



Adelaide Rowing Club

Constitution & Rules of Association

Effective Date	24 August 2025
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Contents

Adelaide Rowing Club Constitution (Rules)	6
PART 1 - PRELIMINARY	6
1. Name Of Association	6
2. Objects of the Club	6
3. Club Values	6
4. Club Motto	7
5. Definitions	7
6. Interpretation	8
7. The Act	8
PART 2 – POWERS OF ASSOCIATION	8
8. Powers Of the Club	8
PART 3 – MEMBERSHIP & AFFILIATION	9
9. Members to be a Natural Person	9
10. Obligations of Members	9
11. Classes of Membership	9
12. Application for Membership	10
13. Admission to Membership	10
14. Ordinary Membership	10
15. Honorary Life Membership	11
16. Paid Life Membership	11
17. Social Members	11
18. Temporary Affiliates	11
19. Membership Year	12
20. Membership Fees & Subscriptions	12
21. SSO & NSO Registration	12
22. Register of Members	12
23. Membership Rights Not Transferable	13
24. Cessation Of Membership	13
25. Resignation of Membership	13
26. Suspension & Cancellation of Membership	13
PART 4 – THE COMMITTEE	14
DIVISION 1 – POWERS OF THE COMMITTEE	14
27. General Powers	14
28. Limitations	14

29.	Delegation	15
30.	Policies & Regulations	15
DIVISION 2 – COMMITTEE COMPOSITION & MEMBERS		15
31.	Obligations of Committee Members	15
32.	Composition of the Committee	16
33.	President	16
34.	Captain	16
35.	Vice-Captain's	17
36.	Secretary	17
37.	Treasurer	17
38.	General Committee Members	17
DIVISION 3 – ELECTION & APPOINTMENT OF COMMITTEE MEMBERS		18
39.	Eligibility to hold Committee Position	18
40.	Term of Office	18
41.	Nominations for Committee Positions	18
42.	Election of Committee Members	18
43.	Casual Vacancies	19
44.	Termination of Committee Member	19
45.	Committee May Act	19
DIVISION 4 – COMMITTEE MEETINGS		20
46.	Committee to Meet	20
47.	Virtual Attendance Permitted	20
48.	Resolutions of Committee	20
49.	Resolutions not in Meeting	20
50.	Quorum	20
51.	Chairperson of Committee Meetings	21
52.	Minutes of Committee Meetings	21
53.	Conflict of Interest	21
54.	Indemnity	21
PART 5 - HONORARY POSITIONS		22
55.	Nomination & Election of Honorary Positions	22
56.	Honorary Patron	22
57.	Vice-Patrons	22
58.	Vice-Presidents	22
59.	Honorary Auditor	23
60.	Honorary Solicitor	23
61.	Honorary Architect	23
62.	Honorary Archivist	23

PART 6 – GENERAL MEETINGS	23
63. Annual General Meeting	23
64. Special General Meetings	23
65. Special General Meetings at the Request of Members	24
66. Notice of General Meetings	24
67. Chairperson of General Meetings	24
68. Eligibility to Attend & Vote at General Meetings	25
69. Proxies	25
70. Quorum	25
71. Adjournment of General Meeting	26
72. Voting Procedure	26
73. Recording of Determinations	26
PART 7 – DISPUTE RESOLUTION	26
74. Application	26
75. Parties Must Attempt to Resolve the Dispute	26
76. Appointment of Mediator or Investigator	27
77. Mediation or Investigation Process	27
78. Failure to Resolve Dispute by Mediation or Through Investigation	27
PART 8 – DISCIPLINARY MATTERS	27
79. Obligation to Refer Serious Misconduct	27
80. Grounds for Taking Disciplinary Action	28
81. Disciplinary Subcommittee	28
82. Notice to Member	28
83. Conduct of Disciplinary Meeting	28
84. Decision of Disciplinary Subcommittee	29
85. Appeal Rights	29
86. Conduct of Disciplinary Appeal Meeting	30
PART 9 - GENERAL MATTERS	30
87. Seal	30
88. Record Keeping	30
89. Notices	30
90. Public Officer	31
91. Club Colours	31
92. Club Shield	31
93. Club Blazer	31
94. Reciprocal Rights	32
95. I'Zingari Foundation	32
PART 10 – FINANCIAL MATTERS	32

96.	Application Of Income	32
97.	Management of Funds and Property	33
98.	Auditor	33
PART 11 – OTHER		33
99.	Winding Up	33
100.	Alteration of Constitution	34
101.	Transitional Provisions	34
Document Control		35

Adelaide Rowing Club Constitution (Rules)

Under section 23 of the **Associations Incorporation Act 1985**, this Constitution bind the Club and all members of the Club.

To the extent that there is an inconsistency between this Constitution and the Act, the Act will prevail.

PART 1 - PRELIMINARY

1. Name Of Association

- 1) The name of the incorporated association is “**Adelaide Rowing Club Inc.**” (“**Club**”).

2. Objects of the Club

- 1) The Objects of the Club are to:
 - a) Conduct, encourage, promote, develop and advance the Sport across metropolitan Adelaide and its surrounding areas;
 - b) Provide its Members with a broad range of opportunities to participate in the Sport, including but not limited to, training, competition, coaching, spectating, officiating and volunteering;
 - c) Maintain a culture that fosters and supports all Members towards achieving their full and natural potential with respect to their involvement and participation within the Sport;
 - d) Provide a safe and quality experience for the Members of the Club;
 - e) Act in the interest of, and advocate on behalf of, the Members and the Sport;
 - f) Enhance the reputation of the Sport, and maintain the standards of play and behaviour of its Members; and,
 - g) Affiliate and liaise with the SSO (and NSO where applicable) and comply with the constitutions, policies, regulations and rules of these bodies, to further these Objects;
 - h) Where relevant and as applicable, adopt and implement such policies as may be developed by the SSO or the NSO including member protection, anti-doping, health and safety, player and child welfare, junior sport and such other matters as may arise as issues to be addressed in the Sport;
 - i) Promote mutual trust and confidence between the Club, the SSO, the NSO, and the Members in pursuit of these Objects;
 - j) Advance the operations and activities of the Club;
 - k) Have regard to the public interest in the operations of the Club, and,
 - l) Undertake and or do any other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. Club Values

- 1) The Values of the Club are:
 - a) Ambition,
 - b) Respect, and,
 - c) Comradery.

4. Club Motto

- 1) The Club Motto is “Out of darkness, through fire, into light”.

5. Definitions

- 1) In this Constitution:
 - a) “**Act**” means the Associations Incorporation Act 1985 (SA).
 - b) “**Annual General Meeting**” (“**AGM**”) means a meeting of the kind described in Rule 63.
 - c) “**Committee**” means the body consisting of the Committee Members and constituting the committee for the purposes of the Act.
 - d) “**Constitution**” means this Constitution of the Club.
 - e) “**Committee Member**” means a member of the Committee and includes any person acting in that capacity from time to time in accordance with this Constitution.
 - f) “**Financial year**” means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.
 - g) “**General Meeting**” means a general meeting of Members and includes the Annual General Meeting or any Special General Meeting.
 - h) “**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.
 - i) “**Life Member**” means an individuals who have been appointed as a Honorary Life Member of the Club under Rule 15 , or admitted as a Paid Life Member of the Club under Rule 16.
 - j) “**Member**” means a member of the Club. All Members shall be a natural person.
 - k) “**NSO**” means National Sporting Organisation, which means Rowing Australia.
 - l) “**Objects**” means the Objects of the Club in Rule 2.
 - m) “**Ordinary Member**” means a person admitted as an Ordinary Member of the Club under Rule 14.
 - n) “**Ordinary Resolution**” means:
 - i) at a meeting of Members, a resolution passed at a General Meeting by a majority of Members present, entitled to vote and voting; or
 - ii) at a meeting of the Committee, a resolution passed by a majority of those Committee Members present under Rule 48 or Rule 49.
 - o) “**Policy**” means a policy or procedure made by the Committee under Rule 30.
 - p) “**Regulation**” means a rule, regulation or by-law made by the Committee under Rule 30.
 - q) “**Seal**” means the common seal of the Club.
 - r) “**Special General Meeting**” (“**SGM**”) means a general meeting of Members convened in accordance with Rules 64 or 65.
 - s) “**Special Resolution**” means a resolution passed at General Meeting of the Members if:
 - i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and

- ii) 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.
 - t) “**Sport**” means the sport of Rowing.
 - u) “**SSO**” means State Sporting Organisation, which is Rowing South Australia.
- 2) Words and phrases which are defined in the Act and which are not specifically defined in sub-rule (1) shall have the same meanings in this Constitution as they do in the Act.

6. Interpretation

- 1) 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) persons include corporations and bodies politic;
 - f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
 - g) 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
 - h) 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) Where this Constitution requires a decision to be made by way of a resolution, the decision may be made by an Ordinary Resolution unless either this Constitution or the Act specifically requires otherwise.

7. The Act

- 1) Model rules under the Act are expressly displaced by this Constitution.

PART 2 – POWERS OF ASSOCIATION

8. Powers Of the Club

- 1) For furthering the Objects, the Club has the specific rights, powers and privileges conferred on it by section 25 of the Act.
- 2) Subject to the Act, the Club has power to do all things and engage in any activity incidental or conducive to achieve its Objects.
- 3) Without limiting sub-rule (2), the Club may—
- a) acquire, hold, deal with and dispose of real or personal property;
 - b) open and operate accounts with financial institutions;
 - c) invest its money in any security in which trust monies may lawfully be invested;
 - d) raise and borrow money on any terms and in any manner as it thinks fit;

- e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - f) appoint agents to transact business on its behalf; and
 - g) enter into any other contract it considers necessary or desirable.
- 4) The Club may only exercise its powers and use its income and assets (including any surplus) for the Object(s) of the Club outlined in Rule 2.

PART 3 – MEMBERSHIP & AFFILIATION

9. Members to be a Natural Person

- 1) Each Member shall be a natural person.

10. Obligations of Members

- 1) Each Member is bound by:
- a) this Constitution; and,
 - b) any Policies or Regulations of the Club, and
 - c) the policies, rules and regulations of the SSO and NSO.
- 2) Each Member shall:
- a) Hold an individual sense of responsibility for, and display self-management in, their participation in the Club's activities, and promote the same within others;
 - b) Treat all volunteers, officials, staff, contractors, representatives and other Members of the Club, the SSO and NSO with respect and courtesy;
 - c) Maintain and enhance the standards, quality and reputation of both the Club and the Sport;
 - d) Not act in a manner unbecoming, contrary or prejudicial to the Objects, interests or reputation of the Club, the SSO, the NSO, or the Sport in general; and,
 - e) Maintain good financial standing with Club and without outstanding debts owed to the Club.
- 3) In addition to membership fees and subscriptions, each Member is liable for any additional costs which are incurred by the Club due to their direct participation in the Sport, including but not limited to, the following:
- a) NSO & SSO Registration costs;
 - b) Costs associated with participating in competition (including but not limited to entry fees, regatta fines/penalties, travel and accommodation, boat transport and uniform);
 - c) Venue & boat rack hire for private use;
 - d) Repair of damage caused by the Member as result of their negligence, recklessness or indifference, as determined by the Committee.
- 4) Each Member authorises the Club to apply on the Member's behalf for the Member to be registered with the SSO and/or NSO as required by Rule 21.

11. Classes of Membership

- 1) The Members of the Club consist of the following classes:
- a) Ordinary Members;

- b) Life Members; including:
 - i) Honorary Life Members, and,
 - ii) Paid Life Members
- c) Social Members; and,
- d) Temporary Affiliates.

12. Application for Membership

- 1) To apply to become a member of the Club, a person must submit an application in writing which states that the person—
 - a) wishes to become a member of the Club;
 - b) supports the Objects of the Club; and,
 - c) agrees to be bound by and comply with this Constitution.
- 2) The Committee may impose a joining fee for new membership applications.
- 3) The Committee may determine that any new Member who joins after the start of a membership year must, for that financial year, pay—
 - a) the full year's subscription; or
 - b) a pro rata subscription fee based on the remaining part of the financial year; or
 - c) a fixed amount determined from time to time by the Committee.
- 4) Each application must be accompanied by the membership fee for the financial year (subject to Rule 20, sub-rule (3)), and any joining fee (if applicable).

13. Admission to Membership

- 1) All new applications for membership are provisional until ratified by the Committee.
- 2) All new applications for membership shall be presented to the Committee at the next committee meeting. In the event that two (2) or more Committee Members object to the application, the application shall be declined and any fees paid by the applicant shall be refunded.
 - a) No reason needs to be given for the rejection of an application.
 - b) No applicant for membership will be unfairly prejudiced due to religious or political beliefs, gender, sexual preference, level of ability or disability, race or age.
- 3) In the event that an applicant has an outstanding financial debt owed to the Club, the Committee shall not admit the applicant to membership until the debt has been discharged.
- 4) Upon ratification of the membership application, the applicant shall be fully admitted as a member of the Club, with their membership commencing on the date of application.
- 5) Nothing prevents a former Member from applying for readmission to Membership, but in considering the readmission application, the Committee is entitled to take their previous membership history into account.

14. Ordinary Membership

- 1) The Committee may implement sub-categories for Ordinary Membership at its discretion with various fees, equipment usage rights and benefits as it considers appropriate.

- 2) Subject to sub-rule (1), Ordinary Members of the Club are eligible to:
 - a) Use the Club's fleet of boats and equipment,
 - b) Represent the Club by competing in regattas and other competitions, subject to being registered with the SSO and having paid any registration and race entry fees per Rule 20, sub-rule (3).

15. Honorary Life Membership

- 1) Honorary Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Club, or the Sport in general.
- 2) Any Member may nominate a person for Honorary Life Membership by notice in writing to the Committee. A nomination made under this Rule must include a written report outlining the history of services of the nominee.
- 3) The Committee will consider each nomination for Honorary Life Membership, and if agreed by resolution, the Committee shall present the nomination to the membership for consideration at a General Meeting.
- 4) A person may only be appointed as an Honorary Life Member by an Ordinary Resolution at a General Meeting.
- 5) An Honorary Life Member has the same rights of an Ordinary Member, as per Rule 14, sub-rule (2), including full rights for usage of equipment.
- 6) An Honorary Life Member cannot be required to pay annual subscriptions described under Rule 20, sub-rule (1). However, a Life Member shall be required to pay the additional costs described under Rule 20, sub-rule (3).

16. Paid Life Membership

- 1) Paid Life Membership is a closed category of membership, which shall not be offered by the Club.
- 2) Paid Life Members who became Paid Life Members prior to the 6th day of August, 1995, will continue to be acknowledged as such.
- 3) A Paid Life Member has the same rights of an Ordinary Member, as per Rule 14, sub-rule (2), including full rights for usage of equipment.
- 4) A Paid Life Member cannot be required to pay annual subscriptions described under Rule 20, sub-rule (1). However, a Life Member shall be required to pay the additional costs described under Rule 20, sub-rule (3).

17. Social Members

- 1) Social Members may not use the Club's equipment and facilities.
- 2) Social Members may not represent the Club in competition.
- 3) Social Members are not entitled to vote at General Meetings or to hold a Committee Position.

18. Temporary Affiliates

- 1) Temporary Affiliates include the following:
 - a) Participants in short-term rowing programs that are organised by the Club from time to time, or
 - b) Prospective, future members of the Club who are using the Club's facilities and equipment on a trial basis.
- 2) A Temporary Affiliate's term with the Club shall be determined by the Captain, but shall not exceed six (6) months duration.
- 3) Temporary Affiliates may only use the Club's equipment and facilities under the direct supervision of a Member of the Club.

- 4) Temporary Affiliates may not represent the Club in competition.
- 5) Temporary Affiliates are not entitled to vote at General Meetings or to hold a Committee Position.
- 6) The affiliation of a Temporary Affiliate may be cancelled immediately without notice for any reason by any of:
 - a) the President, or,
 - b) the Captain, or,
 - c) the Committee.

19. Membership Year

- 1) The membership year shall be the same as the Financial Year defined under Rule 3.

20. Membership Fees & Subscriptions

- 1) For each membership year, the Committee shall determine and set the membership fees and subscriptions (if any) to be paid by Members, and the manner of payment of the fees. The fee schedule shall be communicated to members at least thirty (30) days before the start of the membership year.
- 2) The due date for membership renewals shall be the first day of the new membership year.
- 3) Upon payment of the subscription fee, a Member will hold valid membership of the Club for the remainder of the membership year.
- 4) The memberships of all Ordinary and Social Members automatically lapse at the end of each membership year. To renew their membership for the subsequent year, each Ordinary & Social Member must renew their membership by paying the membership fee for the subsequent year before the due date.
- 5) Ordinary & Social Members are not eligible for pro-rated membership fees arising as a result of their failure to renew their membership by the due date.
- 6) The Committee may waive all or part of a Member's subscription fees, or may agree terms of payment for a Member, that are different from those applicable to other Members, if the Committee is satisfied (by Ordinary Resolution) that there are special, exceptional and compelling reasons to do so.
- 7) All fees paid to the Club (including membership subscriptions, SSO registration, race entry and rack hire fees) are non-refundable, unless the Committee is satisfied (by Ordinary Resolution) that there are special, exceptional and compelling reasons to do so.

21. SSO & NSO Registration

- 1) All Members & Temporary Affiliates who actively participate in the Sport must be registered with the SSO and/or NSO, with the cost of such registration to be borne by the Member or Temporary Affiliate.
- 2) All club coaches, volunteers and Committee Members who are not otherwise registered with the SSO or NSO, shall be registered with the SSO and/or NSO, with the cost of their registration borne by the Club.

22. Register of Members

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

23. Membership Rights Not Transferable

- 1) The rights of a Member are not transferable and end when membership ceases.

24. Cessation Of Membership

- 1) A Member ceases to be a Member of the Club if they:
 - a) Die;
 - b) Resign from membership in accordance with Rule 25;
 - c) Fail to renew their membership as per Rule 20 (4);
 - d) Fail to discharge a financial obligation or debt to the Club and the Committee resolves to cancel their membership as per Rule 26; or,
 - e) Are expelled from the Club under Rule 84.
- 2) A Member who has ceased to be a Member must not thereafter use any property of the Club and must immediately return to the Club all of the Club's keys, documents, records, intellectual property or other property in the possession, custody or control of the former Member, including documents or files stored by the former Member in electronic form.
- 3) A Member who ceased to be a Member shall remain liable for any outstanding fees or debts which they owe to the Club.
- 4) Where a person whose membership has ceased seeks to join another rowing club, the Committee shall not provide clearance for the former member to join another rowing club until all of the former member's outstanding fees or debts owed to the Club have been paid.

25. Resignation of Membership

- 1) A Member may resign from membership of the Club by providing written notice to the Secretary.

26. Suspension & Cancellation of Membership

- 1) A Member may be suspended from the Membership if they:
 - a) Fail to renew their membership in accordance with Rule 20 by the due date, or,
 - b) Have an outstanding debt owed to the Club, which has been outstanding for at least one (1) month and is of non-negligible value (as determined at the discretion of the Committee)
- 2) The Secretary shall issue a notice to the Member drawing to their attention to the overdue membership renewal or outstanding debt. The notice shall include a revised due date for payment, which shall be:
 - a) For overdue membership renewals, one (1) month from the original due date.
 - b) For outstanding debts, one (1) month from the date of the notice.
- 3) A suspended Member shall not be permitted to:
 - a) Use the Club's boats or equipment;
 - b) Represent the Club in competition;
 - c) Vote at General Meetings.
- 4) The suspension shall be lifted immediately upon payment in full.

- 5) If the Member fails to address the matter to the satisfaction of the Committee by the revised due date, the Committee may resolve to cancel their membership with immediate effect and without providing further notice to the Member.

PART 4 – THE COMMITTEE

DIVISION 1 – POWERS OF THE COMMITTEE

27. General Powers

- 1) 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.
- 2) 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 the Club's role in supporting the Sport's reputation in the State.
- 3) Subject to any resolution of the members in General Meeting directing or constraining the Committee in relation to any matter, the Committee may exercise all the powers of the Club except those powers that this Constitution or the Act require to be exercised by a General Meeting.
- 4) Only the Committee, or a person authorised to act on behalf of the Committee, may execute powers of the Club.

28. Limitations

- 1) The Committee may not cause the Club to disaffiliate from the SSO without the approval of the Members via a Special Resolution in General Meeting.
- 2) The Committee may not mortgage, sell or otherwise dispose of real estate that is either owned or let by the Club, without the approval of the Members via a Special Resolution in General Meeting.
- 3) The Committee shall not enter into a loan arrangement to borrow money, without the approval of the Members via a Special Resolution in General Meeting. The terms of the loan must be presented to the Members within the Notice of Meeting.
 - a) For avoidance of doubt, sub-rule (3) does not restrict the Committee from holding one (1) purchasing credit card for the purposes of facilitating minor, routine or incidental purchases, provided that the account balance is paid off in full each month, and, that the credit limit does not exceed \$10,000 in value.
- 4) The Committee may not lease or sub-lease real estate that is either owned or let by the Club, without the approval of the Members via a Special Resolution in General Meeting.
 - a) The hire of boat storage racks, locker spaces and other amenities within the Club's boatsheds to Members or other related entities (i.e. other Rowing Clubs) is not restricted by sub-rule (3) provided that such arrangements have a term not exceeding 12 months in duration.
 - b) The temporary hire of the Club's function room, kitchen and associated amenities to the general public on a commercial basis is not restricted by sub-rule (3), provided that such arrangements are of limited duration and do not substantially impact upon the use and enjoyment of the Club's facilities by Members.
- 5) The Committee may not undertake or enter into a major enterprise without the approval of the Members via a Special Resolution in General Meeting. For the avoidance of doubt, a major enterprise is to be defined as an activity or purchase which is greater than \$100,000 in value.
- 6) The Committee shall not apply for, or obtain, a Gaming Machine Licence under the Gaming Machines Act 1992 without the approval of the Members via a Special Resolution in General Meeting.

29. Delegation

- 1) The Committee may, by resolution, establish and disband sub-committees with terms of reference that it considers appropriate.
- 2) The Committee may, by resolution, appoint or remove persons to those sub-committees at its discretion.
- 3) The Committee may, by resolution, delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
 - a) this power of delegation; or
 - b) a duty imposed on the Committee by the Act or any other law.
- 4) The delegation must be in writing and may be subject to the conditions and limitations that the Committee considers appropriate.
- 5) The Committee may, by resolution and in writing, revoke a delegation wholly or in part.

30. Policies & Regulations

- 1) The Committee may introduce Policies and Regulations for which it considers necessary or appropriate for the good governance and management of the Club and its affairs. Such Policies and Regulations of the Club may only be established, amended or rescinded by Ordinary Resolution of the Committee.
- 2) The Policies and Regulations must be consistent with this Constitution, SSO & NSO policies, and the law.
- 3) All Policies and Regulations are binding on the Club and all of its Members.
- 4) All Policies and Regulations must be established in writing and be published on the Club's website.

DIVISION 2 – COMMITTEE COMPOSITION & MEMBERS

31. Obligations of Committee Members

- 1) The Committee is collectively responsible for ensuring that the Club complies with the Act and this Constitution.
- 2) Committee members must exercise their powers and discharge their duties—
 - a) with reasonable care and diligence,
 - b) in good faith,
 - c) in the best interests of the Club, and,
 - d) for a proper purpose in pursuit of the Objects of the Club.
- 3) Committee Members and former committee members must not make improper use of—
 - a) their position; or
 - b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person, or to cause detriment to the Club.

Note: See also Division 3A of Part 4 of the Act which sets out the general duties of the office holders of an incorporated association.

- 4) In addition to any duties imposed by this Constitution, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting, to the extent which is reasonably practicable.

32. Composition of the Committee

- 1) The Committee will comprise of the following positions:
 - a) President,
 - b) Captain,
 - c) Two (2) Vice-Captains,
 - d) Secretary,
 - e) Treasurer, and,
 - f) up to Seven (7) General Committee Members.

33. President

- 1) The President is the nominal head of the Club and the Committee.
- 2) The role of the President is to:
 - a) Lead, develop and maintain oversight of the governance, strategy, policies and culture of the Club;
 - b) Promote and advocate for the Club's interests, including interaction with key external stakeholders;
 - c) Provide advice, guidance and counsel to the Committee.
- 3) The President holds substantive strategic and managerial decision-making authority and influence within the Club, which is subject to the oversight and control of the Committee, as well as this Constitution.
- 4) The President shall fulfil the role of Chairperson for any Committee meeting or General Meeting at which he or she is present.
- 5) Each incumbent President will automatically become a Vice-Patron upon the conclusion of their final term of office.

34. Captain

- 1) The Captain is the executive and operational head of the Club. The role of the Captain is to lead, manage and co-ordinate the day-to-day rowing activities and operations of the Club.
- 2) The Captain holds substantive operational decision-making authority within the Club, which is subject to the oversight and control of the Committee, as well as this Constitution.
- 3) The responsibilities of the Captain include, but are not limited to, the following duties:
 - a) Promote & encourage the participation of Members in the Sport;
 - b) Liaise with squad and crew co-ordinators to plan and manage training, regattas and competitions (including matters such as race entries, regatta transport, logistics and volunteering matters);
 - c) Oversee the proper use, allocation and maintenance of the Club's fleet, equipment and facilities;
 - d) Manage risks and promote the health and safety of Members (with respect to rowing activities);
 - e) Introduce and recruit prospective new members to the Club, and support their onboarding;
 - f) Recommend the appointment of coaches and independent selectors;
 - g) Co-ordinate, support, develop and supervise the Club's coaches and volunteers;
 - h) Oversee and steward development programmes delivered by the Club;
 - i) Implement and apply the policies, regulations and procedures of the Club, SSO and NSO; and,

- j) Liaise with SSO, NSO and other Clubs with respect to operational issues.

Note: The Captain's role is a leadership position, and accordingly, the Captain's emphasis should be placed on *co-ordinating, liaising with, and delegating to others* to ensure the above functions and responsibilities are fulfilled.

- 4) All boat and equipment usage by the Club's Members is subject to the control of the Captain.
- 5) All Club-appointed coaches report through the Captain to the Committee.

35. Vice-Captain's

- 1) The role of the Vice-Captain's is to actively support and assist the Captain to carry out his or her duties, by acting as their delegate and/or deputy as is required.
- 2) In the absence of the Captain, or where otherwise delegated by the Captain or the Committee, the Vice-Captain's each hold similar authority to that of the Captain.

36. Secretary

- 1) The Secretary is responsible for managing the Club's administration, correspondence and membership records, including:
 - a) Issue notice of Committee meetings and keep minutes of meetings;
 - b) Issue notice of General Meetings;
 - c) Maintain the register of Members;
 - d) Be responsible for the custody of the papers and records belonging to the Club;
 - e) Inform membership applicants of the acceptance or rejection of their application;
 - f) Conduct correspondence on behalf of the Committee and of the Club;
 - g) Issue and distribute notices of all matters connected with the Club as required by this Constitution and as deemed appropriate by the Committee from time to time;
 - h) Collate reports of the Committee into an Annual Report for distribution to Members prior to the Annual General Meeting in accordance with this Constitution.

37. Treasurer

- 1) The Treasurer is responsible for managing the Club's financial accounts and records, including:
 - a) Collect and receive all moneys due to the Club and make all payments authorised by the Club;
 - b) Keep accounting records and books of the Club;
 - c) Provide a full statement of the financial affairs of the Club together with the Club's bank statement to each meeting of the Committee,
 - d) At each meeting of the Committee, submit all accounts of money owing by the Club for approval of payment thereof; and,
 - e) Maintain records detailing each Member's financial position in accordance with this Constitution.

38. General Committee Members

- 1) The General Committee Members will each have a portfolio of responsibility, to be assigned at the discretion of the Committee.

DIVISION 3 – ELECTION & APPOINTMENT OF COMMITTEE MEMBERS

39. Eligibility to hold Committee Position

- 1) A Member is eligible to be elected or appointed as a Committee Member if the member:
 - a) is an Ordinary, Honorary Life or Paid Life Member, and,
 - b) is in good financial standing with the Club, and,
 - c) is not precluded by the Act or would not otherwise be prohibited from being a director of a corporation under the Corporations Act 2001 (Commonwealth).
- 2) If the Club also holds a liquor license, each Committee Member must also be a fit and proper person for the purposes of the Liquor Licensing Act 1997 (SA).
- 3) A Committee Member may not hold multiple positions on the Committee concurrently.
 - a) This does not prohibit Committee Members from acting in the role and fulfilling the duties of another committee position in the case of a vacancy or absence. However, when doing so, the Committee Member may only exercise one (1) single vote on any matter put to the Committee (excluding casting votes).

40. Term of Office

- 1) The term of office of each Committee Member starts upon their election at the Annual General Meeting or upon their appointment to fill a casual vacancy.
- 2) Subject to Rules 39 and 44, each Committee Member holds office until the positions of the Committee are declared vacant at the next Annual General Meeting.
- 3) There is no limit placed upon the number of terms that a Committee Member may serve.

41. Nominations for Committee Positions

- 1) The Committee must call for nominations for Committee positions at least fourteen (14) days prior to the Annual General Meeting, and make available any prescribed form required as per sub-rule (2) (a).
- 2) Nominations must:
 - a) Be in writing and made using the prescribed form (if any) provided for that purpose;
 - b) Be signed by the nominee;
 - c) Seconded by another member; and
 - d) Be delivered to the Secretary not less than seven (7) days before the scheduled date of the Annual General Meeting.
- 3) Nominations which do not comply with all of the requirements of sub-rule (2) are invalid and must not be accepted.
- 4) Incumbent Committee Members who are seeking re-election (either in the same or a different position) are exempt from the requirements of sub-rule (2).

42. Election of Committee Members

- 1) If the number of nominations received for a Committee position does not exceed the number of vacancies to be filled, then all those members duly nominated shall be declared elected at the Annual General Meeting.
- 2) If there still remain insufficient nominations received to fill all vacancies for a Committee position, the Chair may call for nominations for the remaining positions from the floor of the Annual General Meeting. If the number of

nominations received from the floor does not exceed the number of vacancies to be filled, then those nominated will be declared elected at the Annual General Meeting.

- 3) If at any stage the number of nominations for a Committee Position exceeds the number of vacancies to be filled, an election must be conducted at the Annual General Meeting in accordance with Rule 72.
- 4) If, at the close of the Annual General Meeting, there still remains vacant Committee positions, the Committee may fill those positions by casual appointment per Rule 43.

43. Casual Vacancies

- 1) Any casual vacancy of a Committee position may be filled by another eligible club member appointed by way of an Ordinary Resolution of the remaining Committee Members.
- 2) With reference to Rules 39 and 44, the Committee shall not appoint an ineligible person to fill a casual vacancy.
- 3) A Member appointed to fill a casual vacancy holds office only until the end of the next Annual General Meeting, irrespective of the term of office of the person whom he or she replaces.
- 4) A Committee Member who has been appointed to fill a casual vacancy has the same authority and obligations as if they have been elected to the position at an Annual General Meeting.

44. Termination of Committee Member

- 1) The office of a Committee Member shall become vacant with immediate effect if the Committee Member:
 - a) Ceases to be a Member of Club per Rule 24;
 - b) Resigns his or her office by notice in writing to the Club;
 - c) Is no longer eligible to be a Committee Member under Rule 39;
 - d) Becomes incapacitated by ill health;
 - e) Is disqualified from office under Section 30 of the Act;
 - f) Holds any office of employment with the Club;
 - g) 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;
 - h) Is absent, without the consent of the Committee, from three (3) meetings of the Committee held during a period of six (6) months (not including any special or urgent meetings), and that the remaining Committee Members pass an Ordinary Resolution to remove the Committee Member from office; or,
 - i) Is removed by a Special Resolution of the Members in General Meeting.
- 2) If a Committee Member is removed under sub-rule (1) (i), the Committee Member cannot be reappointed to the Committee to fill a casual vacancy under Rule 43.

45. Committee May Act

- 1) If there are any vacancies on the Committee, the remaining Committee Members may act.
- 2) If the number of Committee Members holding office at any time is less than five (5) Committee Members, the Committee may act only for the purpose of increasing the number of Committee Members in office to five (5).

DIVISION 4 – COMMITTEE MEETINGS

46. Committee to Meet

- 1) The Committee must meet as often as it considers necessary in every calendar year for the dispatch of business (and at least as often as is required under the Act). Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- 2) Any Committee Member may request to convene a meeting of the Committee on reasonable notice to the other Committee Members.

47. Virtual Attendance Permitted

- 1) A Committee Member may attend and participate in a meeting by telephone or other electronic means by which he or she can hear and be heard.

48. Resolutions of Committee

- 1) Subject to this Constitution, questions and motions arising at any meeting of the Committee may be decided by Ordinary Resolution (i.e. simple majority) of those present. Proxy voting is not permitted at committee meetings.
- 2) Each Committee Member present in the meeting has one (1) vote on any question or motion.
- 3) In the event of a tie and further debate is unable to generate a clear majority, the Chair may exercise a single additional casting vote on any question or motion.
- 4) The outcome of any question or motion put to the Committee must be noted in the minutes of the meeting.

49. Resolutions not in Meeting

- 1) At the discretion of the President, the Committee may consider urgent matters and make resolutions outside of a committee meeting where it is not possible or pragmatic to convene a committee meeting at short notice.
- 2) The vote of each Committee Member must be provided in written form (such as email or direct message) such that other committee members can clearly see each other's votes.
- 3) The motion shall be passed or defeated as soon as enough votes are received that a clear majority is attained, consistent with Rule 48.
- 4) The outcome of any motion put to the Committee under this Rule must be recorded in the minutes of the next subsequent committee meeting.

50. Quorum

- 1) At meetings of the Committee, the number of Committee Members whose presence is required to constitute a quorum is:
 - a) If the number of Committee Members then in office is an even number, half of the number of Committee Members plus one; or
 - b) If the number of Committee Members then in office is an odd number, half of the number of Committee Members rounded up to the next whole number.

51. Chairperson of Committee Meetings

- 1) The President shall fulfil the role of Chairperson for all Committee Meetings where he or she is present.
- 2) If the President is unable to fulfil the role of Chairperson at a Committee meeting (either wholly or in part), then the remaining Committee Members must appoint another Committee Member to preside as Chair for that meeting or for that part of the meeting only.

52. Minutes of Committee Meetings

- 1) The Secretary must ensure that minutes are taken and kept for each Committee Meeting.
- 2) The minutes must record the following—
 - a) the names of the members in attendance at the meeting;
 - b) the business considered at the meeting;
 - c) any resolution on which a vote is taken and the result of the vote;
 - d) any material personal interest disclosed under Rule 53.

53. Conflict of Interest

- 1) 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.
- 2) A Committee Member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- 3) The Committee Member—
 - a) must not be present while the matter is being considered at the meeting; and
 - b) must not vote on the matter.
- 4) This rule does not apply to a personal interest—
 - a) that exists only because the Committee Member belongs to a class of persons for whose benefit the Club is established; or
 - b) that the Committee Member has in common with all, or a substantial proportion of, the members of the Club.

54. Indemnity

- 1) 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.
- 2) 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:
 - a) 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
 - b) 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.

PART 5 - HONORARY POSITIONS

55. Nomination & Election of Honorary Positions

- 1) With the exception of the Honorary Patron and Honorary Auditor, the election of Members to fill Honorary Positions shall be conducted at the Annual General Meeting each year.
- 2) With the exception of the Honorary Patron and Honorary Auditor, nominations for honorary positions shall be made as per Rule 41. Incumbent members filling an Honorary Position are eligible for re-election without nomination.
- 3) For Vice Patrons and Vice Presidents, each individual nomination shall be subject to a show of hands of those Members present. A simple majority in favour of the nomination will result in the successful election of the nominee to the position. At the discretion of the Chair and with the agreement of those Members present, nominations for all Honorary Positions may be voted upon together as a collective
- 4) A Member may hold more than one Honorary Position concurrently.
- 5) With the exception of the Honorary Patron and Vice Patrons, all Members filling Honorary Positions are required to maintain their financial status (as either an Ordinary, Paid Life or Honorary Life Member) and pay subscriptions as per Rule 20.

56. Honorary Patron

- 1) Tradition dictates that upon their election or re-election to office, The Right Honourable The Lord Mayor of Adelaide shall be invited by the President to fulfil the position of Honorary Patron.
- 2) The term of the appointment of the Honorary Patron shall start from the time of acceptance of the invitation and conclude at the expiration of their term as The Lord Mayor of Adelaide.
- 3) In the event that a future Lord Mayor of Adelaide declines to accept the President's invitation to fill the position of Honorary Patron, the Committee shall be free to invite another prominent South Australian to act as Honorary Patron until such time that a subsequent Lord Mayor of Adelaide may accept the position.

57. Vice-Patrons

- 1) Vice-Patrons shall be Members who have served the Club at a high level over a significant period of time and have demonstrated exemplary support for the traditions of the Club or rowing in general.
- 2) On retiring from the office of President, the incumbent will automatically become a Vice-Patron.
- 3) There is no restriction on the number of Vice-Patrons holding this office.
- 4) Once a Member has been elected to the office of Vice-Patron, they shall be entitled to maintain that office until they cease to be a Member of the Club.
- 5) A Senior Vice-Patron may be appointed by the Vice-Patrons from amongst their cohort at the Annual General Meeting each year. The role of the Senior Vice-Patron is to facilitate communication between the Vice-Patrons and the Club, and where necessary, co-ordinate the activities of the Vice-Patrons.

58. Vice-Presidents

- 1) Vice-Presidents shall be Members who have continuously served the Club at a high level over a long period of time (typically, for at least 10 years). The cohort of Vice-Presidents are typically considered as a pool of potential future Presidents of the Club.
- 2) The role of the Vice-Presidents is to actively:

- a) Assist the President to promote the Club and uphold its traditions;
 - b) Maintain a presence around the Club;
 - c) From time to time, provide mentoring, counsel and guidance to the Committee Members.
- 3) There is no restriction on the number of Vice-Presidents holding this office.

59. Honorary Auditor

- 1) If the person appointed as Auditor under Rule 98 is already a member of the Club and performs their duties without charging of fees, they shall be referred in title as the Honorary Auditor. Otherwise, they shall simply be referred to as the Auditor.

60. Honorary Solicitor

- 1) The role of Honorary Solicitor is to provide advice and counsel of a legal nature to the Committee without obligation.

61. Honorary Architect

- 1) The role of Honorary Architect is to provide advice and counsel to the Committee in relation to the buildings and land that the Club maintains and occupies without obligation.

62. Honorary Archivist

- 1) The role of Honorary Archivist is to preserve, document and record the history of the Club without obligation.

PART 6 – GENERAL MEETINGS

63. Annual General Meeting

- 1) An Annual General Meeting of the Club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.
- 2) The ordinary business to be transacted at the Annual General Meeting includes:
 - a) Vale;
 - b) Presentation of the preceding financial year's Annual Report and the accounts of the Club for consideration by the Members;
 - c) Election of Committee Members and Honorary Positions;
 - d) Appointment of an Auditor.
- 3) All business that is transacted at a General Meeting or an Annual General Meeting, other than those matters referred to in sub-rule (2), is special business.

64. Special General Meetings

- 1) Any General Meeting other than the Annual General Meeting will be a Special General Meeting.
- 2) The Committee may convene a Special General Meeting of the Club for any reason that it sees fit or necessary.

65. Special General Meetings at the Request of Members

- 1) The Committee must convene a Special General Meeting if a request is made by at least 75% of the total number of members eligible to vote at general meetings.
- 2) A request for a Special General Meeting under sub-rule (1) must—
 - a) be made in writing;
 - b) state the business to be considered at the meeting and any resolutions to be proposed;
 - c) include the names and signatures of the members requesting the meeting; and,
 - d) be given to the Secretary.
- 3) If the Committee does not convene a Special General Meeting within thirty (30) days after the date on which the request is made, the members making the request (or any of them) may convene the Special General Meeting.
- 4) A Special General Meeting convened by members under sub-rule (3)—
 - a) must be conducted in the same manner, or as nearly as practical to the same manner, as required by this Constitution;
 - b) must be held within sixty (60) days after the date on which the original request was made; and
 - c) may only consider the business stated in that request.
- 5) For the purposes of sub-rule (4):
 - a) The Committee must provide the members convening the Special General Meeting with the relevant particulars of the Members entitled to receive a notice of meeting, and,
 - b) The Club must reimburse all reasonable expenses incurred by the members convening a Special General Meeting under sub-rule (3).

66. Notice of General Meetings

- 1) Notice of every General Meeting must be given to every eligible member per Rule 68, and the Auditor, by the means authorised in Rule 89.
- 2) A notice of a General Meeting must specify the place, date and time of the meeting, and state the nature and order of the business to be transacted at the meeting.
- 3) For an Annual General Meeting, at least fourteen (14) days' notice of a General Meeting must be given.
- 4) For a Special General Meeting, at least twenty-one (21) days' notice of a General Meeting must be given.
- 5) No business other than that stated on the notice for a General Meeting may be transacted at that meeting.

67. Chairperson of General Meetings

- 1) The President shall preside as Chairperson for all General Meetings where he or she is present, except:
 - a) In relation to any election for which they are a nominee, or,
 - b) For matters where they have declared a conflict of interest.
- 2) If the President is unable fulfil the role of Chairperson at a General Meeting (either for the whole meeting or in part), the Members present must temporarily appoint another Committee Member to preside as the Chair for that meeting only, or only for that part of the meeting.

68. Eligibility to Attend & Vote at General Meetings

- 1) All Ordinary & Life Members are eligible to attend and participate in General Meetings.
- 2) Each eligible member (or their proxy per Rule 69) is entitled to one (1) vote on any matter put to a poll in General Meeting, provided that they:
 - a) Are eligible to vote according to the Act; and,
 - b) Are over eighteen (18) years of age on the day of the General Meeting; and,
 - c) Do not have any outstanding financial obligations to the Club, and,
 - d) Are not suspended from the Club.
- 3) The Auditor may attend the Annual General Meeting to present their report to the Members, but shall not be entitled to vote unless they are otherwise eligible under sub-rules (1) and (2).

69. Proxies

- 1) A member entitled to vote under Rule 68 may appoint another member entitled to vote as his or her proxy to vote at a General Meeting.
- 2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- 3) Notice of a General Meeting given to a member must—
 - a) state that the member may appoint another member as a proxy for the meeting; and
 - b) include a template copy of any form that the Committee has provided to facilitate the appointment of a proxy.
- 4) A Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf – otherwise, the proxy may vote on behalf of the member in any matter as he or she sees fit.
- 5) Whether or not the Committee has issued a form for the appointment of a proxy, the Member appointing the proxy may use any form that clearly identifies the person appointed as the Member's proxy and has been signed or authorised by the Member.
 - a) For the purposes of sub-rule (5), an email received from the member's nominated email address shall suffice.
- 6) A form appointing a proxy must be given to the Secretary of the meeting no later than 6pm on the day before the meeting.
- 7) All proxies shall be declared at the commencement of the General Meeting.

70. Quorum

- 1) No business may be transacted at any General Meeting unless a quorum is present.
- 2) A quorum for all General Meetings is the lesser of either, twenty (20) Members, or twenty-five per cent (25%) of the membership, who:
 - a) are eligible to vote under Rule 68 at the time that the notice of meeting was issued, and,
 - b) are either present in person, present via electronic/virtual means, or represented by a valid proxy.
- 3) If a quorum is not present within half an hour from the time appointed for the General Meeting, the meeting must be adjourned until the same day in the next week at the same time and place, or to such other day, time and place as the Chairperson determines.
- 4) If the original meeting was convened on the requisition of Members under Rule 65 and a quorum is not present within half an hour from the time appointed for the adjourned meeting, then the meeting will lapse.

- 5) If the original meeting was convened for any other reason other than by a requisition of Members under Rule 65 and a quorum is not present within half an hour from the time appointed for the adjourned meeting, then those Members present will constitute a quorum.

71. Adjournment of General Meeting

- 1) The Chairperson may, with the consent of any General Meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting to another time and place.
- 2) No business may be transacted at any adjourned General Meeting other than the business left unfinished at the original meeting from which the adjournment took place.
- 3) When a General Meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- 4) Except as required by sub-rule (3), it is not necessary to re-issue notice of an adjournment or of the business to be transacted at any adjourned General Meeting.

72. Voting Procedure

- 1) At any meeting, a resolution put to a vote at a General Meeting will be decided on a show of hands unless a poll is (either before or on the declaration of the result of the show of hands) called for by either
 - a) The Chairperson; or
 - b) A minimum of five (5) Members present at the meeting.
- 2) If a poll is required under sub-rule (1), it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- 3) In the event of a deadlock, the Chairperson of a General Meeting shall have a casting vote.

73. Recording of Determinations

- 1) The outcome of all resolutions put to a General Meeting shall be recorded in the minutes of the meeting, including whether the resolution was carried or lost, and either unanimously or by a particular majority.

PART 7 – DISPUTE RESOLUTION

74. Application

- 1) The dispute resolution procedure set out here in shall only be applied to disputes or grievances which are outside the scope of the relevant SSO or NSO policies. Where a dispute or grievance involving a Member is within the scope of a SSO or NSO policy, then, the SSO or NSO policy shall prevail, and the dispute or grievance shall be resolved in accordance with the SSO or NSO policy.
- 2) A member must not seek resolution for a dispute that is in relation to a matter which is the subject of a disciplinary procedure under Part 8 of the Constitution until the disciplinary procedure has been completed.

75. Parties Must Attempt to Resolve the Dispute

- 1) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.

76. Appointment of Mediator or Investigator

- 1) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within fourteen (14) days after the scheduled meeting, then the parties must:
 - a) Notify the Committee of the dispute,
 - b) Agree to the appointment of a mediator or investigator,
 - c) In the case of mediation, attempt in good faith to settle the dispute by mediation.
- 2) The mediator or investigator must be a person chosen by agreement between the parties. In the absence of an agreement being reached:
 - a) If the dispute is between a member and another member, the Committee may appoint a mediator or investigator.
 - b) If the dispute is between a member and the Committee (as a whole), or between a member and the Club, an external mediator or investigator must be sought.
- 3) A mediator or investigator must not be a person who:
 - a) Has a personal or financial interest in the dispute; or
 - b) Is biased in favour of or against any party.

77. Mediation or Investigation Process

- 1) The mediator or investigator to the dispute, in conducting the mediation or investigation, must:
 - a) Give each party every opportunity to be heard; and,
 - b) Allow due consideration by all parties of any written statement submitted by any party; and,
 - c) Ensure natural justice is afforded to the parties throughout the mediation or investigation process.
- 2) The mediator or investigator must not determine the dispute, but may determine facts and make recommendations to the Committee.

78. Failure to Resolve Dispute by Mediation or Through Investigation

- 1) If the mediation or investigation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 8 – DISCIPLINARY MATTERS

79. Obligation to Refer Serious Misconduct

- 1) If any member believes that another member's conduct represents an actual or potential breach of the NSO or SSO sports integrity policies, then, the matter shall be referred to the NSO or SSO to be managed in accordance with the relevant NSO or SSO procedure.
 - a) Disciplinary action under this Constitution must not commence in relation to any matter which is subject to ongoing investigation or process by an external body or agency until such proceedings have been completed. Notwithstanding, the Committee may act and take interim measures as it sees appropriate to protect the safety and wellbeing of members, and to protect the interests of the Club.
- 2) The findings and outcome of any external process or investigation may be used and relied upon as part of any subsequent disciplinary action brought by the Club against a member under this Constitution.

80. Grounds for Taking Disciplinary Action

- 1) The Committee may initiate disciplinary action against a member, if the Committee resolves that there are grounds for believing that the member has:
 - a) failed to comply with this Constitution; or,
 - b) failed to comply with any Policies or Regulations of the Club made under Rule 30; or,
 - c) acted in a manner which is contrary to the Objects of the Club; or,
 - d) materially breached any agreement that may then be in existence between the member and the Club including but not limited to a coaching agreement; or,
 - e) engaged in any other conduct which in the opinion of the Committee is prejudicial to the Club,and, that the member's conduct is considered by the Committee to be of a serious nature.

81. Disciplinary Subcommittee

- 1) If the Committee resolves to take disciplinary action against a member under Rule 79 above, the Committee must appoint a disciplinary subcommittee to determine:
 - a) whether there are grounds for taking disciplinary action against the member under Rule 79, and,
 - b) to determine what action, if any, to take against the member under Rule 84.
- 2) The requirements and limitations of Rule 29 does not apply to a disciplinary subcommittee.
- 3) The disciplinary subcommittee must comprise of at least three (3) people, who, as far as the Committee can determine after reasonable inquiry, must be independent of the matter, and are not biased against, or in favour of, the member concerned.
- 4) Decisions of the disciplinary subcommittee will be final, and will constitute decisions of the Committee and the Club.

82. Notice to Member

- 1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member, which:
 - a) states that the Club proposes to take disciplinary action against the member;
 - b) states the grounds for the proposed disciplinary action;
 - c) specifies the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting);
 - d) advises the member that he or she may do one or both of the following—
 - i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting;
 - e) advises the member of their appeal rights under Rule 85.

83. Conduct of Disciplinary Meeting

- 1) At the disciplinary meeting, the principles of natural justice must be observed, and the disciplinary subcommittee must:
 - a) give the member an opportunity to be heard, and,
 - b) consider any written statement submitted by the member.

84. Decision of Disciplinary Subcommittee

- 1) After complying with Rule 83, the disciplinary subcommittee shall determine whether or not any of the grounds for disciplinary action described under Rule 79 exist.
- 2) If the disciplinary subcommittee determined that one or more of those grounds exists, it may, in its discretion:
 - a) Take no further action against the member; or,
 - b) Subject to sub rule (3) below:
 - i) Reprimand the member, or,
 - ii) Suspend the membership rights of the member for a specified period of time (up to a maximum of 1 year), or,
 - iii) Expel the member from the Club, or,
 - iv) Take other disciplinary action against the member as the subcommittee sees fit.
- 3) The disciplinary subcommittee may not fine any member.
 - a) For avoidance of doubt, this sub-rule does not exclude or remove a member's liability for any damages arising from their conduct.
- 4) Any disciplinary action determined by the disciplinary subcommittee under this Rule takes effect immediately after the vote of the disciplinary subcommittee is passed.
- 5) The member must be informed of the decision of the disciplinary subcommittee as soon as practicable.

85. Appeal Rights

- 1) A member who has been suspended or expelled from the Club under Rule 84 may give notice that he or she wishes to appeal against their suspension or expulsion.
- 2) The appeal notice must be:
 - a) made in writing,
 - b) personally signed by at least twenty (20) Members who support the member's appeal and who are eligible to vote under Rule 68, and
 - c) given to the Secretary not later than 48 hours after the member was informed of the decision.
- 3) If a person has given notice to appeal under sub-rule (2), a disciplinary appeal meeting of members must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 4) Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote (as per Rule 68) as soon as practicable and must:
 - a) specify the date, time and place of the meeting;
 - b) state—
 - i) the name of the person against whom the disciplinary action has been taken,
 - ii) the grounds for taking that action, and,
 - iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

86. Conduct of Disciplinary Appeal Meeting

- 1) At a disciplinary appeal meeting:
 - a) no business other than the question of the appeal may be conducted;
 - b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action, and,
 - c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 2) After complying with sub-rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 3) A member may not vote by proxy at the disciplinary appeal meeting.
- 4) The appeal is upheld if a simple majority of the members voting at the meeting vote in favour of the member's appeal.

PART 9 - GENERAL MATTERS

87. Seal

- 1) The Club will have a Seal on which its corporate name appears in legible characters.
- 2) Use of the Seal shall only be authorised by a resolution of the Committee. The affixing of the Seal must be witnessed by two (2) Committee Members, or, by one Committee Member and another person authorised by the Committee for that purpose.

88. Record Keeping

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

89. Notices

- 1) Any notice required or authorised by this Constitution to be given to a Member may be served:
 - a) on the Member personally, or,
 - b) by sending it through the post in a prepaid envelope addressed to the Member at the Member's last known place of business or residence, or,
 - c) by facsimile, email or other electronic means, or,
 - d) 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.
- 2) A notice served by post will be taken to have been received by the recipient on the second working day after it was posted.
- 3) 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.
- 4) Any notice required by this Constitution to be given to the Club may be served by:
 - a) by sending it through the post in a prepaid envelope addressed to the Club's registered office.
 - b) by email or other electronic means to both of the Secretary, and the President.

90. Public Officer

- 1) The Committee must appoint a Public Officer in accordance with the Act.

91. Club Colours

- 1) The Club colours shall be black, red and gold in ascending order, with gold always being the uppermost colour. This translates into the l'Zingari legend of "out of darkness, through fire, into light".
- 2) Any Club articles of apparel may use these colours, subject to approval by Ordinary Resolution of the Committee, and be separately defined by the Regulations.

92. Club Shield

- 1) The design of the Club Shield shall consist of a white shield, bordered in red, black and gold edging, placed over gold crossed oars which overlap the shield, with the letters A (black), R (red), C (gold) intertwined with each other and superimposed within the white shield.

93. Club Blazer

- 1) The Club Blazer shall be made from material that four centimetres wide vertical stripes of black, red and gold. The sequence begins on the wearer's right and continues clockwise around the body.
- 2) Ordinary or Honorary Life Members of the Club who have been members for a minimum of two (2) years may apply to the Committee in writing for approval to procure or obtain a Club Blazer.
- 3) Temporary Affiliates are not permitted to obtain or wear the Club Blazer.
- 4) There are two types of pocket which may be assigned to a Member to affix to their Club Blazer.
 - a) The Ordinary Pocket, which consists of a small Club Shield, approximately 5cm in diameter, embroidered onto a pocket of striped blazer material,
 - b) The Senior Pocket, which consists of a larger Club Shield, approximately 7 to 8cm in diameter, embroidered onto a pocket of plain black material.
- 5) Only Members who meet the eligibility criteria as defined by sub-rule (6) shall be permitted to wear a Club Blazer displaying the Senior Pocket. All other Members may only be eligible to wear a Club Blazer displaying the Ordinary Pocket.
- 6) To be eligible to wear the Senior Pocket, a Member must meet one or more of the following criteria whilst as a Member of the Club (i.e. not previously as a member of another club):
 - a) Won two (2) or more 1st Grade, Open or Masters South Australian State Championships events while representing the Club (excluding under-age or lower-grade events);
 - b) Won an Australian National Championship or Australian Masters National Championship while representing the Club;
 - c) Won an Australian Interstate Regatta or Australian Master's Interstate Regatta event while representing South Australia and the Club;
 - d) Represented South Australia at the Australian Interstate Regatta or Australian Master's Interstate Regatta as part of an SSO-sanctioned crew or team on at least three (3) separate occasions, or,
 - e) Represented Australia at a World Championships or Olympic Games as part of an NSO-sanctioned crew or team,
 - f) Be an Honorary Life Member of the Club.

Note: Sub-rule (6) (a) to (e) should be taken to include achievements and representation in any capacity as either a rower, coxswain or named coach.

94. Reciprocal Rights

- 1) In the spirit of comradery, the Committee may enter into a reciprocal rights agreement with any rowing club located outside of South Australia which shares similar values and objects as the Club. Such a club shall be referred to as a Reciprocal Club.
- 2) Upon presentation of a Letter of Introduction from the Reciprocal Club, a visiting member of the Reciprocal Club shall be permitted to use the Club's boats, equipment and facilities subject to the discretion of the Captain and under the supervision of another Member.
- 3) Any Member may request a Letter of Introduction from the President to present to a Reciprocal Club as may be required under the terms of a reciprocal rights agreement.

95. I'Zingari Foundation

Note: The I'Zingari Foundation (IZF) is governed by a Deed of Trust and has been charged to provide the Adelaide Rowing Club with financial security for the future through the creation of a substantial capital base which is not generally available to meet normal operating expenses, but is available to assist the Club for special purposes and in times of need.

The IZF is an independent entity to the Club and the Committee, and is managed by its Trustees in accordance with the Deed.

- 1) Members of the IZF who are not already Members of the Club through other means shall be afforded complimentary status as Social Members.
 - a) This in-kind provision shall not be credited towards payment of subscriptions or other fees that may otherwise be due to the Club by the person under Rule 20.
- 2) The Committee shall ensure that any substantive donations or bequests given to the Club (in excess of \$5,000 in value) are transferred to the IZF within three (3) months of receipt.
- 3) Sub-rule (2) shall not apply if the donation or bequest:
 - a) Is non-monetary in nature, or,
 - b) Has been made towards a specific club fundraising project where the use of the funds has been defined prior to the donation being made, or,
 - c) Has been made via the Australian Sports Foundation towards a designated Project, or,
 - d) Has been made subject to specific terms and conditions, in which case, the Committee shall make all reasonable efforts to honour the terms and conditions of the gift or bequest.

PART 10 – FINANCIAL MATTERS

96. Application Of Income

- 1) The income and property of the Club must be applied solely towards the Objects of the Club.
- 2) 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.
- 3) Subject to sub-rule (4), nothing in sub-rules (1) and (2) prevents a payment made in good faith to any Member, including:
 - a) For any services actually rendered to the Club whether as an employee, Committee Member or otherwise;

- b) For goods supplied to the Club in the ordinary and usual course of operation;
 - c) For interest on money borrowed from any Member;
 - d) For rent for premises demised or let by any Member to the Club;
 - e) For any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.
- 4) No payment made under sub-rule (c) may exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

97. Management of Funds and Property

- 1) The Club must maintain one or more accounts with a financial institution or institutions, from one or other of which accounts all expenditure of the Club is made, and into one or other of which accounts all of the Club's revenue is deposited.
- 2) Subject to any restrictions imposed by a General Meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- 3) The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed and all payments made by electronic funds transfer authorised by two (2) or more committee members are authorised signatories. The Treasurer and the President shall be authorised signatories by default. The Committee may appoint additional signatories from amongst the Committee only.

98. Auditor

- 1) A qualified Auditor must be appointed by the Committee.
- 2) The following people may not be appointed as the Auditor:
 - a) an officer of the Club, including a Committee Member (and any partners, employers or employees of officers); or
 - b) an employee of the Club, including the CEO (and any partners, employers or employees of employees).
- 3) The Auditor may be removed by the Committee.
- 4) The Auditor has a right of access at all reasonable times to the accounting records and other records of the Club and is entitled to require from any officer of the Club such information and explanations as he or she desires for the purpose of an audit.
- 5) The Auditor must provide the Committee with reports that comply with the Act with sufficient time for the Committee to lay such material before the Members as and when required (including for the Annual General Meeting).
- 6) The reasonable fees and expenses of the Auditor are payable by the Club.

PART 11 – OTHER

99. Winding Up

- 1) The Club may be wound up or deregistered in accordance with the Act.
- 2) 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 not be paid to or distributed amongst the Members, but must be distributed to another organisation, or organisations, which:

- a) has purpose(s) or objects similar to the Object outlined in Rule 2, and,
 - b) a constitution which prohibits the distribution of income and property to Members.
- 3) The organisation, or organisations, to whom the distribution is to be made under sub-rule 2) may be determined by the Members in General Meeting at or before the time of winding up, dissolution or deregistration, or in default of 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.

100. Alteration of Constitution

- 1) Subject to sub-rule (2), this Constitution may only be amended, altered, repealed or replaced by Special Resolution passed at a General Meeting.
- 2) If, in the opinion of the Committee, it is necessary to amend this Constitution:
 - a) To achieve or maintain affiliation of the Club with the SSO and/or NSO;
 - b) To comply with the SSO or NSO constitution and regulations;
 - c) To comply with the Act, or,
 - d) To achieve or maintain a particular tax status,then, the Committee may, by Ordinary Resolution, make the amendments that it considers necessary for the purpose, and only for that purpose.
- 3) The new Constitution must be registered with the Commission in accordance with the Act.
- 4) The registered Constitution shall bind the Club and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

101. Transitional Provisions

- 1) 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.
- 2) 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.
- 3) All 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.

Document Control

Revision	Effective Date	Summary of Changes Made
0	24 August 2025	Approved at Special General Meeting. Effective 24 August 2025.
D	20 July 2025	Formatting & references review. Circulated to membership with Notice of SGM – ‘As Proposed’ version.
C	15 July 2025	Incorporate committee stakeholder feedback. Endorsed by ARC Committee 15 July 2025.
B	22 May 2025	Incorporate first round stakeholder feedback.
A	27 April 2025	Initial draft of new Constitution