



**DRUMMOYNE POWER JUNIOR AFL
CLUB INCORPORATED**

REGISTRATION NO. Y2886925

CONSTITUTION

Adopted 12 /9/2012

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ASSOCIATIONS INCORPORATIONS ACT 2009 (NSW)

CONSTITUTION

of

DRUMMOYNE POWER JUNIOR AFL CLUB INCORPORATED Y2886925

1. NAME

The name of the club is Drummoyne Power Junior AFL Club Incorporated (“**Club**”).

2. DEFINITIONS AND INTERPRETATION

2.1 In this Constitution unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 2009* (NSW).

“**AFL**” means the Australian Football League, the national governing body for Australian Rules Football.

“**Annual General Meeting**” means the annual general meeting of the Club conducted in accordance with **Rule 19**.

“**Appointed Director**” means a Director appointed under **Rule 30**.

“**Board**” means the body consisting of the Directors of the Club under **Rule 26**.

“**Australian Rules Football**” means the sport.

“**Board Meeting**” means a meeting of the Board in person, by teleconference or by videoconference.

“**By-Law**” means any by-law, regulation or policy made by the Board under **Rule 37**.

“**Chairman**” means a member of the Board elected in accordance with **Rule 28**.

“Constitution” means this Constitution of the Club.

“Director” the Elected Directors and the Appointed Directors.

“Elected Director” means a Director elected under **Rule 27**.

“Financial Year” means the year ending 30 June in each year.

“General Meeting” means the Annual or any Special General Meeting of the Club.

“Individual Member” means an individual who is a registered, financial member of the Club and who is a:

- (a) coach, assistant coach, umpire, administrator or other team or Club official (**“Official Member”**); or
- (b) parent or guardian of a Junior Member (**“Parent Member”**); or
- (c) child under 18 years of age who plays Australian Rules Football in one of the Club’s teams or umpires matches for the Club (**“Junior Member”**).

“Intellectual Property” means all rights subsisting in copyright, trade names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks (whether registered or registrable) relating to the Club or any event or competition, product, publication, calendar of events or activity developed, conducted, promoted or administered by the Club in New South Wales.

“Life Member” means a person elected to life membership under **Rule 11.3**.

“Local Area” means the geographical area for which the Club is responsible as recognised by the SSO to which the Club is affiliated.

“Members” means Individual Members, Life Members and such other categories of members as created in accordance with **Rule 11.1 and 11.2**.

“**Objects**” mean the Objects of the Club in **Rule 3**.

“**Public Officer**” means the Public Officer for the time being of the Club appointed by the Board in accordance with **Rule 29**.

“**Register**” means a register of Members kept and maintained in accordance with **Rule 13**.

“**Secretary**” means the Secretary for the time being of the Club appointed by the Board.

“**Special business**” is business of which a notice of motion has been submitted in accordance with **Rule 22**.

“**Special General Meeting**” means a meeting of the Club convened in accordance with **Rule 23**.

“**Special Resolution**” means a resolution passed in accordance with the Act:

- (a) of which at least 21 days notice has been given; and
- (b) that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

“**SSO**” means the State Sport Organisation for Australian Rules Football in NSW presently known as the AFL (NSW/ACT) under the jurisdiction of a national governing body presently known as the AFL.

“**SSO Competition Rules**” means the competition rules published by the SSO as amended from time to time which prescribes the rules and regulations for the conduct of Australian Rules Football.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;

- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to 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 any legislative authority having jurisdiction); and
- (h) expressions referring 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.

2.3 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, 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 the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.

2.4 Except where the contrary intention appears in this Constitution, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act has the same meaning as that provision of the Act.

- 2.5** The Replaceable Rules referred to in the Act are displaced by this Constitution.

OBJECTS

3. OBJECTS

- 3.1** The Club is established solely for the Objects. The Objects of the Club are to:

- (a) act, at all times, on behalf of and in the interest of the Members and Australian Rules Football in the Local Area;
- (b) affiliate and otherwise liaise with the SSO and adopt their rule and policy frameworks to further these Objects;
- (c) abide by, promulgate, enforce and secure uniformity in the application of the rules of Australian Rules Football as may be determined from time to time by the SSO and as may be necessary for the management and control of Australian Rules Football and related activities in the Local Area;
- (d) advance the operations and activities of the Club throughout the Local Area;
- (e) ensure that where the Club participates that Australian Rules Football is carried on in a manner, which secures and enhances the safety of participants, officials, spectators and the public and which allows the sport to be competitive and fair;
- (f) conduct, encourage, develop, manage, administer and govern Australian Rules Football in the Local Area through competition, participation and commercial means in accordance with and having regard to the rules and regulations of the Club;
- (g) pursue through itself or other such entity commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the Objects;

- (h) formulate or adopt and implement appropriate policies, including policies in relation to sexual harassment, equal opportunity, equity, drugs in sport, health, member protection, child protection, safety, infectious diseases and such other matters as arise from time to time as issues to be addressed in Australian Rules Football;
- (i) do all that is reasonably necessary, incidental or conducive to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve;
- (j) co-operate or join with or support any association, organisation, society or individual whose activities or purposes are similar to those of the Club or which advance Australian Rules Football in the Local Area; and
- (k) have regard to the public interest in its operations.

POWERS

4. CONSTITUTIONAL POWER

- 4.1** The Club will use its best endeavours to comply with and be bound by the standards and technical requirements set out in the SSO Competition Rules and will apply where possible those standards and technical requirements to all Australian Rules Football games participated in by the Club.
- 4.2** The Club will, to the best of its ability, uphold and enforce the policies and procedures as published from time to time by the SSO.
- 4.3** The Club will, to the best of its ability, uphold and enforce the doping policy of the SSO and will, to the best of its ability ensure that its Members uphold the doping policy of the SSO.

- 4.4** The Club is empowered to require the Members to uphold and comply with all of the provisions of this Constitution, to the extent permitted by the laws governing the Members in the jurisdiction in which they reside, are formed or operate, as the case may be.

5. GENERAL POWERS

- 5.1** Solely for furthering the Objects the Club has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers set out under section 19 of the Act.
- 5.2** Without limiting the powers of the Club under **Rule 5.1**, it is expressly acknowledged that the Club shall be empowered to publish, from time to time, such rules, By-laws and procedures as it may in its absolute discretion deem appropriate for the proper organisation and administration of the Club. Those rules, by-laws and procedures shall include, but not be limited to:
- (a) the doping policy adopted by the Club; and
 - (b) any policies and procedures adopted by the Club.

PROPERTY AND INCOME

6. APPLICATION OF PROPERTY AND INCOME

- 6.1** The income and property of the Club shall be derived from such sources as the Board determines from time to time.
- 6.2** The income and property of the Club must be applied solely towards the promotion of the Objects.
- 6.3** No portion of the income or property of the Club may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- 6.4** No remuneration or other benefit in money or money's worth may be paid or given by the Club to any Member who holds any office in the Club.
- 6.5** Nothing contained in **Rules 6.2 or 6.3** prevents payment in good faith of or to any Member:

- (a) for any services actually rendered to the Club;
- (b) for goods supplied to the Club in the ordinary and usual course of business;
- (c) of interest on money borrowed from any Member;
- (d) of rent for premises demised or let by any Member to the Club;
- (e) for any out-of-pocket expenses incurred by the Member on behalf of the Club;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

7. LIABILITY OF MEMBERS

The liability of the Members is limited.

8. MEMBER'S CONTRIBUTIONS

The liability of a Member to contribute towards the payment of the debt and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the Member in respect of membership fees as required by **Rule 15**.

9. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be paid to or distributed to an organisation or organisations having objects similar to the Objects of the Club and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club by **Rule 6** and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such organisation will be determined by the Members at or before the time of

dissolution, and in default thereof by such judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.

10. ADDITION, ALTERATION OR AMENDMENT

No addition, alteration or amendment shall be made to this Constitution unless it has been approved by Special Resolution.

CLUB MEMBERSHIP

11. MEMBERS

11.1 Categories of Members

Membership of the Club is divided into the following categories:

- (a) Individual Members, who subject to this Constitution may attend General Meetings, but only an Official Member and Parent Member have the right to debate and vote at General Meetings; and
- (b) Life Members, who subject to this Constitution may attend, debate and vote at General Meetings; and
- (c) such other classes as are created from time to time under **Rule 11.2**.

11.2 Creation of new categories

- (a) Subject to **Rule 11.2(b)**, the Board may create new categories of membership from time to time with such rights, privileges and obligations as the Board may determine, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members.
- (b) Any new category of membership established by the Board under **Rule 11.2(a)** may not be granted voting rights at General Meetings.

11.3 Life Members

- (a) Each year the Board will call for nominations from Members for persons to be considered for life membership of the Club. The Board

may recommend to the Annual General Meeting that one or more persons duly nominated who has rendered distinguished or special service to the Club, have life membership conferred on them.

- (b) A resolution of the Annual General Meeting to confer life membership must be passed by Special Resolution. The vote on such resolution will be taken by secret ballot.
- (c) Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.

12. MEMBERSHIP APPLICATION

12.1 Application for Membership

An application for membership must be:

- (a) in writing on the form prescribed from time to time by the Board (if any), from the applicant or its nominated representative and lodged with the Club; and
- (b) accompanied by the appropriate fee (if any).

12.2 Discretion to Accept or Reject Application

The Club may accept or reject an application whether the applicant has complied with the requirements in **Rule 12.1** or not. The Club shall not be required or compelled to provide any reason for such acceptance or rejection.

Where the Club accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Club. The Register shall be amended accordingly as soon as practicable.

Where the Club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.

12.3 Membership Renewal

In order to remain Members, Members must:

- (a) pay the annual fees prescribed by the Club from time to time (if any) to the Club.

12.4 Deemed Membership

All persons who are Members of the Club, prior to approval of this Constitution under the Act, shall be deemed Members following such adoption of this Constitution until the next Annual General Meeting.

Any Members of the Club, prior to approval of this Constitution under the Act, who are not deemed Members under this **Rule 12.4** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

13. REGISTERS

Subject to the Act, the Public Officer will establish and maintain:

- (a) a Register in which shall be entered (as a minimum) the full name, postal and/or residential address, the date on which the person became a Member and date of entry of each Member; and
- (b) where applicable, the date of termination of membership of any Member.

The Register shall be kept:

- (a) In New South Wales;
- (b) at the main premises of the Club, or
- (c) at the Club's official address if the Club has no premises.

Having regard to privacy and confidentiality considerations and **Rule 45**, the Register must be open for inspection and free of charge to any Member.

A Member of the Club may obtain a copy of any part of the Register on payment of a fee of not more than \$1 for each page copied.

If a Member requests that any information contained on the Register about the Member (other than the Member's name) not be available for inspection that information must not be made available for inspection.

A Member must not use information about a person obtained from the Register to contact or send material to the person, other than for:

- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club; or
- (b) any other purpose necessary to comply with a requirement of the Act or the By-Laws.

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

14. OBLIGATIONS OF THE CLUB

14.1 Operation of Rules

The Club agrees:

- (a) that they are bound by this Constitution and that this Constitution operates to create mutual trust, confidence and uniformity in the way in which the Objects are to be conducted, encouraged, promoted and administered;
- (b) to act in good faith and with loyalty to ensure the maintenance and enhancement of the standards, quality and reputation for the collective and mutual benefit of the Members and the SSO;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the SSO and its maintenance and enhancement;

- (d) not to acquire a private advantage at the expense of any of the Members or the SSO;
- (e) to act for and on behalf of the interests of SSO, the Club and the Members.

15. SUBSCRIPTION AND FEES

15.1 The Board shall determine the annual subscription (if any) and fees payable by Members (or any category of Members) to the Club, and the time for and manner of payment.

15.2 Any Member which or who has not paid all money due and payable by that Member to the Club will (subject to the Board's discretion, which shall be exercised reasonably) have all rights under this Constitution (including the right to vote at General Meetings) immediately suspended from the expiry of the time prescribed for payment of that money. The Member's rights will be suspended until the money is fully paid or otherwise in the Board's discretion. In the meantime, the Member will have no automatic right to resign from the Club, and will be dealt with in the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.

16. EFFECT OF MEMBERSHIP

16.1 Members acknowledge and agree that:

- (a) the Constitution constitutes a contract between each of them and the Club and that they are bound by the Constitution and the By-laws;
- (b) they must comply with and observe the Constitution, the By-laws, policies and any determination or resolution which may be made or passed by the Board;
- (c) by submitting to the Constitution and the By-laws they are subject to the jurisdiction of the Club;

- (d) the Constitution is made in the pursuit of a common object, namely the mutual and collective benefit of the Club, the Members and Australian Rules Football;
- (e) the Constitution and By-laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Australian Rules Football; and
- (f) they are entitled to all benefits, advantages, privileges and services of Club membership.

17. DISCONTINUANCE OF MEMBERSHIP

17.1 Notice of Resignation

Subject to this Constitution any Member which has paid all money due and payable to the Club and has no other liability (contingent or otherwise) to the Club may resign from the Club by giving 1 month's notice in writing to the Club of such intention to withdraw or resign. Upon the expiration of that period of notice, the Member shall cease to be a Member. A Life Member who has paid all money due and payable to the Club may resign by notice in writing with immediate effect.

17.2 Expiration of Notice Period

Subject to **Rule 16.1** upon the expiration of any notice period applicable under **Rule 17.1**, an entry, recording the date on which the Member who or which gave notice ceased to be a Member shall be recorded in the Register of Members.

17.3 Failure to Re-Affiliate

If a Member has not renewed his/her membership within 1 month of membership renewal falling due, that Member's membership of the Club will be deemed to have lapsed from that time.

17.4 Member to Re-Apply

A Member whose membership has been discontinued or has expired under **Rule 17.2** must seek renewal or re-apply for membership in accordance with these Rules.

17.5 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Club and its property including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

17.6 Reinstatement of Membership

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Board, which shall be exercised reasonably, on application in accordance with this Constitution and otherwise on such conditions as it sees fit.

17.7 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

18. DISCIPLINE OF MEMBERS

Where the Board is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Club and/or Australian Rules Football; or
- (c) brought the Club, any other Member or Australian Rules Football into disrepute;

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Club set out in the By-Laws.

MEETINGS OF MEMBERS

19. GENERAL MEETINGS

19.1 Powers of General Meetings

The Members in General Meetings must act in accordance with the Objects and for the mutual and collective benefit of the Members, Australian Rules Football and the general community throughout the Local Area. The Members in General Meetings may in addition to its other powers and functions under the Act:

- (a) elect and dismiss the Chairman in accordance with this Constitution and the Act;
- (b) elect and dismiss Directors in accordance with this Constitution and the Act;
- (c) alter the Constitution in accordance with this Constitution;
- (d) consider and if considered appropriate, endorse the strategic plan;
- (e) consider and accept or reject the annual report;
- (f) consider and pass or reject any Special Resolutions including any Special Resolution to alter this Constitution; and
- (g) be the final arbiter on matters referred to it by the Board.

19.2 An Annual General Meeting of the Club must be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Board.

- 19.3** All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.
- 19.4** The Club may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

20. NOTICE OF GENERAL MEETING

20.1 Notice of General Meetings

- (a) Notice of every General Meeting must be given to Members in accordance with **Rule 47** at the address appearing in the Register. No other person is entitled as of right to receive notices of General Meetings.
- (b) Subject to the provisions of the Act regarding agreements for shorter notice periods, not less than twenty-one days' written notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) must be given of any General Meeting. The notice must:
- (i) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
 - (ii) state the general nature of the meeting's business; and
 - (iii) state if a Special Resolution is to be proposed at the meeting, set out an intention to propose the Special Resolution and state the resolution; and
 - (iv) include forms of authority in blank for proxy votes.

20.2 Entitlement to Attend General Meetings

Notwithstanding any other rule, a Member has no entitlement to be represented at, or take part in a General Meeting, unless all money then due and payable to the Club by the Member has been paid.

21. BUSINESS

21.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Board (including in relation to the activities of the Club during the last preceding Financial Year) and auditors, appointment of the auditor and the election of the Elected Directors and Life Members.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in **Rule 21.1(a)** shall be Special Business.

21.2 Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

22. NOTICES OF MOTION

All notices of motion for inclusion as Special Business at a General Meeting must be submitted in writing (in the required form) to the Secretary not less than 35 days (excluding receiving date and meeting date) prior to the General Meeting.

23. SPECIAL GENERAL MEETINGS

23.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Club and, where, but for this rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

23.2 Requisition of Special General Meetings

- (a) The Board must on the requisition in writing of the majority of the Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting must state the object(s) of the meeting, must be signed by the Members making the requisition and be sent to the Secretary. The requisition may consist of several documents in a like form, each signed by 1 or more of the Members making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within 3 months after the date on which the requisition is sent to the Secretary, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date. A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

24. PROCEEDINGS AT GENERAL MEETINGS

24.1 Quorum

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be a minimum of twenty (20) Members.

24.2 Chairman to Preside

Subject to this Constitution, the Chairman must preside as Chair at every General Meeting of the Club. If the Chairman is not present, or is unwilling or unable to preside, the Directors must choose one of their number present who must, subject to this Constitution, preside as Chair for that meeting only.

24.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned to such other day and at such other time and place as the Chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (b) The Chair may, with the consent of any General Meeting at which a quorum is present, and must, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business must be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in **Rule 24.3(c)** it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

24.4 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the:

- (a) Chair; or
- (b) majority of the Members present.

24.5 Recording of Determinations

Unless a poll is demanded under **Rule 24.4**, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club will be conclusive evidence of the

fact without proof of the number of the votes recorded in favour of or against the resolution.

24.6 Where Poll is Demanded

If a poll is duly demanded under **Rule 24.4** it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll will be the resolution of the meeting at which the poll was demanded.

24.7 Resolutions at General Meetings

Except where a Special Resolution is required, all questions at General Meetings must be determined by the majority of votes (as set out in **Rule 25**).

24.8 Minutes

The Secretary must keep minutes of the resolutions and proceedings of each General Meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.

25. VOTING AT GENERAL MEETINGS

25.1 Subject to this Constitution each Member is entitled to 1 vote at General Meetings. No other Member (including the Directors) is entitled to a deliberative vote, but subject to this Constitution will have, and is entitled to exercise, those rights set out in **Rule 11.1**.

25.2 Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the Chair will have a casting vote.

25.3 Disallowance of Vote

A challenge to a right to vote at a General Meeting:

(a) may only be made at the meeting; and

(b) must be determined by the Chair whose decision is final.

Every vote not so disallowed is valid for all purposes.

25.4 Proxy Voting

A Member shall be entitled to appoint in writing a natural person who is also a Member of the Club to be their proxy and attend and vote at any General Meeting of the Club.

25.5 Written Resolutions

The Club may pass a resolution without a General Meeting being held if all Members sign a document containing a statement that they are in favour of the resolution set out in the document. The provisions of this rule do not apply to a resolution to remove the auditor.

25.6 Separate Documents

Separate copies of the document may be used for signing by Members if the wording of the resolution statement is identical on each copy. The resolution is passed when the last Member signs.

THE BOARD

26. POWERS AND COMPOSITION OF THE BOARD

26.1 Existing Directors

The Members of the administrative or governing body (by whatever name called) of the Club in office immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such adoption of this Constitution. After this General Meeting the positions of Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

26.2 Powers of the Board

Subject to the Act and this Constitution the business of the Club will be managed, and the powers of the Club will be exercised, by the Board. In particular, the Board as the controlling authority of the Club will be responsible for acting on all Club issues in accordance with the Objects and will operate for the collective and mutual benefit of the Club, its Members and Australian Rules Football and must:

- (a) govern in accordance with the Objects;
- (b) enact the strategic direction of the Club as endorsed by the General Meeting;
- (c) by itself or by delegation to a committee, formulate, approve, issue, adopt, interpret and amend such By-laws, regulations and policies for the proper advancement, management and administration of the Club, the advancement of the Objects and Australian Rules Football as it thinks is necessary or desirable;
- (d) review the Club's performance in achieving its pre-determined aims, objectives, By-laws and policies; and
- (e) manage the Club's responsibilities.

26.3 Composition of the Board

Unless otherwise determined by the Club in a General Meeting the Board will comprise not less than six (6) but no more than nine (9) Directors as follows:

- (a) Six (6) Elected Directors who will be elected under **Rule 27**;
- (b) Up to three (3) Appointed Directors who may be appointed in accordance with **Rule 30**.

The Board may determine the interests of the Club are best served by the allocation of portfolios to Directors. The Board may vary the titles and portfolios of each of the Directors in accordance with the needs of the Club from time to time.

26.4 Qualifications for Directors

- (a) Nominees for Elected Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in the By-Laws.
- (b) The Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition, but need not have experience in or exposure to Australian Rules Football. They do not need to be Members of the Club.

27. ELECTION OF DIRECTORS

- (a) The Secretary must call for nominations for Elected Director positions at least forty-eight (48) days before the date of the Annual General Meeting. All Members must be notified of the call for nominations.
- (b) Where a Member chooses to nominate more than one nominee for one of the Elected Director positions, such Member shall have regard to the desire to achieve gender equity amongst the membership of the Board.
- (c) Nominations for Elected Director positions must be:
 - (i) in writing;
 - (ii) on the prescribed form (if any) provided for that purpose;
 - (iii) endorsed by two Members confirming that the nominee is a Member;
 - (iv) for only one Parent Member of a Junior Member; and
 - (v) certified by the nominee (who must be a Member) expressing his or her willingness to accept the position for which he or she is nominated.

- (d) Nominations must be received by the Secretary at least thirty-five (35) days prior to the Annual General Meeting.
- (e) If the number of nominations received for the Elected Director positions is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all Elected Director vacancies on the Board, then those nominated must only be elected if they are elected by the Members by secret ballot in such usual and proper manner as the Chair directs. If the nominees are not elected or if there are vacancies to be filled, further nominations shall be called for at the Annual General Meeting from the floor.
- (f) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the Chair directs.
- (g) The voting shall be conducted by exhaustive ballot, the procedure for which will be detailed in the By-Laws.

28. ELECTION OF CHAIRMAN

As soon as practicable following each Annual General Meeting, the six Elected Directors shall elect one of their number to be Chairman for a one (1) year term. In the event that there is more than one candidate each receiving an equality of votes, the Chairman shall be chosen by random draw between those candidates with an equality of votes.

29. APPOINTMENT OF PUBLIC OFFICER

As soon as practicable following each Annual General Meeting, the Elected Directors shall appoint a Public Officer. The position of the Public Officer may, but need not be, held by a Board member.

30. APPOINTMENT OF DIRECTORS

30.1 Appointment

- (a) Directors may be appointed by the Board in accordance with its requirements from time to time, however always in accordance with this Constitution.
- (b) A Director appointed under this clause cannot be a person who, within the previous twelve (12) months, was an unsuccessful nominee for the position of an Elected Director.
- (c) In appointing Directors under this Constitution, the Board shall have regard to the desire to achieve gender equity amongst the membership of the Board.

31. TERMS OF OFFICE

- 31.1** Elected Directors shall hold office for a two (2) year term.
- 31.2** Appointed Directors shall hold office for such term as is determined by the Elected Directors appointing them but in any event for a maximum of two (2) years.
- 31.3** All Directors and the Chairman shall, upon the expiration of their respective terms of office, be eligible for re-election.
- 31.4** Three (3) Elected Directors shall be elected in each year of odd number. The remaining three (3) Elected Directors shall be elected, in each year of even number.
- 31.5** Should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot determine as between Elected Directors who have been in office for the same period, those to retire are to be selected by lot. Election to subsequent Boards shall then proceed in accordance with the procedures in this Constitution and **Rule 31.4**.

Following the adoption of this Constitution, no person who has served as an Elected or Appointed Director for a period of three (3) consecutive full terms

shall be eligible for election or appointment as an Elected or Appointed Director until the next annual general meeting following the date of conclusion of his last term as an Elected or Appointed Director.

31.6 Subject to this Constitution the Directors are not entitled to be paid remuneration. The Directors may be paid travelling and other expenses that they properly incur in:

- (a) attending Board Meetings or any meetings of committees of the Board;
- (b) attending any General Meetings; or
- (c) connection with the Club's business.

32. VACATION OF OFFICE OF DIRECTOR

32.1 Grounds for termination of a Director

The office of a Director is automatically vacated if the Director:

- (a) becomes bankrupt; or
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (c) resigns office by written notice to the Club at its registered office; or
- (d) becomes prohibited from being a director by virtue of the Act; or
- (e) accepts remuneration, payment or other benefits from the Club other than in accordance with this Constitution; or
- (f) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of the interest in the manner required by this Constitution; or
- (g) is removed from office by Special Resolution under **Rule 32.2**; or

(h) dies.

32.2 Removal of a Director

- (a) The Members in a General Meeting may remove any Director, before the expiration of their term of office, in accordance with the provisions of the Act. If a Director is removed in accordance with this Rule the office of the Director becomes vacant and shall be filled in accordance with **Rule 33**.
- (b) Where the Director to whom a proposed resolution referred to in **Rule 32.2(a)** makes representations in writing to the Secretary and requests that such representations be notified to the Members, the Secretary may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

33. CASUAL VACANCIES

33.1 In the event of the death, removal, resignation or disqualification from office of a Director, the Board may appoint a new Director, to fill the casual vacancy. Such new Director will hold office for the balance of the term of the Director who has vacated the Board.

33.2 In the event of the death, removal, resignation or disqualification from office of the Chairman the Board will appoint a new Chairman from within its number, to fill the casual vacancy and such person will hold office for the balance of the term of the Chairman.

33.3 In the event of a vacancy or vacancies in the office of Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a Board Meeting, they may act only for the purpose of ensuring the number of Directors are a number sufficient to constitute a quorum. Vacancies will be filled in accordance with this Constitution.

34. MEETINGS OF THE BOARD

34.1 Board to Meet

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. The Secretary shall, on the requisition of two (2) Directors, convene a meeting of the Board within a reasonable time.

34.2 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven (7) days oral or written notice of the meeting of the Board shall be given to each Director by the Secretary. The agenda shall be forwarded to each Director not less than three (3) days prior to such meeting.

34.3 Chair of Board Meetings

The Chairman shall preside at every meeting of the Board. If the Chairman is not present, or is unwilling or unable to preside, the Directors shall choose one (1) of their number to preside as Chair for that meeting only.

34.4 Decisions of the Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Board. All Directors shall have one (1) vote on any question. The Chair shall also have a casting vote where voting is equal.

34.5 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex, electronic mail or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;
 - (iii) in the event that a failure in communications prevents **Rule 34.6** from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting shall be suspended until **Rule 34.6** is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated;
 - (iv) any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place

specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the Chair is located.

34.6 Quorum

At meetings of the Board the number of Directors whose presence (or participation under this **Rule 34.6**) is required to constitute a quorum is the majority of the Directors but, where casual vacancies exist, shall be a minimum of four (4) Directors.

34.7 Validity of Board Decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

34.8 Minutes

The Board will cause minute books to be kept in which the Club records within one month:

- (a) proceedings and resolutions of General Meetings and other meetings of Members; and
- (b) proceedings and resolutions of Board Meetings (including meetings of a committee of the Board); and
- (c) resolutions passed by Members without a meeting; and
- (d) resolutions passed by the Board without a meeting.

The Board must ensure that minutes of a meeting are signed within a reasonable time after the meeting by the Chair of the meeting or the Chair of the next meeting. The Board must ensure that minutes of the passing of a resolution without a meeting are signed by a Director within a reasonable time after the resolution was passed.

35. CONFLICTS OF INTEREST

35.1 Directors' Interests

A Director is disqualified by holding any place of profit in the Club or in any Club or incorporated association in which the Club is a shareholder or otherwise interested or from contracting with the Club either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Director is in any way interested shall, to the extent permitted by law, be voided for such reason.

35.2 Conflict of Interest

A Director shall declare his interest in any:

- (a) contractual matter;
- (b) disciplinary matter; or
- (c) other financial matter

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

35.3 Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

35.4 General Disclosure

A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **Rule 35.3** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

35.5 Recording Disclosures

It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a Director in accordance with **Rule 35.3 and 35.4**.

DELEGATED BODIES

36. COMMITTEES & DELEGATES

36.1 Board may Delegate Functions to Committees

The Board may by instrument in writing create or establish or appoint from amongst its own members, the Members, or otherwise, committees to carry out such duties and functions, and with such powers, as the Board determines.

36.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board by the Act or any other law, or this Constitution.

36.3 Delegated Function Exercised in Accordance With Terms

A function, the exercise of which has been delegated under this rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

36.4 Procedure of Committee

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **Rule 34**. The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.
- (b) A Director shall be an ex-officio member of any committee so appointed.
- (c) Within seven (7) days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Secretary.

36.5 Delegation may be Conditional

A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

36.6 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this rule, and may amend, repeal or veto any decision made by such committee under this rule where such decision is contrary to this Constitution, the By-Laws, the Act, the Objects or the committee's delegation.

BY-LAWS

37. BY-LAWS

37.1 Board to Formulate By-laws

The Board may from time to time as circumstances dictate, formulate, interpret, adopt, make, alter and amend the By-laws for the proper advancement, management and administration of the Club, the advancement of the Objects and Australian Rules Football as it thinks necessary or desirable. The By-laws must (as far as practicable) be in conformity with the rules and regulations of the SSO and must be consistent with this Constitution and all policy directives of the Club. The By-laws are binding on all Members.

37.2 By-laws Deemed Applicable

All By-laws and regulations of the Club in force at the date of the approval of these rules (including existing By-laws) insofar as such rules and regulations are not inconsistent with, or have been replaced by this Constitution, shall continue in force under this Constitution.

37.3 Notices Binding

The Secretary must bring to the notice of the Board all By-laws and any formulation, interpretation, amendment, alteration and repeal of them. Notices are binding upon all Members.

MISCELLANEOUS

38. COMMON SEAL

The Club may have a common seal. If it does then the:

- (a) common seal must comply with the Act;
- (b) Board will provide for the safe custody of the common seal; and
- (c) seal may only be used with the authority of the Board.

39. EXECUTION UNDER COMMON SEAL

If the Club does have a common seal then it may execute a document if the seal is fixed to the document and the fixing of the seal is witnessed by two (2) Directors of the Club.

40. EXECUTION WITHOUT COMMON SEAL

The Club may execute a document without using a common seal if the document is signed by two (2) Directors of the Club.

41. DIRECTORS' INTERESTS

A Director may NOT sign a document to which the seal of the Club is fixed where the Director is interested in the contract or arrangement to which the document relates.

42. NEGOTIABLE INSTRUMENTS

Any two (2) Directors may sign, draw, accept, endorse or otherwise execute a negotiable instrument. This provision is subject to the Board determining that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

43. ACCOUNTS

True accounts shall be kept of the sums of money received and expended by the Club and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the Club.

44. ACCOUNTING RECORDS

The Board will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

45. ACCESS TO RECORDS

The Board will from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Club or any of them will be open to the inspection of Members not being Directors. No Member (other than

Directors) has any right of inspecting any accounting or other records of the Club except as conferred by statute or authorised by the Board or by a resolution passed at a General Meeting.

46. AUDITOR

46.1 A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the General Meeting and duties regulated in accordance with the Act.

46.2 The accounts of the Club including the profit and loss accounts and balance sheet shall be examined by the auditor at least once every year who shall report to the Members in accordance with the provisions of the Act.

47. GIVING OF NOTICES

47.1 The Club may give notice to any Director and/or Member:

- (a) personally; or
- (b) by sending it by post to the address of the Director as notified to the Board or the address of the Member in the Register or the alternative address (if any) nominated by the Director or Member; or
- (c) by sending it to the facsimile number or electronic address (if any) nominated by the Director or the Member.

47.2 Any notice sent by post is taken to have been given three days after it is posted. Any notice sent by facsimile or other electronic means is taken to be given on the business day after it is sent.

48. ENTITLEMENT TO NOTICES

48.1 Notice of every General Meeting will be given in any manner authorised by this Constitution to the:

- (a) Directors;
- (b) Members; and

(c) auditor for the time being of the Club (Annual General Meeting only).

48.2 No other person is entitled to receive notices of General Meetings.

49. INDEMNITY

49.1 To the extent permitted by law, the Club shall indemnify its Directors and Official Members out of the assets of the Club for any liability (including legal costs) incurred by a Director or Official Member:

- (a) in or arising out of the conduct of the business of the Club, or in or arising out of the discharge of the duties of the Director or Official Member, as the case may be; and
- (b) to a person, other than the Club or a related body corporate of the Club, unless the liability arises out of conduct on the part of the Director or Official Member which involves a lack of good faith or a liability for a pecuniary penalty or compensation order under s1317G or s 1317H of the Act.

49.2 Where the Board considers it appropriate, and to the extent to which the Club is not precluded by law from doing so, the Club may make payments of amounts by way of premium in respect of any contract effecting insurance on behalf of, or in respect of a Director or Official Member of the Club against any liability incurred by the Director or Official Member in or arising out of the conduct of the business of the Club, or in or arising out of the discharge of the duties of the Director or Official Member, as the case may be.

50. GRIEVANCE PROCEDURE

50.1 The grievance procedure set out in this rule applies to disputes under these rules between a Member and:

- (a) another Member; or
- (b) the Club.

50.2 If there is a dispute that is not resolved through good faith negotiations in accordance with this section within fourteen (14) days after notice of the dispute is given by one party to the other, then the parties must, within ten

(10) days, refer the dispute for resolution to an independent tribunal established by the SSO to hear and adjudicate on the dispute in accordance with the procedures determined by the SSO from time to time.

50.3 The Board may prescribe additional grievance procedures in the Regulations consistent with this **Rule 50**.

50.4 Interlocutory relief

Nothing in this clause shall prevent either party seeking urgent interlocutory relief.

November 2011