



**THE CONSTITUTION OF THE
BLUE MOUNTAINS KANGAROOS JUNIOR AFL
CLUB INCORPORATED**

October 2011

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Associations Incorporation Act 2009 (NSW)

THE CONSTITUTION OF THE BLUE MOUNTAINS KANGAROOS JUNIOR AFL CLUB INC.

1. NAME OF CLUB

The name of the Club is the Blue Mountains Kangaroos Junior AFL Club Incorporated.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

“Act” means the *Associations Incorporation Act 2009 (NSW)* and includes the *Associations Incorporation Regulation 2010*.

‘AFL (NSW/ACT)’ means the AFL (NSW/ACT) Commission Ltd, the governing body Australian football within NSW and ACT.

‘Committee’ means the body managing the Club and consisting of the Committee Members.

“Constitution” means this Constitution of the Blue Mountains Kangaroos Junior AFL Club Inc.

“Committee Member” means a Member of the Committee and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

“Club” means the Blue Mountains Kangaroos Junior AFL Club Inc.

“General Meeting” means the annual or any special general meeting of the Club.

“Intellectual Property” means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association in New South Wales.

‘Junior Member’ means a registered Member of the Club who is younger than 18 years of age and who joins the Club with a senior member.

‘League’ means a community Australian football league affiliated to AFL (NSW/ACT)

‘Life Member’ means an Individual over the age of 18 years and appointed as a Life Member of the Club under **clause 0**.

‘Local area’ means the geographical area for which the Club is responsible as recognised by the regional league and AFL (NSW/ACT) of which the Club is a Member.

‘Member’ means a Member of the Club for the time being under **clause 5**.

‘AFL’ means Australian Football League

‘Objects’ means the Objects of the Club in **clause 3**.

‘Ordinary Resolution’ means an Ordinary Resolution defined in clause 26.2(a) of this Constitution.

‘Public Officer’ means the person appointed to be the public officer of the Association in accordance with the Act.

‘Register’ means a register of Members kept and maintained in accordance with **clause 7**.

‘Rules’ means this Constitution unless the context provides otherwise.

‘Senior Member’ means a registered, financial Member of the Club who is at least 18 years of age and who must be a parent, grandparent or guardian of a Junior Member and who joined a Junior Member to the Club.

‘Special Resolution’ means a Special Resolution defined in clause 26.2(b) of this Constitution.

‘Volunteer Member’; means a person who is at least 16 years of age and who do not join a junior member to the Club and who is admitted to the membership of the Club in accordance with clause 5.3.

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 By-Laws 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) 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.

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.

2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE CLUB

The objects of the Club shall be:

- 3.1. To promote and foster the game of Australian Football amongst youth in the Blue Mountains region through the provision of coaching and facilities and by entering teams in organised competition.
- 3.2. To encourage fair play and a community spirit among members of the club through participation in the Club's affairs and social activities.

4. POWERS OF THE Club

The Club has the power to perform all such acts and do all such things necessary to further the objects of the Club including, but not limited to, the following:

- 4.1. To purchase, hire, lease or otherwise acquire any real or personal property deemed necessary or desirable and to dispose of such acquisitions;
- 4.2. To raise money by fees, donations, sponsorships, or such other means as maybe necessary to meet the expansion and / or recurrent costs of the Club including expenditure associated with the acquisition, use and development of grounds, the recruitment of coaches and players, the equipping of teams and officials, the payment of legal and administrative costs and associated affiliation, registration and umpiring fees and any other purpose incidental thereto;
- 4.3. To affiliate with any other sporting organisation having similar objects or purposes and subject to the approval of the General Committee of the Club to merge with any such organisations.
- 4.4. To obtain and maintain insurance

5. MEMBERS

The Members of the Club and their rights and responsibilities are set out under this clause. The Member categories and their respective rights and responsibilities may of course vary depending on your Club structure.

5.1. Members

The Members of the Club shall be natural persons and consist of:

- (a) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings;
- (b) Senior Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings in accordance with clause 27.1 of this Constitution;

Note: Clause 27.1 limits the senior member franchise to one vote per family.

- (c) Junior Members, who subject to this Constitution, shall have no right to receive notice of General Meetings and no right to be present or debate or vote at General Meetings; and
- (d) Volunteer Members, who subject to this Constitution, shall have no right to receive notice of General Meetings and no right to be present or debate or vote at General Meetings.

5.2. Life Members

- (a) The Committee may recommend to the annual general meeting that a Senior or Volunteer Member who has rendered distinguished service to the Club be appointed as a Life Member.
- (b) A resolution of the annual general meeting to confer life membership (subject to clause 0(c) on the recommendation of the Committee must be a Special Resolution and passed by three-fourths majority of the members in a general meeting of the Club.
- (c) A person must accept or reject the Club's resolution to confer life membership. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- (d) No more than two members may be appointed as Life Members in any one calendar year.

5.3. Volunteer Members

In addition to the requirements of clause 6 of this Constitution, the following additional requirements shall apply in respect to applications for volunteer membership:

- (a) The applicant must be nominated in writing by at least two nominees each of whom must be senior members of the Club with at least two years standing.
- (b) The Committee may prescribe a form for nominations for Volunteer Members in paragraph (a) of this clause.
- (c) The nomination is to be lodged with the Secretary of the Club.
- (d) As soon as practicable after receiving the nomination for Volunteer Membership, the nomination must be referred to the Committee which is to determine whether to accept or reject the determination.

5.5. Coaches and Team Managers

The Committee shall not appoint a person to the position of coach or team manager pursuant to clause 13.4 of this Constitution unless that person is a member of the Club.

Note: This clause should be read in conjunction with clause 2.1 which contains the definitions for each of the above membership types.

6. MEMBERSHIP APPLICATION

6.1 Application for Membership

An application for membership must be:

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

6.2 Discretion to Accept or Reject Application

- (a) The Club may accept or reject an application whether the applicant has complied with the requirements in clauses 5.3 or 6.1 or not. The Club shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) 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.
- (c) 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.

6.3 Renewal

- (a) Members (other than Life Members) must renew their membership annually before 1 April in any calendar year.
- (b) The Club may, in its By-Laws, vary the date in paragraph (b) of this clause upon which renewal of membership must be completed.

6.4 Deemed Membership

All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act.

7. REGISTER OF MEMBERS

7.1. Club to Keep Register

- (a) The Club shall keep and maintain a Register in which shall be entered (as a minimum) the full name, address and date of entry of each Member.
- (b) Members shall provide notice of any change and required details to the Club within one month of such change.

7.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

7.3. Use of Register

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

8. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- 8.1. This Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the By-Laws.
- 8.2. They shall comply with and observe this Constitution and the By-Laws and any direction or determination, including, but not limited to, any direction or determination made pursuant to clause 10 of these rules, resolution or policy which may be made or passed by the Committee or other entity with delegated authority;
- 8.3. By submitting to this Constitution and By-Laws they are subject to the jurisdiction of the Club.
- 8.4. The Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Australian Football; and
- 8.5. They are entitled to all benefits, advantages, privileges and services of Club membership which are not capable of being transferred or transmitted to another person and terminate on cessation of a person's membership..
- 8.6. They will be subject to and will submit unreservedly to the jurisdiction, procedures and penalties of the Club set out in these Rules and any By-Laws.

9. DISCONTINUANCE OF MEMBERSHIP**9.1. Cessation of Membership**

A person ceases to be a member of the Club if the person:

- (a) dies;
- (b) resigns membership in accordance with clause 9.2 of these rules;
- (c) has their membership discontinued by the Club pursuant to clause 9.3 of these rules;
- (d) fails to renew their membership in accordance with clause 6.3 of these rules.

9.2. Notice of Resignation

- (a) A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving one month's notice in writing to the Club.

- (b) Once the Club receives a notice of resignation of membership given under this clause, it must make an entry in the Register that records the date on which the Member ceased to be a Member.

9.3. Discontinuance for Breach

- (a) Membership of the Club may be discontinued by the Committee upon breach of any clause of this Constitution or the By-Laws, including, but not limited to, the failure to pay any monies owed to the Club, failure to comply with the By-Laws or any resolutions or determinations made or passed by the Committee or any duly authorised committee or in the event of misconduct.
- (b) Membership shall not be discontinued by the Committee under this clause without the Committee first giving the accused Member the opportunity to be heard in respect to any alleged breach in accordance with sub-clause 10.2 of these Rules.
- (c) The Register shall be amended to reflect any discontinuance of membership under this clause as soon as practicable.

9.4. Member to Re-Apply

A Member whose membership has been discontinued under clauses 9.1 or 9.3:

- (a). must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b). may be re-admitted at the discretion of the Committee.

9.5. Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club 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.

9.6. 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.

10. DISCIPLINE

10.1. Proceedings Generally

- (a) The Committee may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly engaged in misconduct.
- (b) Without limitation misconduct may including the following:
 - (i) a breach, failure, refusal or neglecting to comply with a provision of this Constitution, the By-Laws, condition of membership or any resolution or determination of the Committee or any duly authorised subcommittee (including any standards or codes of behaviour/conduct endorsed by the Committee from time to time); or
 - (ii) acting in a manner which is prejudicial to the purposes and interests of the Club; or

- (iii) bringing the Club into disrepute.
- (c) If the Committee is satisfied that the accused member engaged in misconduct described in paragraphs in (i), (ii) or (iii) of subclause 10.1(a) then the Committee may:
 - (i) discontinue the accused person's membership of the Club; or
 - (ii) impose conditions or limitations on the person's membership; or
 - (iii) take any other action the Committee determines appropriate in the circumstances.
- (d) The Club shall give written notice to the accused member of any determination made under paragraph (b) of this sub-clause as soon as practicable after it has been made.
- (e) The Committee may appoint a Sub-Committee to investigate any alleged misconduct by a member in breach of these rules. Any such sub-Committee formed shall operate in accordance with any procedures expressed in these Rules or By-laws.
- (f) This clause does not give rise to any relief from (and expressly excludes the operation of) clause 27 of this Constitution in respect to any matter arising under it.

10.2. Rights of the Accused

- (a) The Committee must not exercise any power under subclause 10.1(b) without first;
 - (i) giving the accused member notice of the allegations against them; and
 - (ii) an opportunity to be heard in respect to the allegations.
- (b) Nothing in this clause prevents the Committee prescribing additional procedures in its By-Laws.

10.3 Child Protection

- (a) Notwithstanding subclause 10.2, where the alleged misconduct concerns the safety or welfare of minors, the Committee may, until such time as the Committee has made a final determination of the allegations, direct an accused member to not enter grounds or premises:
 - (i) Where and at such times **Official Club Matches** involving a Junior Member are to be played; or
 - (ii) Where and at such times **Official Club Functions** are to be held and a Junior Member is likely to be present.
- (b) Compliance with any direction given to an accused member pursuant to this sub-clause is a condition of membership of the Club.
- (c) For the purposes of this clause, **Official Club Matches** and **Official Club Functions** means:
 - (i) any match or function organised by the AFL (NSW/ACT), the AFL or League in which a Junior Member is participating in; or

- (ii). any activity approved by the Committee from time to time including, but not limited to; gala days, open days, trivia nights, football training, team/Club BBQ's and social matches.

Note: Clause 8 of these rules describes the effect of membership which includes agreement by the member to be bound by any determination or direction made pursuant to this clause and submitting to the jurisdiction of the Club.

11. SUBSCRIPTIONS AND FEES

The annual membership subscription (if any) and any fees or other levies payable by Members to the Club and the time for and manner of payment shall be as determined by the Committee.

12. EXISTING COMMITTEE MEMBERS

The Members of the Committee 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 Committee Members shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

13. POWERS OF THE COMMITTEE

- 13.1. The Committee shall be responsible to the Club.
- 13.2. Subject to the Act and this Constitution the business of the Club shall be managed and the powers of the Club shall be exercised by the Committee (other than those functions that are required by these rules to be exercised by a general meeting of members of the Club).
- 13.3. Subject to this Constitution the Committee has the power to control its members and members of the Club and otherwise perform all such functions and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club, including, but not limited to, appointing casual vacancies in accordance with clause 17.1 of this Constitution.
- 13.4. The Committee is empowered to decide the suitability of applicants for a coach's or a team manager's position, within the Club, and accept or reject any application, at its discretion, and shall not be compelled to provide any reason for such acceptance or rejection.
- 13.5. The Committee is empowered to remove a coach or a team manager from a coaching or team management position, at anytime, at its discretion, and shall not be compelled to provide any reason for such removal.
- 13.6. All acts done in good faith by the Committee shall, notwithstanding the subsequent discovery of some defect in the election of any member, be valid as if the member had been duly elected.

14. COMPOSITION OF THE COMMITTEE

14.1 Composition of the Committee

- (a). For the purpose of these Rules, the **Office Bearers** includes the:
 - (i) President

- (ii) Vice President
- (iii) Secretary
- (iv) Treasurer

(b). The Committee shall comprise:

- (i). The Office Bearers and at least three ordinary members, each of whom must be Senior Members and shall be elected under clause 15.
- (ii). In addition, the elected members of the Committee may appoint up to two persons over the age of 18 years in accordance with clause 16 who shall have all the rights and privileges of an ordinary member of the Committee.

(c). The administration of the Club between meetings of the General Committee shall be exercised by an Executive Committee comprising the elected Office-Bearers.

(d). The Executive Committee may meet at anytime as it sees fit.

14.2 Election and Appointment of Committee Members

- (a) The elected Committee Members shall be elected under **clause 15**.
- (b) The appointed Committee Members may be appointed under **clause 16**.

14.3 Portfolios

- (a) Subject to these rules, the Committee may allocate portfolios to Committee Members and develop duty statements as it sees fit.
- (b) It is the duty of the secretary to;
 - (i) convene meetings in accordance with these rules and keep minutes of all proceedings and the names of those present at such meetings;
 - (ii) attend to and keep records of all club correspondence;
 - (iii) keep minutes of all appointments of office-bearers and members of the committee; and
 - (iv) keep a register of Committee members in accordance with the requirements of the Act;

Note re subclause (c)(i): Section 29 of the Act and R 11 of the Regulation sets out the requirements for recording and maintaining a register of committee members and office bearers.

(c) The President of the Club shall be the Public Officer for the purposes of the Act unless otherwise determined by the Committee.

Note: Section 34 of the Act requires the Committee to appoint a Public Officer. A Public Officer is required under the Act to notify the Director General of the person's full name and date of birth, their address for service (eg an address where the person can be contacted), and the fact the person has been appointed the association's Public Officer. The Public Officer is by virtue of their office an authorised signatory for the purpose of section 36 of the Act.

(d) It is the duty of the treasurer of the club to ensure that:

- (i) All money due to the club is collected and received and that all payments authorised by the club are made; and

- (ii) Correct books and accounts are kept showing the financial affairs of the club including full details of all receipts and expenditure connected with the activities of the club.

15. ELECTED COMMITTEE MEMBERS

15.1 Nomination for Committee

- (a) A person may nominate (or be nominated) to be on the Committee subject to the following:
 - (i). The nominee is a person of good character, honesty and repute; and
 - (ii). The nominee has not been previously found to have engaged in misconduct; suspended or removed from the Committee (or a committee of another voluntary association) or had their membership of the Club cancelled (or that of another voluntary association).
- (b) Nominations for elected Committee Member positions shall be called for no less than forty eight days [48] prior to the annual general meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be determined by the Committee from time to time
- (c) Nominees for elected Committee Member positions must declare any position they hold in a League, AFL (NSW/ACT) or AFL.

15.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by two Senior Members;
- (d) certified by the nominee (who must be a Member) expressing their willingness to accept the position for which they are nominated; and
- (e) delivered to the Club not less than fourteen (28) days before the date fixed for the annual general meeting. Late nominations maybe accepted by majority approval of the Committee only.

15.3 Elections

- (a) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of Members under **clause 15.3(a)**, the positions will be deemed casual vacancies under **clause 17.1**.

- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Committee.
- (d) Voting shall be conducted in such a manner and by such a method as determined by the Committee from time to time.

15.4 Term of Appointment for Elected Committee Members.

- (a) Committee Members elected under **clause 15** shall be elected for a term of two years. Subject to provisions in this Constitution relating to early retirement or removal of Committee Members, elected Committee Members shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following.
- (b) The President, Treasurer and at least two thirds of general Committee Members shall retire in each even numbered year and the Secretary, Vice President and at least one third of general Committee Members shall retire in each odd year until, after two (2) years all original elected Committee Members have retired after which those elected Committee Members (or their replacements) who first retired, shall retire and so on.
- (c) The sequence of retirements under **clause 15.4(b)** to ensure rotational terms shall be determined by the Committee. If the Committee cannot agree it will be determined by lot.
- (d) Subject to clause 14.1, the Committee may resolve to increase or reduce the number of elected positions from time to time as is required to manage the Club.
- (e) Following the adoption of this Constitution, no person who has served as an elected Committee Member for a period of five (5) consecutive full terms shall be eligible for election as an elected Committee Member until the next annual general meeting following the date of conclusion of his last term as an elected Committee Member.

16. APPOINTED COMMITTEE MEMBERS

16.1 Appointment of Committee Members

The elected Committee Members may appoint up to two (2) appointed Committee Members.

16.2 Qualifications for Appointed Committee Members

The appointed Committee Members may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Committee composition. They do not need to be Members.

16.3 Term of Appointment

- (a) Appointed Committee Members may be appointed by the elected Committee Members under this Constitution for a term of two years, which shall commence from the first Committee meeting after the annual general meeting until after the conclusion of the second annual general meeting that follows.

- (b) Appointed Committee Members may be appointed to ensure rotational terms that coincide with the elected Committee Members' rotational terms.
- (c) Any adjustment to the term of appointed Committee Members appointed under this Constitution necessary to ensure rotational terms under this Constitution shall be determined by the Committee.

17. VACANCIES ON THE COMMITTEE

17.1. Casual Vacancies

Any casual vacancy occurring in the position of Committee Member may be filled by the remaining Committee Members or from among the (senior) membership of the Club. Any casual vacancy may only be filled for the remainder of the Committee Member's term under this Constitution.

17.2. Grounds for Termination of Committee Member

In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the Committee Member:

- (a) dies;
- (b) ceases to be a member of the Club;
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) resigns his office in writing to the Club;
- (f) is absent without the consent of the Committee from meetings of the Committee held during a period of six months;
- (g) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest;
- (h) in the opinion of the Committee (but subject always to this Constitution):
 - (i). has acted in a manner prejudicial to the Objects or interests of the Club
 - (ii). has brought the Club into disrepute
 - (iii). has engaged in misconduct
 - (iv). has breached these Rules or failed to comply with a direction or resolution of the Committee.
- (i) is removed by Special Resolution; or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth).

- (k) This clause does not give rise to any relief from (and expressly excludes the operation of) clause 27 of this Constitution in respect to any grounds for termination from the Committee.

17.3. Committee May Act

In the event of a casual vacancy or vacancies in the office of a Committee Member or Committee Members, the remaining Committee Members may act. However, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum.

18. MEETINGS OF THE COMMITTEE

18.1 Committee to Meet

The Committee 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). Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A Committee Member may at any time convene a meeting of the Committee within reasonable time.

18.2 Decisions of Committee

- (a). Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination of a majority of Committee Members shall for all purposes be deemed a determination of the Committee. All Committee Members shall have one vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.
- (b). A Committee member's acts are valid despite any defect in his or her appointment.

18.3 Resolutions Not in Meeting

- (a) A resolution in writing that has been signed or assented to by facsimile or other form of visible or other electronic communication by all the Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members.
- (b) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held where one or more of the Committee Members 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 Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution. The notice will specify that Committee Members are not required to be present in person.

- (iii). If a failure in communications prevents clause 18.3(b)(i) from being satisfied by the number of Committee Members which constitutes a quorum, and none of such Committee Members 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 clause 18.3(b)(i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
- (iv). Any meeting held where one or more of the Committee Members is not physically present shall be deemed to be held at the place specified in the notice of the meeting, provided a Committee Member is there present. If no Committee Member is there present, the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

18.4 Quorum

- (a) At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is six (6) Committee Members in office.
- (b) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to a time and place to be advised within fourteen (14) days of the date of such adjourned meeting.
- (c) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.

18.5 Notice of Committee Meetings

- (a). Unless 75% plus one of Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than seven (7) days notice of the meeting of the Committee shall be given to each Committee Member. The agenda shall be forwarded to each Committee Member not less than four (4) days prior to such meeting.
- (b). Notwithstanding anything in paragraph (a) of this subclause, the Executive may call a meeting of the Committee at any time to attend to urgent business.

18.6 Chairperson

At a meeting of the committee:

- (a) the President or, in the President's absence, the Vice-President shall preside; or
- (b) if the President and Vice-President are absent or unwilling to act, the members present may choose one of their number to preside.

18.7 Conflict of Interest

A Committee Member shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. He shall, unless otherwise determined by the Committee, absent himself from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Committee Member casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a

Committee Member to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Committee. If this is not possible, the matter shall be adjourned or deferred.

18.8 Disclosure of Interests

- (a) The nature of the interest of a Committee Member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Committee at the next meeting of the Committee. If a Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member becomes interested.
- (b) All disclosed interests must also be disclosed to each annual general meeting in accordance with the Act.

18.9 General Disclosure

A general notice stating that a Committee Member is a Member of any specified firm or company and that he is 'interested' in all transactions with that firm or company is sufficient declaration under **clause 18.8**. After the distribution of the general notice, it is not necessary for the Committee Member to give a special notice regarding any particular transaction with that firm or company.

18.10 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Committee Member in accordance with **clauses 18.7, 18.8 and/or 18.9** must be recorded in the minutes of the relevant meeting.

19 DELEGATIONS BY COMMITTEE TO SUB-COMMITTEE

19.1 Committee May Delegate Functions

- (a) The Committee may, by instrument in writing, create, establish or appoint special committees, Individual officers and consultants to carry out specific duties and functions.
- (b) It will determine what powers these committees are given. In exercising its power under this clause, the Committee must take into account broad stakeholder involvement.

19.2 Delegation by Instrument

In the establishing instrument, the Committee may delegate such functions as are specified in the instrument, other than:

- (a). this power of delegation; and
- (b). a function imposed on the Committee or the public officer by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.

19.3 Delegated Function Exercised in Accordance with Terms

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

19.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under **clause 18**. The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Committee with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the Committee.

19.5 Delegation May Be Conditional

A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

19.6 Revocation of Delegation

At any time the Committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

20 ANNUAL GENERAL MEETING

20.1. The Committee must ensure that the annual general meeting is held:

- (a). within 6 months after the close of the Club's financial year, or
- (b). within such further time as may be allowed by the Act.

20.2. Subject to the subclause 20.1 of this clause, the annual general meeting is to be held on a date and at a venue determined by the Committee.

20.3. All General Meetings other than the annual general meeting shall be special General Meetings and shall be held in accordance with this Constitution.

21 SPECIAL GENERAL MEETINGS**21.1 Special General Meetings May be Held**

The Committee may, whenever it thinks fit, convene a special general meeting.

21.2 Requisition of Special General Meetings

- (a) The secretary will convene a special general meeting when five per cent of Members (no less) submit a requisition in writing.
- (b) The requisition for a special general meeting shall state the object(s) of the meeting, be signed by the Members making the requisition and be sent to the Club. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

- (c) If the Committee does not cause a special general meeting to be held one month after the date in which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a special general meeting to be held no later than three months after that date.
- (d) A special general meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Committee.

22 NOTICE OF GENERAL MEETING

- 22.1 Notice of every General Meeting shall be given to every Life Member and Senior Member entitled to receive notice. Notices shall be sent to the addresses appearing in the Club's Register. The auditor and Committee Members shall also be entitled to receive notice of every General Meeting. This will be sent to the auditor's last known address. No other person shall be entitled, as of right, to receive notices of General Meetings.
- 22.2 Notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- 22.3 At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (a) the agenda for the meeting; and
 - (b) any notice of motion received from Members entitled to vote.
- 22.4 Notice of every general meeting shall be given in the manner authorised in **clause 34**.

23 BUSINESS

- 23.1. The business to be transacted at the annual general meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution and the appointment of the auditors.
- 23.2. All business that is transacted at a general meeting and at an annual general meeting, with the exception of those matters set down in clause 23.1, shall be special business.
- 23.3. No business other than that stated on the notice for a general meeting shall be transacted at that meeting.

24 NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the Club no less than thirty-five days (excluding receiving date and meeting date) prior to the general meeting.

25 PROCEEDINGS AT GENERAL MEETINGS

25.1 Quorum

No business shall 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 six Members who are entitled to vote.

25.2 Chairperson to Preside

- (a). The chairperson of the Committee shall, subject to this Constitution, preside as chair at every general meeting except:
 - (i). in relation to any election for which the chairperson is a nominee; or
 - (ii). where a conflict of interest exists.
- (b). If the chairperson is not present, or is unwilling or unable to preside, the delegates present shall appoint another Committee Member to preside as chairperson for that meeting only.

25.3 Adjournment of Meeting

- (a). If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the chairperson. 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 chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c). When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d). Except as provided in **clause 25.3(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

25.4 Voting Procedure

Subject to clause 26.4, at any meeting a resolution put to the vote of the meeting shall 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:

- (a). the chairperson; or
- (b). a simple majority of the Members.

Note: A simple majority is more than half of the total votes of persons entitled to vote who are present and voting.

25.5 Recording of Determinations

Unless a poll is demanded under **clause 25.4** the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Club's book of proceedings.

25.6 Where Poll Demanded

If a poll is duly demanded under **clause 25.4** it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

26 VOTING AT GENERAL MEETINGS

26.1 Members Entitled to Vote

- (a) Only a Senior Member is entitled to vote at general meetings.
- (b) Each Junior Member joined to the Club will give rise to one vote except that where siblings are joined to the Club as Junior Members they will be deemed to give rise to one vote regardless of how many siblings are joined to the Club as Junior Members and the manner in which they are joined.
- (c) Where more than one Senior Member joins a Junior Member(s) to the Club, including Junior Members who are siblings, only one of those Senior Members may vote at a general meeting.
- (d) No other Member shall be entitled to vote but shall, subject to this Constitution, have and be entitled to exercise those rights set out in **clause 5**.

Note: The intention of this clause is to ensure that families are entitled to one vote notwithstanding the number of junior members joined to the Club by a senior member and the number of Senior Members joining a junior member. Senior Members joining siblings are not entitled to an additional vote just because one parent or carer may join one sibling and another parent or carer may join a different sibling or both parents or carers together join a Junior Member.

Voting on Resolutions

- (a). A resolution is passed by the Club as a *ordinary resolution* if, at a general meeting of Members, it is supported by more than half of the votes cast by members of the Club who, are present at the meeting and under this Constitution, are entitled to vote on the proposed resolution.
- (b). A resolution is passed by the Club as a *special resolution* if, at a general meeting of Members, it is supported by at least three quarters of the votes cast by members of the Club who, are present at the meeting and under this Constitution, are entitled to vote on the proposed resolution.

Note: Under the Act certain matters must be dealt with by way of special resolution in a general meeting, including matters involving, for example, change of the Club's registered particulars, winding up and the distribution of the Club's assets.

Under this Constitution certain matters must be dealt with by way of special resolution in a general meeting including, for example, alterations to this Constitution (see clause 32) and the appointment of persons as Life Members (clause 5.2).

26.2 Chairperson May Exercise Casting Vote

Where voting at General Meetings is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote the motion will be lost.

26.3 Proxy Voting

Proxy voting shall not be permitted at all General Meetings.

26.4 Postal Voting

No motion shall be determined by a postal ballot anywhere under these Rules.

27 GRIEVANCE PROCEDURE

27.1. 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.

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

27.3. If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties may with the consent of each other, refer the dispute for resolution to an independent third party for conciliation.

27.4. The Committee may prescribe additional procedures in the By-Laws consistent with this clause.

28 RECORDS AND ACCOUNTS**28.1 Records**

The Club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Club and the Committee). It shall produce these as appropriate at each Committee or general meeting.

28.2 Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act.

28.3 Committee to Submit Accounts

The Committee shall submit the Club's statements of account to the Members at the annual general meeting in accordance with the Act.

Note: Section 48 of the Act requires that the Committee of a Tier 2 association must cause the association's financial statements for the previous financial year to be submitted at each annual general meeting. See also sections 47, 49, 50 of the Act and R9 of the Regulations for further requirements in respect to financial records for Tier 2 associations.

28.4 Accounts Conclusive

The statements of account, when approved or adopted by an annual general meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

28.5 Inspection of Books

The records, books and other documents of the club must be open to inspection, free of charge, by any member of the club at any reasonable hour.

28.6 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Committee Members or in such other manner as the Committee determines.

To avoid doubt, nothing in this sub-clause prevents the Club from authorising payments from its funds by way of Electronic Funds Transfer (EFT).

29 INCOME

29.1 Income and property of the Association shall be derived from such sources as the Committee determines from time to time.

29.2 The income and property of the Club shall be applied solely towards the promotion of the Objects.

29.3 Except as prescribed in this Constitution or the Act:

- (a) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member.
- (b) No remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.

29.4 Payment in good faith of or to any Member can be made for:

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

provided such payments do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

30 WINDING UP

30.1. Subject to this Constitution the Club may be wound up in accordance with the Act.

30.2. The liability of the Members of the Club is limited.

30.3. Every Member undertakes to contribute to the assets of the Club in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of

the debts and liabilities of the Club contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar (\$1.00).

31 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, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects similar to those of the Club. The organisation(s) must prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Club by this Constitution. The organisation(s) is to be determined by the Members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

32 ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

33 BY-LAWS

The By-Laws are the key 'delegated legislation' of the Club (sometimes referred to as by-laws). These are key rule and policy documents, which can address a whole range of issues for a Club. These include disciplinary By-Laws, election procedures, policies including Member protection and anti-doping (subject to AFL requirements), financial management etc.

33.1 Committee to Formulate By-Laws

- (a) The Committee may formulate, issue, adopt, interpret, amend and rescind By-Laws for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and Australian Football in the local area.
- (b) The Committee shall keep and maintain a register of By Laws which shall be published on the Club's website and updated from time to time.

33.2 By-Laws Binding

All By-Laws are binding on the Club and all Members.

33.3 Relationship Between Constitution and by-laws made by the Committee

This Constitution will be read in conjunction with any applicable By-Laws made by the Committee but this Constitution will prevail over all such instruments to the extent of any inconsistency.

33.4 By-Laws Deemed Applicable

All clauses, rules, by-laws and By-Laws of the Club in force at the date of the approval of this Constitution (as long as such clauses, rules and By-Laws are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be By-Laws and shall continue to apply.

33.5 Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by means of bulletins approved by the Committee and prepared and issued by the Club. The Club shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all Members.

34 NOTICE

34.1. Notices may be given by the Club to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the Member's registered address or facsimile number or electronic mail address. In the case of a delegate, the notice can be sent to the last recorded address, facsimile number or electronic mail address.

34.2. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.

34.3. Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

34.4. Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

35. INDEMNITY

35.1. Every Committee Member and employee of the Club will 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, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.

35.2. The Club shall 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, except wilful misconduct:

- (a) in the case of a Committee Member, performed or made while acting on behalf of and with the authority, express or implied, of the Club; or
- (b) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Club.

36. PRESS STATEMENTS

No statements on behalf of, or in the name of the Club shall be made, except by the President or by the President's authority or that of the Committee