

The Amateur Winemakers and Brewers Club of Adelaide Inc. Constitution 2020

1. NAME OF THE CLUB

The Club shall be called "The Amateur Winemakers and Brewers Club of Adelaide Inc.", herein after called the Club.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

Act means the Associations Incorporation Act 1985 (SA).

Committee means the committee of management of the club.

Financial year means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 March and ending on the last day of February each year.

General Meeting means a general meeting of members of the club convened in accordance with these rules and includes the Annual General Meeting or any Special General Meeting.

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.

Life Member means an individual member appointed as a life member of the club under clause 5.3.

Month shall mean a calendar month.

Member means a member of the club under clause 5.

Special resolution means a special resolution defined in the Act.

2.2 Interpretation

In this Constitution:

- (a) A reference to a function includes a reference to a power, authority and duty;
- (b) A reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) Words importing the singular include the plural and vice versa;
- (d) Words importing any gender include other genders;
- (e) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (f) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction);
- (g) A reference to 'writing' shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail; and
- (h) Any doubt arising as to the application or meaning of any clause or wording therein shall be decided by a vote at a General Meeting, which decision shall be final and conclusive.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

3. OBJECTS OF THE CLUB

- (a) To maintain the traditions of amateur winemaking and brewing.
- (b) To discuss methods and exchange ideas for the mutual improvement of amateur wines and beers.
- (c) To assist beginners in the art.
- (d) To foster good fellowship amongst winemakers and brewers and the lovers of wine and beer.

4. POWERS OF THE CLUB

Solely for furthering the Objects, the Club has the rights, powers and privileges conferred on it under section 25 of the Act, namely to:

- (a) acquire, hold, deal with, and dispose of, any real or personal property;
- (b) administer any property on trust;
- (c) open and operate bank accounts;
- (d) invest its monies
 - i. in any security in which trust monies may, by Act of Parliament, be invested; or
 - ii. in any other manner authorised by the rules of the Club;
- (e) borrow money upon such terms and conditions as the Club thinks fit;
- (f) give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
- (g) appoint agents to transact any business of the Club on its behalf; and
- (h) enter into any other contract it considers necessary or desirable.

5. MEMBERSHIP

5.1 Categories of membership

Membership shall be in three classes, and open to all persons subscribing to the Objects of the Club. The Committee shall have the right to refuse membership to any person without assigning a reason.

The classes of membership shall be:

- (a) Full Membership – Open to any person interested in the Objects of the Club.
- (b) Life Membership - For services rendered to the Club, or for any other reason, a person may, by a 90% majority of Full Members in a General Meeting, be elected as a Life Member with full privileges, and without fees, subscriptions or calls.
- (c) Honorary Visiting Member - Visitors may be admitted to the Club as Honorary Visiting Members for a period not exceeding three months, during which time they may enjoy the fellowship of the Club without other rights, but special privileges may be given at the discretion of the Committee.

5.2 Application for membership

A person eligible under the provisions of Rule 5.1 may apply for membership to the Club subject to the following conditions: -

- (a) That the person has submitted an 'Application for Membership' form, and
- (b) That the annual membership fee has been paid.

5.3 Discretion to Accept or Reject Application

The Club may accept or reject an application for membership, whether or not the applicant has complied with the requirements in this clause. The Club shall not be required or compelled to provide a reason for accepting or rejecting the application.

5.4 Life membership

Life membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Club. Any Member may recommend a person for Life Membership by notice in writing to the Committee as detailed in the Regulations.

A person may be elected a Life Member only by Special Resolution put to any General Meeting by the Committee.

A Life Member is not required to pay fees or subscriptions.

5.5 Obligations of members

Each Member must:

- (a) treat all staff, contractors, members and representatives of the Club with respect, decency and courtesy at all times;
- (b) maintain and enhance the standards, quality and reputation of the Club;
- (c) comply with and observe this Constitution and the Regulations and policies of the Club and also any determination, resolution or decision, which may be made by the Committee or other entity with delegated authority on behalf of the Club;
- (d) not act in a manner:
 - i. unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club, or
 - ii. that is likely to bring the Club into disrepute

5.6 Resignation

Any member may resign their membership by giving notice in writing to the Secretary. Upon cessation of membership there shall be no claim upon the Club, nor upon any of its property.

Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately. This includes electronic records, passwords and other such devices.

5.7 Discontinuance of Membership for Breach

Membership of the club may be discontinued by the Committee upon breach of any clause of this Constitution or the Regulations or the policies of the Club. This includes, but is not limited to, the failure to pay any monies owed to the Club, conduct considered injurious to the character or interests of the Club or its members, and the failure to comply with the Regulations or any resolutions or determinations made or passed by the committee.

Membership shall not be discontinued by the Committee under this clause without the Committee first giving the relevant Member sufficient opportunity to explain the breach and/or remedy the breach.

A Member may not be expelled unless the Member has been afforded procedural fairness, and natural justice in accordance with the Act.

Where a Member fails, in the Committee's view, to adequately explain or remedy the breach, that Member's membership shall be discontinued. The Club shall give written notice of the discontinuance to the Member. The register shall be amended to reflect any discontinuance of membership under this clause 5.6 as soon as practicable.

5.8 Arrears of Subscription

Membership shall cease if a member's subscription remains unpaid ninety days after the due time. The Committee may re-admit the said person upon payment of the prescribed annual subscription due.

5.9 Membership May be Reinstated

Membership which has been discontinued under this clause 5 may be reinstated at the discretion of the committee, with such conditions of membership as the committee deems appropriate.

5.10 Subscriptions

- (a) The annual subscription for a Full Member shall be the amount voted by a majority of Full Members at the Annual General Meeting.
- (b) The annual subscription shall become due at the close of the Annual General Meeting of each year. No new member shall be entitled to take part in the proceedings of the Club, nor entitled to any of its privileges until their subscriptions have been paid in full.

5.11 Register of members

A register of members must be kept and contain:

- (a) The name and address and contact details of each member,
- (b) The date on which each member was admitted to the Club, and
- (c) If applicable, the date of and reason(s) for termination of membership.

6. NEWSLETTER

The Club shall publish a periodical newsletter, the cost of which is to be included in the annual subscription.

7. MEETINGS

7.1 Types

- (a) The Annual General Meeting of the Club shall be held, where practicable, at the beginning of May in each year, at such time and place as the Committee may direct. The Report and Financial Statement for the past year shall be presented at this meeting, and the election of Officers for the succeeding year shall be held.
- (b) General Meetings shall be held once each calendar month, with the exception of January.
- (c) Extraordinary General Meetings shall be called by the Secretary on a request in writing signed by one third of the Full Membership of the Club. The meeting shall be called within twenty-one days of receipt of such request and not more than fourteen days after giving notice of the said meeting, at a time and place mutually agreed upon.
- (d) Committee Meetings shall be held each calendar month whenever possible and at least six (6) times a year.

7.2 Quorum

A quorum at General Meetings shall consist of one third of the Full Members of the Club, and at Committee Meetings shall consist of four Committee members.

7.3 Voting

- (a) Each Full Member present at any meeting shall be entitled to one vote.
- (b) In the event of an equality of voting it shall be resolved so as to preserve the status quo. The Chairman shall not be entitled to a casting vote.
- (c) Proxy or Postal Voting shall not be allowed.

8. MANAGEMENT

8.1 Composition of committee

The management of the club shall be vested in a Committee of up to nine persons, which shall comprise the honorary positions of President, Secretary, Treasurer, Newsletter Editor, Digital Media Coordinator, Beer Convenor, Wine Convenor and two general members.

Section 56 of the Act requires the appointment of a 'Public Officer' who must be a member of the club, and may be a committee member.

8.2 Powers of committee

Subject to the Act and this Constitution the committee will exercise its powers and perform its functions in the interests of the club and in pursuit of its Objects.

The committee may establish or appoint committees or individuals to carry out specific duties and tasks. Details of these delegations shall be recorded in the minutes.

8.3 Election of office bearers

The Office bearers shall be elected at the Annual General Meeting. Officers shall hold office for a period of one year, at termination of which they shall be eligible for re-election. No officer shall hold office for a period exceeding two consecutive years, unless determined by a two-thirds majority of those Full Members present at the Annual General Meeting.

If at any election of officers, no nomination of a person not already elected to the committee is received for a position, a person already elected to a position on the Committee may nominate and be elected to hold one or more additional positions. In this case additional general committee members may be elected to reach a total of 9 persons

8.4 Casual vacancy

A casual vacancy on the committee may be filled by appointment for the remainder of the office bearer's term.

8.5 Communication

The committee may communicate and make decisions by means other than regular physical meetings. Such decisions must be recorded in the minutes, as if they had been made at a committee meeting.

8.6 Seal

- (a) The Association will have a Seal on which its corporate name appears in legible characters.
- (b) The Seal may not be used without the express authorisation of the committee and every use of the Seal must be recorded in the minute books of the Club. The affixing of the Seal must be witnessed by two (2) committee members.

9. RECORD KEEPING AND ACCOUNTS

9.1 Minutes

- (a) Proper minutes of all proceedings of general meetings of the Club and of meetings of the committee shall be kept.
- (b) The minutes kept pursuant to this rule must be confirmed by the members of the Club or the members of the committee (as relevant) at a subsequent meeting.
- (c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- (d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid

9.2 Accounts

The Club must keep such accounting records as correctly record and explain the transactions and financial position of the Club. An annual financial report comprising a profit and loss statement, a balance sheet, a

statement of cash flows, together with the Treasurer's report and the President's report, shall be laid before members at the Annual General Meeting.

9.3 Funds

The Funds of the Club shall be banked in the name of the Club, and the accounts shall be operated on by any two of the Treasurer and another committee member. There may be multiple signatories.

9.4 Audit

The Club is not a Prescribed Association under the Act and therefore annual auditing of accounts is not required. Nevertheless, the accounts should be audited when a new Treasurer takes office. The Committee or the Club may require the accounts to be audited at other times.

10. NON-PROFIT

The income and property of the Club shall be applied solely towards the promotion of the Objects of the Club, and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Club.

11. AMENDMENT OF CONSTITUTION

The constitution may be amended at a General Meeting or Extraordinary General Meeting of the Club convened for that purpose, provided that the amendment is accepted by a two-thirds majority of the Full Members present at the Meeting. Proposals to amend the Constitution shall be given in writing at a General Meeting of the Club and signed by five Full Members of the Club. Notice of such proposals shall be given to all Full Members at least fourteen days prior to the subsequent General or Extraordinary General Meeting convened for that purpose.

The alteration shall be registered with Consumer and Business Services, Corporate Affairs Commission, as required by the Act.

12. DISSOLUTION

The Club shall be dissolved upon the vote of a three fourths majority of Full Members present at an Extraordinary General Meeting convened to consider such question. Upon dissolution, and after payment of all expenses and liabilities, assets and funds on hand shall be handed over to such other Club or similar Club having Objects such as are stated in Article 3 of this Constitution, or to such registered charity as the majority of Full Members present at that Meeting may decide.

The Amateur Winemakers and Brewers Club of Adelaide – Duties of Officers

THE PRESIDENT

1. Responsible for the overall leadership of the Club
2. Ambassador for the Club and to represent the Club at all official functions
3. Promote all aspects of beer and wine
4. Chair both Club and Committee Meetings and officiate at Club functions
5. Develop agenda items, liaise with the Secretary and check minutes of meetings
6. Present the President's report at the AGM
7. Maintain contact with Club members, and manage issues or complaints raised
8. As a Committee member, formulate and be responsible for Club policy and management
9. Carry out such other duties as required by the Committee.

THE SECRETARY

1. Receive and deal with Club correspondence including membership enquiries
2. Supply potential members with a Membership Application Form
3. Receive applications for membership and place them before the Committee for approval.
4. Maintain a current list of Members names and contact details
5. Prepare Agendas for Club and Committee Meetings, working closely with the President
6. Record Minutes of Club and Committee meetings, and distribute them following approval by the President
7. Produce copies of those Minutes upon request
8. Record the attendance of Members at Club and Committee meetings
9. Advise members of the AGM and any Special General Meetings
10. Send a renewal notice to lapsed (non-financial) members two months after the AGM
11. As a Committee member, formulate and be responsible for Club policy and management
12. Carry out such other duties as required by the Committee.

THE TREASURER

1. Keep financial records of Club income, expenses, money banked, and balance of accounts
2. Receipt and bank Club income including membership fees
3. Pay accounts on behalf of the Club
4. Prepare and report financial statements as required by the Committee
5. Recommend financial management decisions, and ensure that Club monies are invested as the Committee instructs
6. Ensure sufficient signatories (including online signatories) to maintain the operation of bank accounts
7. Arrange for the accounts to be audited if required
8. Maintain adequate insurance policies on Club assets
9. Prepare an annual financial report of receipts, expenditure, and assets, and present such report at the Annual General Meeting
10. Recommend the membership fee for the following financial year
12. As a Committee member, formulate and be responsible for Club policy and management
13. Carry out such other duties as required by the Committee.

THE NEWSLETTER EDITOR

1. Publish the Club newsletter monthly excluding January
2. Acquire suitable content for publication in line with the Objects of the Club
3. Report the results of Club wine and beer competitions, and the annual awards
4. List Committee Members contact details, dates of Club meetings, and other relevant information as determined by the Committee

5. Highlight Club events, functions, speakers and news
6. Promote the public image and fellowship of the Club by including articles of interest, images, and links supporting amateur beer and wine making
7. Feature the Australian National Amateur Wine and Beer Show (ANAWBS) and its sponsors as required
8. As a Committee member, formulate and be responsible for Club policy and management
9. Carry out such other duties as required by the Committee.

THE DIGITAL MEDIA COORDINATOR

1. Manage Club digital assets including website, mailing list/s, social media and email forwarding service
2. Promote the public image and fellowship of the Club by including articles of interest, images, and links supporting amateur beer and wine making on the website and social media
3. Highlight Club events, functions, speakers and news
4. Feature the Australian National Amateur Wine and Beer Show (ANAWBS) and its sponsors as required
5. Report website visitor statistics, mailing list subscriber numbers and social media activity to the Committee
6. Update the website as required, maintain currency of the mailing list and email forwarding, and post regularly on social media
7. Arrange domain name registration and web site hosting
8. As a Committee member, formulate and be responsible for Club policy and management
9. Carry out such other duties as required by the Committee.

THE WINE CONVENOR

1. Responsible for the overall management of Club wine competitions
2. Source suitable judges for Club wine competitions
3. Set out the wines to be judged with glasses, score sheets, spittoons etc
4. Collate entries, and record the results of the competition
5. Report the competition results to the Secretary and Newsletter Editor
6. Organise medals for competition winners
7. Keep records of all perpetual trophies and who currently holds them
8. Organise for perpetual trophies to be returned at the end of the Club year and arrange engraving prior to the presentation day
9. Report the competition summary to the Newsletter Editor at the end of the Club year
10. As a Committee member, formulate and be responsible for Club policy and management
11. Carry out such other duties as required by the Committee.

THE BEER CONVENOR

1. Responsible for the overall management of Club beer competitions
2. Source suitable judges for Club beer competitions
3. Set out the beers to be judged with glasses, score sheets, spittoons etc
4. Collate entries, and record the results of the competition
5. Report the competition results to the Secretary and Newsletter Editor
6. Report the competition summary to the Newsletter Editor at the end of the Club year
7. As a Committee member, formulate and be responsible for Club policy and management
8. Carry out such other duties as required by the Committee.

The Amateur Winemakers and Brewers Club of Adelaide Inc. – Standing Orders

1. These Standing Orders shall be applicable to all General Meetings, Extraordinary General Meetings and Committee Meetings, and shall be construed subject to the Constitution.
2. Meetings shall, subject to the presence of a quorum, start at the time set out on the notice and shall, subject to the discretion of the meeting, continue until all business on the Agenda is disposed of.
3. If no quorum is present within 30 minutes of the starting time set out on the notice, the meeting shall lapse, and subject to any resolution previously passed, the Chairman shall fix the time of the next meeting. All business on the Agenda of the lapsed meeting shall be included on the Agenda of the next meeting and shall take precedence over new business.
4. Any member desiring to speak at General or Extraordinary General Meetings or in the Committee of the Whole, shall rise in his place and when called upon by the Chairman, shall address the Chair. If two or more members rise simultaneously, the Chairman shall call upon the member of whom he first became aware.
5. When the Chairman rises to speak, any member on his feet shall resume his seat.
6. Except in Committee, no member other than the proposer of a motion or an amendment, shall speak to it until it has been seconded. A motion or amendment not seconded shall not be recorded in the minutes.
7. A motion before the Chair shall not be withdrawn except by its mover and by leave of the meeting. No motion shall be withdrawn while any amendment is under discussion or after any amendment has been adopted.
8. If required to do so by the Chair, the proposer of any motion or amendment shall submit it in writing.
9. A motion or amendment before the Chair may be reworded by the mover subject to the leave of the meeting.
10. Except in Committee, no member shall speak more than once to any question, except that the mover of a motion (but not of an amendment) shall have a right of reply, and that reply shall close the debate. An amendment shall constitute a separate question from the original motion, and from any other amendment.
11. A member moving a motion or amendment shall be deemed to have spoken to it. A member seconding a motion or amendment without speaking to it, may reserve his right to speak to it subsequently.
12. When an amendment is before the Chair, discussion shall be confined to that amendment. No further amendment shall be proposed until the amendment before the Chair has been disposed of.
13. The Chairman shall, as far as practicable, call on speakers for and against a motion or amendment alternately, subject to the right of the seconder to speak immediately after the mover. If two consecutive speakers have both argued for or against a motion or amendment, and there is no speaker wishing to argue the opposite view, or, in the case of a motion, to move an amendment, the motion or amendment shall (subject in the case of a motion, to the mover's right of reply) be put without further debate.

14. Any member may raise a point of order, which shall take precedence over all other business, and which shall be open to discussion. The point must be raised at the time of the alleged irregularity occurring. An explanation or contradiction shall not constitute a point of order.
15. Any member disagreeing with the Chairman's ruling on a point of order may move dissent. The Chairman shall then vacate the Chair and such motion shall be put forth without debate.
16. On an equality of voting, the Chairman shall declare the question resolved so as to maintain the status quo.
17. A member who has not already participated in the debate may at any time, whether another speaker has the floor or not, move "That the question be now put", which motion, if accepted by the Chair, shall be put without amendment or debate. The Chairman shall have absolute discretion to accept or refuse the motion. The Chairman may also of his own volition put the question if he feels that adequate discussion has taken place. In either case, the mover of the motion shall retain his right of reply. If an amendment is before the Chair, the closure motion, or a motion dealing with the speaker's time, shall be moved while the speaker has the floor.
18. During the discussion of a motion (but not of an amendment), a member who has not participated in the debate on the motion may move "that the question be not now put". This motion shall be open to debate and shall be debated together with the original motion. If carried, the original shall not be dealt with further. If lost, the original motion shall be put forth, subject to the mover's right of reply. The motion may be foreshadowed while an amendment is before the Chair, but in no case shall it be put until all amendments have been disposed of.
19. A member may move "that the debate (or meeting) be adjourned". Discussion shall be in order, but only amendments as to time and/or place shall be permitted. The motion shall take precedence over all other business before the Chair except points of order.
20. Standing Orders #1 to #20, or any of them, may be suspended by a majority of those present. A motion to this effect shall be open to debate.
21. No member shall reflect on the vote of a meeting, except on a motion for the rescission of any resolution previously adopted. No member shall reflect on a section of the Constitution or a Standing Order, except on a motion (of which due notice was given) to amend or repeal such Section or Order.
22. Notwithstanding anything hereinbefore contained, any decision made by a validly constituted meeting shall not be void by reason only of a departure from these Standing Orders which was not detected until after the decision was made.
23. Alterations to the Standing Orders shall only be made by a General Meeting after 14 days notice has been given.
24. Any matters not dealt with in these Standing Orders shall be governed by the customary procedure at meetings.