



**Kalangadoo Football Club Inc.
Constitution December 2015**

KALANGADOO FOOTBALL CLUB INCORPORATED

CONSTITUTION



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1. NAME AND CLUB OPERATING DETAIL

1.1. Club Name

The name of the incorporated association is Kalangadoo Football Club referred to herein as 'the Club'.

1.2. 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.

1.3. Objectives of the Club

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

- a) conduct, encourage, promote, advance and administer Australian Rules Football throughout the local area;
- b) act, at all times, on behalf of and in the interest of the Members, the Mid South East Football League (MSEFL) and Australian Rules Football in the local area;
- c) form part of the Kalangadoo War Memorial Park and Community Sports Club Inc. to promote Australian Rules Football in the local area;
- d) affiliate and otherwise liaise with the Mid South Eastern Football League (MSEFL) with which the Club is affiliated and the South Australian Community Football League (SACFL) and adopt their rule and policy frameworks to further these objects;
- e) advance the operations and activities of the Club throughout the local area;
- f) have regard to the public interest in its operations.

1.4. Club Teams

The club will field the following sides:

- a) A grade;
- b) B Grade;
- c) Under 17's, and
- d) Under 14's.

Adopted at AGM Kalangadoo Football Club, Sunday December 8th 2014. President Leigh McManus.
Reviewed 10/12/2015 President Nick Rogers.



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The KFC Committee will be responsible for all operations associated with fielding football sides. The KFC Committee, on an annual basis, will make decisions on what sides to field.

1.5. Club Awards

The KFC Committee will oversee the annual presentation of awards and trophies to players and volunteers:

- a) Best and fairest awards (winner and runner up) for each grade will be based on voting by selected persons watching the game;
- b) The Gavin Rogers Memorial Club person of the year will be nominated by the President and agreed by the committee, and
- c) The Peter Mulraney Memorial medal winner will be selected by representatives of the Mulraney family and the KFC Club President.

1.6. Club Name, Logo and Colours

The Club football teams will be called the Kalangadoo Magpies. The Guernsey colours will be an even amount of black and white in the style of vertical stripes.

The changing of Club name, logo, and colours can only be done by special resolution as defined by the Act.

1.7. Fixed Assets of Club

The Club owns and has responsibility for the Football Change Rooms, the fixed Scoreboard, the Beer Booth known as Benny's Hill, the Gate Booth and the Toilet Block all of which are located on the land of the Kalangadoo War Memorial Park and Community Sports Club Inc. Association.

The use of these fixed assets by third parties is not allowed without permission from the KFC Committee being first obtained.

1.8. Affiliations

The Club is affiliated with the Mid-South Eastern Football League (MSEFL) and the South Australian Community Football League (SACFL) and is recognised by those bodies as the entity responsible for the delivery of Australian Rules Football in the Kalangadoo region.

The Club may not resign, disaffiliate, or otherwise seek to withdraw from the MSEFL or SACFL body without approval by Special Resolution as defined by the Act.

1.9. Affiliation Fees

The club shall pay to the MSEFL the Affiliation Fees as set at the MSEFL Annual General Meeting each year.

1.10. Constitution of the Club

This Constitution will clearly reflect the Objects of the MSEFL and SACFL and will conform to the Constitutions of those bodies, subject always to the Act.

1.11. Other Associations

The club operates as a stand-alone sporting club in close unity with the Kalangadoo War Memorial and Community Sports Club Inc. and the Kalangadoo Netball Club.

The Club will elect 4 members to represent the Club at committee level in compliance with the Kalangadoo War Memorial Park and Community Sports Club Inc. Association constitution.



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1.12. Club going into Recess

The Club cannot go into recess without approval by Special Resolution as defined by the Act. Recess can only be done in accordance with the MSEFL Constitution.

1.13. Merges With Other Clubs

The Club cannot merge with another Australian Rules Football Club in any league without approval by Special Resolution as defined by the Act.

2. MEMBERS

The Members of the Club shall 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) Individual 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; and
- 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.

2.1. Life Members

- a) The KFC Committee may select any person who has rendered distinguished service to the Club be appointed as a Life Member;
- b) Minimum criteria for recommendation of life member includes but is not limited to:
 - a. Players who have played 250 games of senior football for the club;
 - b. Members who have given outstanding service as part of the KFC Committee; and
 - c. Volunteers who have given outstanding service to the Club.
- c) The KFC Committee shall agree on the nomination;
- d) Life membership shall be presented to the individual at the annual Presentation and Awards Night where the person will receive a life membership medallion; and
- e) Upon acceptance of the Life Membership, the person's details shall be entered upon the Life Members Board located in the Kalangadoo War Memorial Park and Community Sports Club and upon the Members Register, and from the time of entry on the Register, the person shall be a Life Member.

3. CLUB MEMBERSHIP SUBSCRIPTIONS AND FEES

- a) The KFC Committee will establish an annual fee per membership at the annual general meeting and persons upon payment of the fee shall be granted Club membership for that particular year. The fee may be part of corporate, business or individual sponsorship of the club. Life members shall not be required to pay the fee.
- b) Members (other than Life Members) must renew their membership annually.
- c) The KFC Committee in accordance with the Act and regulation will manage membership of the club including discontinuance of membership and member discipline issues.



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- d) The KFC Committee will maintain a register of all members.

4. MEMBERSHIP APPLICATION

4.1. Effect of Membership

Members acknowledge and agree that:

- a) This Constitution forms a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;
- b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the KFC Committee or other entity with delegated authority;
- c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the Club and MSEFL;
- d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Australian Rules Football, and
- e) they are entitled to all benefits, advantages, privileges, and services of Club membership.

5. PRESIDENT TO PRESIDE

The President of the KFC Committee shall preside as chair at every committee and general meeting except:

- a) in relation to any election for which the chairperson is a nominee; or
- b) where a conflict of interest exists.

If the President 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.

6. THE KFC COMMITTEE

6.1. Powers and Duties

- a) The Club shall have all the powers conferred by section 25 of the Act.
- b) The affairs of the club shall be managed and controlled by the KFC committee which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the club, and are not by the Act or by these rules required to be done by the Club in general meeting.
- c) The KFC committee has the management and control of the funds, fixed assets and other property of the club.
- d) The KFC committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the club on which these rules are silent.
- e) The KFC committee shall appoint a public officer as required by the Act.
- f) The Certificate of Incorporation shall be deemed to be in the custody of the Public Officer and he/she shall be held responsible thereof.
- g) The Public Officer shall forthwith cease to hold office:
 - a. if he/she ceases to reside in South Australia;
 - b. if he/she is sentenced to a term of imprisonment for felony or misdemeanour;



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- c. if he/she becomes bankrupt;
 - d. if he/she retires or dies;
 - e. if he/she is removed from office by an ordinary resolution of the committee, and
 - f. if he/she shall be appointed auditor of the Club
- h) A member of the KFC Committee having a direct or indirect pecuniary interest in a contract or proposed contract with Club must disclose the nature and extent of that interest to the KFC Committee as required by the Incorporations Act, and shall not vote with respect to that contract or proposed contract. The member of the KFC Committee must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Club.

6.2. Proceedings at KFC Committee Meetings

- a) The KFC Committee shall hold a meeting at least once every three (3) months unless otherwise directed by the Club President or a General Meeting. The president or their delegate will be the chairperson at all committee meetings.
- b) A quorum at any meeting of the KFC Committee shall consist of half plus one of the appointed Delegates.
- c) No business shall be transacted at any meeting of the Club unless the quorum requisite shall be present at the commencement of business.
- d) Questions arising at any meeting of the KFC Committee shall be decided by a majority of votes and a determination of a majority of KFC Committee members shall be deemed a determination of the KFC Committee, unless a ballot is, be demanded by at least Five committee members. Any member may call for a division.
- e) All KFC 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.
- f) Every ballot shall be taken in such manner as the President of the meeting may direct and the result of the ballot is the resolution of the meeting on that question.
- g) A ballot demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting;
- h) A special resolution is a special resolution as defined by the Act.
- i) An ordinary resolution is a resolution passed by a simple majority at a general meeting;

6.3. Banking

The Treasurer shall forthwith pay all monies received on behalf of the Club into a banking account in the name of the Kalangadoo Football Club Inc. at a bank approved by the KFC Committee. Cheques or withdrawals on such accounts shall be signed by Treasurer and counter signed by the either the President or Secretary.

6.4. Composition of the KFC Committee

The committee shall be comprised of a president, vice president, secretary, treasurer, and minimum eight (8), maximum ten (10) committee members.



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6.5. Elections of KFC Committee

- a) A retiring committee member shall be eligible to stand for re-election without nomination. No other person shall be eligible to stand for election unless a member of the club has nominated that person before the meeting by delivering the nomination of that person to the secretary of the club. The nomination shall be signed by the proposer and by the nominee;
- b) Notice of all persons seeking election to the KFC committee shall be given to all members of the club with the notice calling the meeting at which the election is to take place;
- c) The KFC committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the club and shall be eligible for election to the committee without nomination;
- d) 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 KFC Committee, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote;
- e) If there are insufficient nominations received to fill all vacancies on the KFC Committee, or if a person is not approved by the majority of Members under clause 8.6 a), the positions will be deemed casual vacancies;
- f) 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 KFC Committee, and
- g) Voting shall be conducted in such a manner and by such a method as determined by the KFC Committee from time to time.

6.6. Term of Appointment for Elected KFC Committee Members

- a) Committee Members 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.

6.7. Appointment of Sub-Committees

The KFC Committee from time to time may appoint one or more of its members either alone or together with other members of the Club to be a Sub-Committee for any purpose and may delegate to any such Sub-Committee any of its powers or functions and if necessary may at any time revoke such appointment or delegation. Examples of sub committees are Junior Club and Social Club Committees.

6.8. Disqualification of KFC Committee Members

The office of a committee member shall become vacant if a committee member is:

- a) disqualified from being a committee member by the Act;
- b) expelled as a member under these rules;
- c) permanently incapacitated by ill health; and
- d) absent without apology from more than four meetings in a financial year.



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7. ANNUAL GENERAL MEETING

- a) The Club's annual general meeting shall be held in accordance with the Act and this Constitution.
- b) It will be held on a date and at a venue determined by the KFC Committee during the dates of 1st November and 31st of March in each year (both days inclusive);
- c) The financial year for the League shall be from the 1st day of November to the 31st day of October (inclusive);
- d) The business of the annual general meeting may include any of the following, even if not referred to in the notice of meeting;
 - I. the confirmation of the minutes of the last annual general meeting;
 - II. the consideration of the annual financial report, presidents' report and treasurer's report;
 - III. the election of KFC committee members;
 - IV. the appointment of the auditor;
 - V. the fixing of the auditor's remuneration.
- e) All General Meetings other than the annual general meeting shall be special General Meetings and shall be held in accordance with this Constitution.

8. SPECIAL GENERAL MEETINGS

8.1. Special General Meetings May be Held

The KFC Committee, a KFC Committee Member or a Club member as specified in the Act may, whenever it thinks fit, convene a special general meeting.

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 KFC 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 KFC Committee.

8.2. Notice Of Special General Meetings

- a) Notice of every Special General Meeting shall be given to every Life Member and Individual Member entitled to receive notice. The auditor and Committee Members shall also be entitled to receive notice of every Special General Meeting. No other person shall be entitled, as of right, to receive notices of Special General Meetings.

Adopted at AGM Kalangadoo Football Club, Sunday December 8th 2014. President Leigh McManus.
Reviewed 10/12/2015 President Nick Rogers.



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- b) A notice of a Special General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.
- c) At least Fourteen (14) days' notice of a Special General Meeting shall be given to those Members entitled to receive notice, together with:
 - I. the agenda for the meeting;
 - II. any notice of motion received from Members entitled to vote; and

8.3. Business

- a) The business to be transacted at the special general meeting includes the consideration of accounts and the reports of the KFC Committee and auditors, the election of Committee Members under this Constitution and the appointment of the auditors.
- b) All business that is transacted at a special general meeting and at an annual general meeting shall be special business.
- c) No business other than that stated on the notice for a special general meeting shall be transacted at that meeting.

8.4. Notices Of Motion

Members entitled to vote may submit notices of motion for inclusion as special business at a special general meeting.

All notices of motion must be submitted in writing to the Club no less than fourteen (14) days (excluding receiving date and meeting date) prior to the general meeting.

9. PROCEEDINGS AT GENERAL MEETINGS

9.1. 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 7 members entitled to vote present in person and the quorum must be present at all times during the meeting.

9.2. 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.



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- d) Except as provided in clause 9.2 c it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

9.3. Recording of Determinations

Unless a poll is demanded, 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 meeting minutes.

9.4. Where Poll Demanded

If a poll is duly demanded, 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.

10. VOTING AT GENERAL MEETINGS

10.1. Voting Procedure

- a) At every General Meeting, all questions shall be determined by a show of hands, unless a ballot be demanded by at least five (5) members. Any member may call for a division.
- b) Every ballot shall be taken in such manner as the President of the meeting may direct and the result of the ballot is the resolution of the meeting on that question, and
- c) A ballot demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

10.2. Members Entitled to Vote

Each Individual Member shall be entitled to one vote at General Meetings.

10.3. 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.

10.4. Proxy Voting

Proxy voting shall not be permitted at all General Meetings.

10.5. GRIEVANCE PROCEDURE

- a) The grievance procedure set out in this rule applies to disputes under these rules between a Member and:
 - I. another Member; or
 - II. the Club.
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by the MSEFL in accordance with the procedures determined by the MSEFL from time to time.
- d) The KFC Committee may prescribe additional grievance procedures in the Regulations .



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11. RECORDS AND ACCOUNTS

11.1. Records

- a) Proper minutes of all proceedings of all meetings of the Club shall be recorded and entered within one month after the relevant meeting in minute books kept for the purpose.
- b) The minutes kept must be confirmed by the appropriate members at an appropriate subsequent meeting must be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- c) Where minutes are entered and signed they shall, until the contrary is proved be evidence that: the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

11.2. Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer.

11.3. KFC Committee to Submit Accounts

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

11.4. 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.

11.5. Accounts to be Made Available to Members

The Secretary shall ensure all persons entitled to receive notice of annual general meetings in accordance with this Constitution, a copy of the statements of account, the KFC Committee's report, the auditor's report and every other document required under the Act (if any).

12. SEAL

The Club owns a Seal upon which the Kalangadoo Football Club Inc. is printed in legible characters.

- a) The Seal shall not be used without the express authorisation of the KFC Committee. Every use of the Seal shall be recorded in the Club's minute book. Two Committee Members must witness every use of the Seal.

13. AUDITOR

- a) A properly qualified auditor or auditors shall be appointed by the Club in a general meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the Corporations Act 2001 (Cwlth.) and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Club in a general meeting.
- b) The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

14. INCOME

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



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

Except as prescribed in this Constitution or the Act:

- c) 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; and
- d) 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.

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.

15. WINDING UP

If the Club ceases to function it will be wound-up and dissolved in the manner provided in the Act.

If after the winding up of the Club there remains surplus assets as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

16. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

17. REGULATIONS

17.1. KFC Committee to Formulate Regulations

The KFC Committee may formulate, issue, adopt, interpret, and amend Regulations for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club in the local area. Such Regulations must be consistent with the Constitution and any policy directives of the KFC Committee.

17.2. Regulations Binding

All Regulations are binding on the Club and all Members.

17.3. Regulations Deemed Applicable

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

17.4. Bulletins Binding on Members

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by means of bulletins approved by the KFC 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.



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18. INDEMNITY

- (a) 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.
- (b) 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:
- I. 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
 - II. in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Club.

19. 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.

20. Revision Details

Revision	Issue date	Details of amendment	Authorised
1	10/12/2015	Inclusion of 20. Revision Details	KFC Committee via AGM vote
2	10/12/2015	Change clause 6.4 "The committee shall be comprised of a president, vice president, secretary, treasurer, and eight (8) committee members." To read as: 6.4 "The committee shall be comprised of a president, vice president, secretary, treasurer, and <u>minimum eight (8), maximum ten (10)</u> committee members."	
3	10/12/2015	Change clause 9.1 "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 10 members entitled to vote present in person and the quorum must be present at all times during the meeting." To read as: 9.1 "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 <u>shall be 7 members</u> entitled to vote present in person and the quorum must be present at all times during the meeting."	