

**Shellharbour City Seniors AFL Club
Incorporated**



Constitution of the Club

Second Revision

Adopted by the Club on 18 October 2015

1. NAME AND COLOURS

1.1. Name

The name of the Club is the 'Shellharbour City Seniors AFL Club Incorporated', which can be abbreviated to 'Shellharbour Suns AFL', 'Shellharbour Suns', or 'Suns'.

1.2. Colours

The colours of the Club are orange-red and gold with black or charcoal trim.

2. OBJECTS

The objects for which the Club is established are to:

- Field competitive teams in the great sport of Australian Rules Football
- Provide a family-friendly inclusive environment for players, families, friends, and colleagues
- Strive for decency and respect in our members' conduct both on the playing field and off
- Help to build and promote our local government area of Shellharbour and the Illawarra generally in any way we can
- Partner with our sponsors to result in 'win-win' results for all
- Encourage the sport of Australian Rules Football generally and particularly within the Illawarra

3. ATTAINING OBJECTS

The Club shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Club.

4. PROPERTY OF THE CLUB

The Club shall apply all property and income of the Club towards attaining the objects of the Club and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the attaining of those objects.

5. POWERS OF THE CLUB

- 5.1. To acquire, hold, deal with, and dispose of any real or personal property;
- 5.2. To open and operate bank accounts;
- 5.3. To invest its money –
 - 5.3.1. in any security in which trust moneys may be invested;or

- 5.3.2. in any other manner authorised by the rules of the Club;
- 5.4. To borrow money upon such terms and conditions as the Club thinks fit;
 - 5.5. To give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;
 - 5.6. To appoint agents and employees to transact any business of the Club on its behalf for reward or otherwise;
 - 5.7. To build construct erect maintain alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by the Club;
 - 5.8. Accept donations and gifts in accordance with the objects of the Club;
 - 5.9. Print and publish any information by any media including newsletters, newspapers, articles or leaflets for promotion of the Club;
 - 5.10. Provide gifts and prizes in accordance with the objects of the Club;
 - 5.11. Organise social events for Members and the promotion of the Club; and
 - 5.12. To enter into any other contract the Club considers necessary or desirable.

6. MEMBERSHIP

- 6.1. Membership shall be open to any person who wishes to further the interests of the Club.
- 6.2. Any person seeking membership shall make application to the Management Committee, and the Management Committee shall determine whether the application is successful or not.
- 6.3. The Management Committee has the authority to reject applications for Membership on the following grounds:
 - 6.3.1. Where the applicant is owing money to another Australian Football Club; or
 - 6.3.2. Where the applicant is known to espouse views or have repeatedly engaged in conduct at odds with the Club Objects and/or the Club Member Code of Conduct; or
 - 6.3.3. Where the applicant's membership has previously been withdrawn by the Club.
- 6.4. Under no circumstances shall the Management Committee reject an application for membership on basis of

the race, religion, gender, national or ethnic origin, or physical impairment of the applicant.

- 6.5. Each person admitted to membership shall be;
- 6.5.1. Bound by the Constitution and By-laws of the Club.
 - 6.5.2. Accountable to follow the Club Member Code of Conduct.
 - 6.5.3. Come liable for such fees and subscriptions as may be fixed by the Club.
 - 6.5.4. Entitled to all advantages and privileges of membership.

6.6. Membership Categories:

6.6.1. PLAYING MEMBER

A playing membership is for one who intends to play football for the Club for a given calendar year. A playing membership has full voting rights and eligibility to hold Management positions. A playing membership may, at the discretion of the Management Committee, be converted to an affiliated membership on a pro-rata basis for that year if it is reasonably certain that the member in question will not be playing football for the remainder of that year.

6.6.2. (NON-PLAYING) AFFILIATED MEMBER

An affiliated membership is for one who does not intend to play football for the Club for a given calendar year, but who nonetheless wishes to be actively involved in Club operations, functions, or games. Volunteers will normally be designated as affiliated members with no or minimal dues payable based on a minimum level of time and effort spent as determined from time to time by the Management Committee. An affiliated membership has full voting rights and eligibility to hold Management positions.

6.6.3. (NON-PLAYING) SOCIAL MEMBER

A social membership is for one who does not wish to be actively involved in Club operations, functions, or games, but who nonetheless wishes to support the Club and receive invitations to formal Club functions. A social membership has no voting rights and social members are not eligible to hold Management positions.

6.6.4. LIFE MEMBER

A life membership is conveyed by the Management Committee to those playing or affiliated members who have given outstanding service to the Club. 'Outstanding service' shall normally be defined as:

- At least 100 senior games, or

- 5 years' consecutive Management service, or
- At least 10 years' playing or affiliated membership, or
- Reasonable combinations of partial fulfilment of the above criteria

Any member may nominate a person to the Management Committee for consideration for Life Membership, and the Management Committee will vote on any nominations received at least annually. No fees are payable by life members, but otherwise their membership is identical to playing or affiliated membership (depending on whether they are playing or not).

6.7. Termination of Membership

Membership may be terminated either at the initiation of the member by resigning or at the initiation of the Club by withdrawing membership.

6.7.1. A member may resign at any time verbally or in writing.

A member may request that any unused membership fees be repaid (pro-rata), but to do so must resign in writing, stating the reason for resignation and the reason that they feel their membership should be refunded. It is at the sole and final discretion of the Management Committee as to whether a request for fee refund will be granted.

6.7.2. Membership may be withdrawn by the Club for the following reasons:

6.7.2.1. Unpaid dues from the prior calendar year(s)

6.7.2.2. Actions knowingly contrary to the Club Code of Conduct

6.7.2.3. Actions knowingly contrary to any other rule or by-law of the Club

6.7.2.4. Any action willfully detrimental to the Club or its principles

6.7.2.5. Illegal activities for which a conviction has been recorded

6.7.3. Withdrawal of membership by the Club shall be accomplished by a vote of the Management Committee. Withdrawal of membership by the Club shall not be taken lightly, shall only occur after due inquiry and consideration, and shall be documented thoroughly.

6.7.4. A member whose membership has been withdrawn shall have the right to appeal against the withdrawal by presenting their case to a General Meeting called for

such purpose, and the decision of the General Meeting shall be final.

6.8. The Management Committee shall appoint a member of the Management Committee to maintain an up to date register of members of the Club.

6.9. A member may at any reasonable time inspect the records and documents of the Club.

7. SUBSCRIPTIONS:

Subscription amounts for the different membership classes (except life members) shall be determined by the Management Committee. Amounts shall be set in advance of when membership dues are first taken for that year. The Management Committee shall have the authority to waive subscription in whole or in part for individuals who are making large in-kind contributions to the club.

8. MANAGEMENT COMMITTEE

8.1. Management of the Club shall be vested in the Management Committee elected by the members at the Annual General Meeting and consisting of:

8.1.1. President

8.1.2. Vice President*

8.1.3. Operations Manager

8.1.4. Business Development Manager*

8.1.5. Secretary

8.1.6. Treasurer*

8.1.7. Registrar

8.1.8. Risk Manager*

8.1.9. Child Protection Officer*

8.1.10. General Committee Members (Between zero and six)

8.2. Positions marked with an asterisk (*) above may be assigned as collateral duties to another Management Committee office holder. The Vice President role shall never be assigned as a collateral for the President. There need not be any General Committee Members but there shall not be more than six. No person shall hold more than one primary position and two collateral positions on the Management Committee at any one time.

8.3. A person shall cease to be a member of the Management Committee at the conclusion of the Annual

General Meeting which follows his/her election and he will be eligible for re-election.

- 8.4. The existing Management Committee shall call for nominations for new year Management Committee positions prior to the Annual General Meeting. Nominations must be seconded. Elections shall take place at the Annual General Meeting by a show of hands or other method as agreed with all candidates being drawn from seconded nominations.
- 8.5. A quorum of the Management Committee shall be half of its members plus one.
- 8.6. The President shall normally chair meetings, or in his or her absence the Vice President, or in his or her absence the Operations Manager. If the President, Operations Manager and Vice President are all unable to attend, then a chairperson nominated by Management Committee members present shall chair that meeting.
- 8.7. A member of the management committee may lose his or her seat on the committee for either of the following;
 - 8.7.1. Absence from three or more meetings without apology.
 - 8.7.2. Ceases to be a member of the Club.

9. POWERS OF THE MANAGEMENT COMMITTEE

The Management Committee shall carry out the day-to-day running of the Club and shall have the power to:

- 9.1. Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
- 9.2. Fix the manner in which such banking accounts shall be operated upon, providing the Management Committee passes all payments;
- 9.3. Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
- 9.4. Adjudicate on all matters brought before it which in any way affect the Club.
- 9.5. Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
- 9.6. Make, amend and rescind rulings and By-laws;
- 9.7. Have the power to form and appoint any sub committee/s as required for specific purposes;

- 9.8. May at their discretion employ a person or persons to carry out certain duties required by the Club, at salaries or remunerations for such period of time, as may be deemed necessary.
- 9.9. Should a vacancy occur on the Management Committee during the season, the Management Committee shall appoint a successor until the next Annual General Meeting.
- 9.10. Appoint an officer/s or agent of the Management Committee to have custody of the Club's records, documents and securities.

10. AUDITOR

- 10.1. The Annual General Meeting shall elect or appoint an Auditor or Auditors.
- 10.2. The Auditor/s shall examine and audit all the books and accounts of the Club annually, and have the power to call for all books, papers, accounts, receipts etc., of the Club and report thereon to the Annual General Meeting.

11. GENERAL MEETINGS:

- 11.1. Annual General Meeting
 - 11.1.1. The Annual General Meeting of the Club must be held within four months of the end of the club's financial year.
 - 11.1.2. The Secretary shall give at least thirty (30) days notice of the date of the Annual General Meeting, to members.
 - 11.1.3. All financial and life members may attend the Annual General Meeting.
 - 11.1.4. The Annual General Meeting shall be considered to have a quorum if the criterion for a quorum of a Management Committee meeting is met (8.5 above), with a stipulation being that this quorum can be composed of any members with voting rights, not just Management Committee members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.
 - 11.1.5. The agenda for an Annual General Meeting shall be;

- Opening of Meeting
- Apologies
- Confirmation of Minutes of previous Annual General Meeting
- Presentation of Annual Report
- Adoption of Annual Report
- Presentation of Treasurer's statement
- Election of New Executive and appointment of Auditor
- Vote of thanks to outgoing Executive
- Determination of Annual Membership Fees
- Notice/s of Motion
- Urgent general business
- Closure

11.1.6. Result shall new Management Committee positions not be filled at Annual General Meeting: Shall all required Management Committee positions not be filled at the Annual General Meeting via the process described in section 8.4 above, the Secretary (or other new Executive member should Secretary be unfilled) will call for a special General Meeting (as per 11.2 below) to fill the unfilled positions. This special General Meeting will be scheduled within thirty (30) days and calls for nominations and seconds as per 8.4 shall be made as soon as practical prior to the meeting. Shall any Management Committee positions still remained unfilled by the close of the special General Meeting, a second special General Meeting shall be called within seven (7) days. For this second General Meeting, nominations and seconds will still be required, but they may be taken from the floor rather than in advance. Should any Management Committee positions remain unfilled after this second General Meeting, the President (or other Executive in the absence of a President) shall notify the Association management and board.

11.2. General Meetings

11.2.1. General Meetings may be called by the Management Committee or at the request of the President and Secretary or on the written request of five voting members of the Club.

11.2.2. The Secretary shall give at least seven (7) days notice, in writing, of the date of the General Meeting to the members. Notice of General Meetings shall set out

clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.

11.2.3. A General Meeting shall be considered to have a quorum if the criterion for a quorum of a Management Committee meeting is met (8.5 above), with a stipulation being that this quorum can be composed of any members with voting rights, not just Management Committee members.

11.2.4. Without an actual quorum of Management Committee members being present within the General Meeting, a General Meeting may not call for a binding vote on issues normally contained within the 'Powers of the Management Committee' (section 9 above). A nonbinding or informational vote may be called in this instance.

12. VOTING

12.1. Voting powers at the Annual General Meeting and General Meetings:

12.1.1. The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.

12.1.2. Each individual financial voting member present shall have one (1) vote.

12.2. Voting powers at the Management Committee Meetings:

12.2.1. The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.

12.2.2. Each individual Management Committee member present shall have one (1) vote.

13. FINANCE:

13.1. All funds of the Club shall be deposited into the Club's accounts at such bank or recognised financial institution as the Management Committee may determine.

13.2. All accounts due by the Club shall be paid by any means recorded by the Club after having being passed for payment at the Management Committee Meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Management Committee Meeting.

- 13.3. The Secretary shall not spend more than a set amount Petty Cash without the consent of the Management Committee, and shall keep a record of such expenditure in a Petty Cash Book.
- 13.4. A statement showing the financial position of the Club shall be tabled at each Management Committee Meeting by the Treasurer.
- 13.5. A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting.
- 13.6. The financial year of the Club shall be AGM to AGM unless audited. The accounts, books and all financial records of the Club shall be audited each year.
- 13.7. The signatories to the Club's account/s will be the Treasurer and any one (1) from the following;
- President
 - Vice President
 - Secretary
 - Operations Manager
- 13.8. All property and income of the Club will apply solely to the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.

14. COMMON SEAL

- 14.1. The common seal of the Club shall be taken to be the Shellharbour Suns logo (or its incorporation into letterhead) and may be either electronic or physical. Only the logo in full colour shall be taken to be the common seal - a black and white copy shall be taken to be a copy of the common seal.
- 14.2. The common seal of the Club shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Management Committee.

15. ALTERATIONS TO THE CONSTITUTION AND BY-LAWS:

- 15.1. No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual

General Meeting, or seven (7) days prior to a General Meeting called for such purpose.

- 15.2. The Secretary shall forward such notices of motion to each Management Committee member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.
- 15.3. Alterations to the By-laws can be made only at Management Committee Meetings provided notice of the proposed alteration/s has been duly notified to Committee Members.
- 15.4. Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or Management Committee Meeting, as the case may be. Votes at General Meetings shall also be subject to the General Meeting quorum provision in 11.2.4.
- 15.5. Within one month of the passing of a Special Resolution, the Secretary shall notify the appropriate government and governing bodies of the amendment.

16. DISSOLUTION

- 16.1. If, on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed to:
 - (a) another incorporated Club having objects similar to those of the Club; or
 - (b) for charitable or benevolent purposes, which incorporated Club or purposes, as the case requires, shall be determined by resolution of the members.

17. REPLACEMENT

This Constitution replaces and nullifies the previous Constitution of the Club.

Adopted at the Annual General Meeting of the Shellharbour City Seniors AFL Club Incorporated, 18 October 2015, and registered into the Club document library on that date.

Megan Fields
Club Secretary