 2.8. "Executive Elect" shall mean those people elected to positions on the Executive prior to the end of the term of the current Executive.
- 2.9. "President" shall mean the President of the CA.
- 2.10. "Immediate Past President" shall mean the person who served as President in the term before the term of office of the current President.
- 2.11. "Vice-President" shall mean the Vice-President of the CA.
- 2.12. "Secretary" shall mean the Secretary of the CA.
- 2.13. "Treasurer" shall mean Treasurer of the CA.
- 2.14. "Women's Officer" shall mean Women's Officer of the CA.
- 2.15. "Office Bearer" shall mean the President, Vice-President, Secretary, Treasurer or Women's Officer of the CA.
- 2.16. "AGM" shall mean Annual General Meeting.
- 2.17. "SGM" shall mean Special General Meeting.
- 2.18. "Meeting" means a General Meeting, SGM or AGM.
- 2.19. "Delegate" shall mean a member of the Council who is recognised by the CA as the representative of a Member.
- 2.20. "Returning Officer" shall mean a person appointed to conduct any election under this constitution.
- 2.21. "simple majority" shall mean a majority of voting positions present.
- 2.22. "absolute majority" shall mean a majority of all voting Delegates or Executive members, even if one or more members are not present at the meeting.
- 2.23. "special resolution" shall mean a resolution of Council or Executive passed by a two thirds majority of voting Delegates or Executive members present.
- 2.24. "schedule" shall mean schedule to this constitution.
- 2.25. "election" shall mean an election held pursuant to this constitution.
- 2.26. "summer break" shall mean the period between the end of the last week of the second academic semester and the beginning of the first week of the first academic semester.

- 2.27. *“academic day”* shall mean a weekday, other than a public holiday, on which lectures are scheduled to be conducted by the University in the normal course of the academic year.
- 2.28. *“student”* shall mean any person enrolled at the University of Adelaide as a student.
- 2.29. *“person”* shall mean a natural person.
- 2.30. *“proxy”* shall mean a person appointed by a Member in accordance with this constitution.
- 2.31. *“register of Delegates”* shall mean the register of Delegates and proxies kept in accordance with this constitution.

### 3. **Purpose**

The purpose of the CA shall be to foster, co-ordinate, assist and encourage the activities of clubs and societies at the University of Adelaide.

### 4. **Affiliation**

The CA shall be affiliated to the AUU.

### 5. **Membership**

- 5.1. Council shall make a schedule regarding additional requirements of Membership.
- 5.2. The CA shall maintain a register of Members that shall be affixed to this constitution.
- 5.3. Membership of the CA shall be open to any club, society or other organisation, a majority of whose members are students.  
Provisional Membership
- 5.4. Provisional Membership may be granted by a simple majority at a Council Meeting, or, during the summer break, by a special resolution of the Executive.  
Full Membership
- 5.5. Full Membership may be granted to a Provisional Member by a simple majority at the first Council Meeting after nine (9) months have elapsed since that Member was granted Provisional Membership.  
Termination of Membership
- 5.6. Provisional Membership shall terminate upon the failure of a motion to make that Provisional Member a Full Member, unless Council resolves to extend that Provisional Member’s Membership.
- 5.7. Provisional Membership shall terminate upon being granted Full Membership.
- 5.8. Provisional Membership may be terminated by a special resolution of Council.
- 5.9. Membership may be terminated upon the receipt of a resolution from the committee of the Member giving notice of withdrawal from Membership of the CA.
- 5.10. Membership may be terminated where Council decides by simple majority that a Member is defunct. Council shall define by schedule the circumstances where a Member shall be considered defunct.  
Placing on Notice

- 5.11. A Member may be placed on notice by a simple majority at a Council Meeting upon one of the following charges, provided notice of the specifics of the charge are distributed with notice of the Council Meeting:
  - 5.11.1. Conduct in contravention of this constitution or schedules to this constitution.
  - 5.11.2. Conduct in contravention of that member's constitution or governing documents.
  - 5.11.3. Conduct detrimental to the interests of the CA.
- 5.12. Specifics of the charge must be distributed with notice of the Council Meeting where the notice shall be discussed.
- 5.13. Council may terminate Membership by Special Resolution if the Member on notice has been on notice for more than twenty-one (21) days.
- 5.14. Council may resolve by simple majority to take a Member off notice.

## 6. **The Council**

### Role and Powers

- 6.1. The Council shall be the supreme decision making body of the CA.
- 6.2. All powers not specifically given to the Executive by this constitution or a schedule are reserved to the Council.

### Delegation of Powers to the Executive

- 6.3. The Council may delegate any of its powers to the Executive except this power of delegation, the power to amend this constitution or the power to make, amend or repeal schedules.
- 6.4. Any powers delegated by the Council to the Executive return to the Council at the next Council Meeting, unless the Council resolves that any powers so delegated should return to the Council before the next Council Meeting.
- 6.5. For the purposes of returning delegated powers to Council, an inquorate General Meeting or AGM shall count as a Council Meeting, but an inquorate SGM shall not.

### Composition

- 6.6. The Council shall be composed of Delegates and the Executive.
- 6.7. All Delegates and members of the Executive may exercise a vote, except non-voting, ex-officio members of the Executive.
- 6.8. Each vote exercised by a voting member of the Executive shall be worth five-sevenths (5/7ths) of a vote. The total number of votes cast by the Executive shall be rounded to the nearest whole number.

### Delegates

- 6.9. Each Full Member shall appoint one (1) Delegate in accordance with that Member's constitution or rules.
- 6.10. Each Full Member may choose to appoint up to four (4) proxies, who may exercise the rights of a Delegate, but only in the absence of a Delegate.
- 6.11. Voting members of the Executive and the President of the AUU may not exercise votes as Delegates or proxies.
- 6.12. Each Member shall, upon the appointment of its Delegate and proxies, give notification to the Secretary.

- 6.13. This notification shall include: the name of the Delegate and proxies; the contact details of the Delegate and proxies; and the term of their appointment as Delegate and proxies.
- 6.14. The Secretary shall keep and maintain a register of Delegates and proxies. The Secretary shall remove a Delegate or proxy from the register upon the expiration of their term, or if the Member notifies the Secretary that the person on the register is no longer a Delegate or proxy for that Member. There can be no alteration to the register after notice for a Meeting has been given.
- 6.15. A Delegate or proxy may not exercise a vote unless he or she appears on the register of Delegates.
- 6.16. A Delegate, or proxy, may only exercise one vote.
- 6.17. A voting member of the Executive may not exercise his or her vote by proxy.

## 7. Meetings of the Council

### General Meeting

- 7.1. General Meetings shall be held for the normal conduct of business of the Association.
- 7.2. At least three General Meetings shall be held within each academic semester, no more than five (5) academic weeks apart. For the purposes of this section, an inquorate General Meeting or an AGM shall count as a General Meeting, but an SGM shall not.
- 7.3. General Meetings shall be called by the Executive.

### Special General Meeting

- 7.4. A SGM shall be called upon the President receiving a petition from ten Delegates, or upon the resolution of a Simple Majority of Council or Executive.
- 7.5. A SGM may only be called for the conduct of specific business. Only business referred to in the petition or resolution may be discussed at a SGM.
- 7.6. Without limiting the matters that may be dealt with at General Meetings or AGMs, SGMs may only consider the following matters:
  - 7.6.1. The election of any unfilled positions within the CA.
  - 7.6.2. Considering a motion of no confidence in a member of the Executive.
  - 7.6.3. Recalling the Executive.
  - 7.6.4. Amendments to this constitution.
  - 7.6.5. The creation, amending or repealing of schedules.
  - 7.6.6. Business of such importance or complexity that a specially dedicated meeting is appropriate.

- 7.7. A SGM may not be held on the same day as a General Meeting or AGM.

### Annual General Meeting

- 7.8. The AGM shall be held on an academic day during either the last two weeks of the third term or the first two weeks of the fourth term.
- 7.9. Under no circumstances shall the AGM be held during the same week as the annual elections of the AUU.

- 7.10. The AGM shall be held for the election of a new Executive, and any election required by Schedule to be held at the AGM
- 7.11. The following shall give reports at the AGM:
- 7.11.1. Any office bearer of the CA
  - 7.11.2. Any member of a committee required by a schedule to give and annual report at the AGM.
- 7.12. The AGM shall be called by a simple majority of the Executive.
- Notice
- 7.13. At least fourteen (14) days notice shall be given for a General Meeting or an SGM.
- 7.14. At least ten (10) academic days notice shall be given for an AGM
- 7.15. Notice shall be considered to have been given to a Member when notification of the Meeting is sent to the last e-mail address registered with the CA by that Member.
- 7.16. Conduct of Council Meetings
- 7.17. Quorum for a Council Meeting shall be one quarter of the number of Delegates, or 15 Delegates, whichever is the lesser. Both Delegates and proxies count for quorum, but members of the Executive do not.
- 7.18. Council Meetings shall be conducted in accordance with such standing orders as Council shall determine by schedule.
- Voting
- 7.19. All motions before Council shall be decided by Simple Majority, unless otherwise specified in this Constitution.
- 7.20. In the event of an equality of votes, a motion before a Council Meeting shall be considered failed.
- 7.21. Minutes
- 7.22. When notice for a Council Meeting is given, the minutes of the immediately previous Council Meeting shall be distributed with the notice.
- 7.23. At each Council Meeting, the minutes of the immediately previous Council Meeting shall be considered for confirmation as a true and accurate record of that meeting.
- 7.24. Minutes must be posted on the CA's website within twenty-one (21) days of being confirmed by council as being a true and accurate record of the Council Meeting.
- 7.25. Once posted on the CA's website, minutes must remain on the website for at least 12 months.

## **8. The Executive**

- 8.1. Between meetings of the Council, the affairs of the CA shall be managed on a day to day basis by the Executive.

### Composition

- 8.2. The Executive shall have the following voting members:
- 8.2.1. The President.
  - 8.2.2. The Vice-President.
  - 8.2.3. The Treasurer.
  - 8.2.4. The Secretary.
  - 8.2.5. The Women's Officer.
  - 8.2.6. Two General Councillors.

- 8.3. The following shall be ex-officio, non-voting members of the Executive:
- 8.3.1. The immediate past President until the first (1<sup>st</sup>) of April of the year following his or her term as President has ended.
  - 8.3.2. The AUU President.
  - 8.3.3. The Executive Elect, where applicable.

8.4. Council shall define by schedule the roles and responsibilities of each Office Bearer.

Disqualification

- 8.5. The following shall be disqualified from serving on the Executive
- 8.5.1. Any person prohibited from serving on the committee of an association by section 30 of the Act.
  - 8.5.2. Any person who is not a student.
- 8.6. The President of the AUU may not serve as President or Vice-President of the CA.

Ceasing to be a Member of the Executive

- 8.7. A voting member of the Executive shall cease to be a member of the Executive under any of the following circumstances:
- 8.7.1. That member of the Executive is disqualified serving on the Executive pursuant to this Constitution.
  - 8.7.2. That person submits, in writing, their resignation to the President, Vice-President or a meeting of Council.
  - 8.7.3. A special resolution of Council expresses no confidence in that member of the Executive.

Recalling the Executive

- 8.8. Should the chair of a Council Meeting receive a petition supported by 10 Delegates expressing no confidence in the Executive, then a motion to recall the executive shall immediately be put to that Council Meeting.
- 8.9. The Executive may not vote on a motion to recall the Executive.
- 8.10. Should a motion to recall the executive be passed by a two-thirds simple majority of Delegates and proxies, then every position on the Executive shall be declared vacant. Council shall then immediately appoint a Returning Officer to conduct elections to fill the vacancies. Such an election shall be held two weeks from the day of the meeting where the Executive was recalled.
- 8.11. Only one motion to recall the Executive may be put at each Council Meeting.

Term of Office

- 8.12. The term of office of the Executive shall begin on the first (1<sup>st</sup>) of December of the year of their election, and shall terminate on the thirtieth (30<sup>th</sup>) of November of the following year.
- 8.13. Honoraria shall not be paid to any member of the Executive by the CA.
- 8.14. The Vice-President shall serve as Acting President if the President is on leave or the office of President is vacant. The Acting President shall have all powers and responsibilities given to the President. Succession shall continue in this way in the following order: Treasurer, Secretary, Women's Officer.

**9. Meetings of the Executive**

- 9.1. Meetings of the Executive shall be called by the President, or by a petition supported by four (4) voting members of the Executive.
- 9.2. Meetings of the Executive shall be no more than four weeks apart. For the purposes of this section, an inquorate Meeting of the Executive shall count as a meeting of the Executive.

#### Notice

- 9.3. At least seven (7) days notice shall be given for a Meeting of the Executive. Notice shall be given to all members of the Executive as well as the Council.
- 9.4. Where there is the clear, unanimous consent of all voting members of the Executive, a Meeting of the Executive may be held at less than seven (7) days notice, but notice must still be given to all members of the Executive as well as the Council.
- 9.5. Notice shall be considered to have been given to a member of the Executive when notification of the Meeting is sent to the last e-mail address registered with the CA by that member of the Executive.

#### Conduct

- 9.6. Quorum for a Meeting of the Executive shall be four (4) voting members of the executive.
- 9.7. Motions before the Executive shall be decided by simple majority. In the event of an equality of votes, the motion shall be considered failed.
- 9.8. Meetings of the Executive shall normally be held in open session. The Executive may, by motion supported by an absolute majority, decide to discuss in closed session matters relating to harassment or staff employed by, or on behalf of, the CA.
- 9.9. A Member of the Executive may not exercise his or her vote by proxy.

#### Minutes

- 9.10. At each Meeting of the Executive, the minutes of the immediately previous Meeting of the Executive shall be considered for confirmation as a true and accurate record of that meeting.
- 9.11. Minutes must be posted on the CA's website within fourteen (14) days of being confirmed by the Executive as being a true and accurate record of the Meeting of the Executive.

### **10. Elections**

- 10.1. Elections shall be conducted in accordance with such election regulations as Council shall determine by schedule.
- 10.2. Elections shall only be held at Council Meetings. Only persons eligible to vote at the meeting shall be eligible to vote in elections.
- 10.3. A person who is disqualified from holding an office by this constitution shall not be eligible to nominate for that office.
- 10.4. Elections shall be held by secret ballot according to the Hare-Clark Optional Preferential Voting System.

### **11. Casual Vacancies**

#### During the Summer Break

- 11.1. Should a Casual Vacancy exist during the summer break, the Executive may appoint a Delegate to fill the vacancy by resolution supported by an absolute majority.

11.2. The term of a person so appointed shall terminate on the expiration of the term of office they fill or at the end of the summer break, whichever occurs first.

Not during the Summer Break

11.3. Should a Casual Vacancy exist during a time outside the summer break, then that may be filled by an election.

**12. Finances**

Administration of Finances

12.1. The Council has the management and control of the funds and other property of the CA.

12.2. The Executive shall have the day-to-day management of the funds and property of the CA, subject to such limits and regulations as the Council shall determine by schedule.

12.3. The Council shall have the power to rescind or overrule any resolution of Executive that concerns the administration of the finances of the CA.

12.4. The financial year of the CA shall be the same as the financial year of the AUU.

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

12.6. Grants

12.6.1. Grants may only be made to Members, and only for purposes that fulfil the purposes of the CA.

12.6.2. The making of grants shall be in accordance with such grant regulations as Council shall make by schedule.

**13. Schedules to this Constitution**

Making, amending, or repealing a schedule

13.1. A motion to make a schedule may be considered at a Council Meeting provided the proposed schedule is distributed with notice of that meeting.

13.2. A schedule may be created, amended or repealed by special resolution of Council or by a simple majority at two consecutive Council Meetings not less than three weeks apart.

13.3. The Council shall make schedules to this constitution concerning the following:

13.3.1. Requirements of Members, including a definition of the circumstances where a Member shall be considered defunct.

13.3.2. Limits on and regulations for the Executive's administration of the CA's financial affairs.

13.3.3. The establishment, composition and conduct of any committees of Council.

13.3.4. The conduct of Council Meetings.

13.3.5. The conduct of elections.

13.3.6. The making of grants.

13.3.7. The roles and responsibilities of the Office Bearers.

13.4. Correction of typographical errors, changes in punctuation, numbering, formatting, and the maintenance of cross-references and history are all considered to be purely administrative changes and may be performed by

absolute majority of the Executive. The President must notify the Council of any such changes.

- 13.5. Where a schedule conflicts with this constitution, this constitution shall prevail. Otherwise, schedules shall be binding in the same way that this constitution is binding.

#### **14. The Public Officer**

- 14.1. The President shall be the Public Officer of the CA unless the Council resolves otherwise.
- 14.2. The CA must, within twenty-one (21) days after any change in the identity or address of its public officer, give notice to the Office of Consumer and Business Affairs containing prescribed particulars of the change, in accordance with the Act.

#### **15. Powers of the AUU**

##### Power to Fill Vacancies

- 15.1. Should a majority of positions on the Executive be unfilled continuously for a period of two (2) months, then the AUU President shall have the power to call an SGM for the purpose of filling vacancies on the Executive.
- 15.2. If, at the conclusion of an SGM called pursuant to section 15.1, a majority of positions on the Executive remain unfilled, or such a meeting is inquorate, then the board of the AUU may, by resolution supported by an absolute majority, fill any vacancies on the Executive by appointment, provided none of those appointed are disqualified by this constitution.

#### **16. Winding Up**

- 16.1. Should a majority of positions on the Executive be unfilled continuously for a period of twelve (12) months, then the AUU board may, by resolution supported by a two-thirds absolute majority, wind up the CA.
- 16.2. The CA may be wound in the manner provided for in the Act.
- 16.3. If at the winding up of the association there remains "surplus assets" as defined in the Act, such surplus assets shall be given to the AUU.

#### **17. Making Contracts**

- 17.1. A contract which, if made between private persons, would be required to be signed in writing by the parties involved, may be made on behalf of the CA with the signature of the President, witnessed by another member of the Executive.
- 17.2. The President shall only sign a contract on behalf of the CA where a simple majority of a Council Meeting has approved the contract.

#### **18. Amendments to this Constitution**

- 18.1. Amendments to this Constitution may be made by a special resolution of a Council Meeting, provided the proposed amendments are distributed with notice of that meeting.
- 18.2. The Public Officer must lodge an amended constitution with the Office of Consumer and Business Affairs no later than twenty-one (21) days after such amendments are approved.

#### **19. Interpretation**

Interpretation of this Constitution shall rest exclusively with the Council.

#### **20. Transitional Provisions**

- 20.1. Where this constitution requires the CA to make a schedule, the CA shall have three (3) months from the ratification of this constitution to make such a schedule before it shall be considered in contravention of this constitution.
- 20.2. The term of the Executive serving at the ratification of this constitution will conclude on the 30<sup>th</sup> of November.
- 20.3. Notwithstanding section 6.14, until three (3) months after the ratification of this constitution, Delegates and proxies whose names do not appear on the register of Delegates may still exercise their voting rights, subject to the discretion of Council.
- 20.4. Full Members or Affiliates will be Full Members upon the ratification of this constitution. Provisional Members or Affiliates will become Provisional Members upon the ratification of this constitution.
- 20.5. All rules, regulations or other governing documents of the CA other than this constitution shall be repealed and be considered null and void upon the ratification of this constitution.

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