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**LEICHHARDT CYGNETS JUNIOR AUSTRALIAN  
FOOTBALL CLUB INCORPORATED**

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**CONSTITUTION**

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**ASSOCIATIONS INCORPORATIONS ACT 2009 (NSW)**

**CONSTITUTION**

of

**LEICHHARDT CYGNETS JUNIOR AUSTRALIAN FOOTBALL CLUB INCORPORATED**

**1. NAME**

The name of the club is Leichhardt Cygnets Junior Australian Football Club Incorporated (“Club”).

**2. DEFINITIONS AND INTERPRETATION**

**2.1** In this Constitution unless the contrary intention appears:

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

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

“**Club**” has the meaning given in Rule 1.

“**Committee**” means the body appointed under **Rule 24**.

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

“**By-Law**” means any by-law, regulation or policy made by the Committee under **Rule 34**.

“**Constitution**” means this Constitution of the Club.

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

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

“**Members**” means anyone accepted as a member of the Club from time to time in accordance with the procedure set out at Rule 10.

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

“**Public Officer**” means the Public Officer for the time being of the Club appointed by the Committee in accordance with **Rule 26**.

“**Register**” means a register of Members kept and maintained in accordance with **Rule 11**.

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

“**Special business**” is business of which a notice of motion has been submitted in accordance with **Rule 19**.

“**Special General Meeting**” means a meeting of the Club convened in accordance with **Rule 21**.

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

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

## 2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

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

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

## OBJECTS

### 3. OBJECTS

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

- (a) to promote, cultivate and foster the game of Australian Rules Football within Leichhardt and the surrounding areas;
  - (b) to provide a safe physical playing environment;
  - (c) to provide a fun atmosphere for players, their families, volunteers and spectators;
  - (d) to help develop of a spirit of teamwork, fair play and sportsmanship;
  - (e) to encourage, advance and assist in the development of an improved standard of physical fitness for members of the community, both individually and collectively;
- and

- (f) to have regard to the public interest in its operations.

## **POWERS**

### **4. GENERAL POWERS**

- 4.1** 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.

## **PROPERTY AND INCOME**

### **5. APPLICATION OF PROPERTY AND INCOME**

- 5.1** The income and property of the Club shall be derived from such sources as the Committee determines from time to time.
- 5.2** The income and property of the Club must be applied solely towards the promotion of the Objects.
- 5.3** No portion of the income or property of the Club may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- 5.4** No remuneration or other benefit in money or money's worth may be paid or given by the Club to any Member who holds any office in the Club.
- 5.5** Nothing contained in **Rules 5.2, 5.3 or 5.4** prevents payment in good faith of or to any Member:
- (a) for any services actually rendered to the Club;
  - (b) for goods supplied to the Club in the ordinary and usual course of business;
  - (c) of interest on money borrowed from any Member;
  - (d) of rent for premises demised or let by any Member to the Club;
  - (e) for any out-of-pocket expenses incurred by the Member on behalf of the Club; or
  - (f) in provision of gifts in recognition of distinguished or special service to the Club,

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

### **6. MEMBER'S LIABILITY LIMITED**

The liability of a Member to contribute towards the payment of the debt and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the Member in respect of membership fees as required by **Rule 12**.

### **7. DISTRIBUTION OF PROPERTY ON WINDING UP**

If upon winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be paid to or distributed to an organisation or organisations having objects similar to the Objects of the Club and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club by **Rule 5** and which is also not carried on for profit and which is similarly exempt (or entitled to be exempt) from income tax. Such organisation will be determined by

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

## **8. ADDITION, ALTERATION OR AMENDMENT**

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

### **CLUB MEMBERSHIP**

## **9. MEMBERS**

### **9.1 Categories of Members**

As at the date of adoption of this Constitution, membership of the Club is divided into the following categories:

- (a) a "Junior Member", who shall be a child under 18 years of age who play Australian Rules Football in one of the Club's teams, plays Auskick with the Club or umpires matches for the Club;
- (b) an "Official Member" who shall be a coach, assistant coach, umpire, administrator or other team or Club official;
- (c) a "Family Member", who shall be a parent, guardian, carer or other member of family of a Junior Member; and
- (d) a "Life Member", who shall be a person elected to life membership under Rule 9.3,

in each case who applies for membership and is accepted under Rule 10.

### **9.2 Rights of Members**

Official Members, Family Members and Life Members may, subject to this Constitution attend, debate and vote at General Meetings. Junior Members may attend General Meetings, but do not have any right to debate and vote at General Meetings.

### **9.3 Life Members**

Each year the Committee will call for nominations from Members for persons to be considered for life membership of the Club. The Committee may elect one or more persons duly nominated who has rendered distinguished or special service to the Club as a Life Member. Life Members are not required to pay membership subscriptions for the term of their membership.

### **9.4 Creation of new categories**

The Committee may create new categories of membership from time to time with such rights, privileges and obligations as the Committee may determine, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members.

## **10. MEMBERSHIP APPLICATION**

### **10.1 Application for Membership**

An application for membership must be:

- (a) in writing on the form prescribed from time to time by the Committee (if any), from the applicant or its nominated representative and lodged with the Club; and

(b) accompanied by the appropriate fee (if any).

## 10.2 Discretion to Accept or Reject Application

The Club may accept or reject an application whether the applicant has complied with the requirements in **Rule 10.1** or not. The Club shall not be required or compelled to provide any reason for such acceptance or rejection.

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

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

## 10.3 Membership Renewal

In order to remain Members, Members must pay the annual fees prescribed by the Club from time to time (if any) in accordance with **Rule 12** to the Club.

## 11. REGISTERS

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

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

The Register shall be kept:

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

Having regard to privacy and confidentiality considerations and **Rule 40**, the Register must be open for inspection and free of charge to any Member.

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

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

The Register shall be prima facie evidence of membership.

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

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



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

## **12. SUBSCRIPTION AND FEES**

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

## **13. EFFECT OF MEMBERSHIP**

- 13.1** Members acknowledge and agree that:
- (a) the Constitution constitutes a contract between each of them and the Club and that they are bound by the Constitution and the By-laws;
  - (b) they must comply with and observe the Constitution, the By-laws, policies and any determination or resolution which may be made or passed by the Committee;
  - (c) the Constitution is made in the pursuit of a common object, namely the mutual and collective benefit of the Club, the Members and Australian Rules Football; and
  - (d) they will abide by the AFL Code of Conduct and the Rules and By-Laws, in place at any particular time, of the AFL NSW/ACT, AFL Greater Sydney Juniors and the applicable Regional Committee.

## **14. DISCONTINUANCE OF MEMBERSHIP**

### **14.1 Notice of Resignation**

Subject to this Constitution any Member which has paid all money due and payable to the Club and has no other liability (contingent or otherwise) to the Club may resign from the Club by giving notice in writing to the Club of such intention to withdraw or resign.

### **14.2 Failure to Re-Affiliate**

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

### **14.3 Member to Re-Apply**

A Member whose membership has been discontinued or has expired under **Rule 14.2** must seek renewal or re-apply for membership in accordance with these Rules.

#### **14.4 Forfeiture of Rights**

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

#### **14.5 Reinstatement of Membership**

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

#### **14.6 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.

### **15. DISCIPLINE OF MEMBERS**

**15.1** A complaint may be made to the Committee by any person that a Member of the Club has:

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

**15.2** The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

**15.3** If the Committee decides to deal with the complaint, the Committee:

- (a) must cause notice of the complaint to be served on the Member concerned;
- (b) must give the Member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint; and
- (c) must take into consideration any submissions made by the Member in connection with the complaint.

- 15.4** If the Committee decides to deal with the complaint, the Committee may work together with the Member concerned to bring the complaint to a satisfactory outcome.
- 15.5** The Committee may, by resolution, expel the Member from the Club or suspend the Member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 15.6** If the Committee expels or suspends a Member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the Member of the action taken, of the reasons given by the Committee for having taken that action and of the Member's right of appeal under **Rule 16**.
- 15.7** The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the Member is entitled to appeal against the resolution concerned; or
  - (b) if within that period the Member exercises the right of appeal, unless and until the Club confirms the resolution under **Rule 16**, whichever is the later.

## **16. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

- 16.1** A Member may appeal to the Club in general meeting against a resolution of the Committee under **Rule 15**, within 7 days after notice of the resolution is served on the Member, by lodging with the Secretary a notice to that effect.
- 16.2** The notice may, but need not, be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- 16.3** On receipt of a notice from a Member under this **Rule 16**, the Secretary must notify the Committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
- 16.4** At a general meeting of the Club convened under **Rule 16.3**:
- (a) no business other than the question of the appeal is to be transacted; and
  - (b) the Committee and the Member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (c) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 16.5** The appeal is to be determined by a simple majority of votes cast by Members of the Club.

## **MEETINGS OF MEMBERS**

### **17. GENERAL MEETINGS**

- 17.1** An Annual General Meeting of the Club must be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Committee.
- 17.2** All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

**17.3** The Club may hold a General Meeting at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

## **18. NOTICE OF GENERAL MEETING**

### **18.1 Notice of General Meetings**

- (a) Notice of every General Meeting must be given to Members in accordance with **Rule 41** at the address appearing in the Register. No other person is entitled as of right to receive notices of General Meetings.
- (b) Subject to the provisions of the Act regarding agreements for shorter notice periods, not less than twenty-one days' written notice (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) must be given of any General Meeting. The notice must:
  - (i) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
  - (ii) state the general nature of the meeting's business; and
  - (iii) state if a Special Resolution is to be proposed at the meeting, set out an intention to propose the Special Resolution and state the resolution; and
  - (iv) include forms of authority in blank for proxy votes.

### **18.2 Entitlement to Attend General Meetings**

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

## **19. BUSINESS**

### **19.1 Business of General Meetings**

- (a) The business to be transacted at the Annual General Meeting includes the consideration of accounts, report of the Committee (including in relation to the activities of the Club during the last preceding Financial Year) and the election of Committee members and to receive and consider any financial statement of report submitted to Members under the Act.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in **Rule 19.1(a)** shall be Special Business.

### **19.2 Business Transacted**

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

## **20. NOTICES OF MOTION**

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

## **21. SPECIAL GENERAL MEETINGS**

### **21.1 Special General Meetings May be Held**

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

### **21.2 Requisition of Special General Meetings**

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

## **22. PROCEEDINGS AT GENERAL MEETINGS**

### **22.1 Quorum**

No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be a minimum of five (5) Members.

### **22.2 President to Preside**

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

### **22.3 Adjournment of Meeting**

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting must be adjourned to such other day and at such other time and place as the Chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (b) The Chair may, with the consent of any General Meeting at which a quorum is present, and must, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business must be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.
- (d) Except as provided in **Rule 22.3(c)** it is not necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

## **22.4 Voting Procedure**

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

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

## **22.5 Recording of Determinations**

Unless a poll is demanded under **Rule 22.4**, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club will be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

## **22.6 Where Poll is Demanded**

If a poll is duly demanded under **Rule 22.4** it must be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll will be the resolution of the meeting at which the poll was demanded.

## **22.7 Resolutions at General Meetings**

Except where a Special Resolution is required, all questions at General Meetings must be determined by the majority of votes (as set out in **Rule 23**).

## **22.8 Minutes**

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

## **23. VOTING AT GENERAL MEETINGS**

**23.1** Subject to this Constitution each Member (other than Junior Members) is entitled to 1 vote at General Meetings.

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

### **23.3 Disallowance of Vote**

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

- (a) may only be made at the meeting; and
- (b) must be determined by the Chair whose decision is final.

Every vote not so disallowed is valid for all purposes.

### **23.4 Proxy Voting**

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

### **23.5 Written Resolutions**

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

### **23.6 Separate Documents**

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

## **THE COMMITTEE**

### **24. POWERS AND COMPOSITION OF THE COMMITTEE**

#### **24.1 Powers of the Committee**

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

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

#### **24.2 Composition of the Committee**

Unless otherwise determined by the Club in a General Meeting the Committee will comprise not less than five (5) but no more than nine (9) people, which shall include the following roles:

- (a) President;
- (b) Vice President;
- (c) Treasurer;
- (d) Secretary;
- (e) Auskick Co-ordinator;
- (f) Registrar, and

such other roles and portfolios as determined by the Committee from time to time in accordance with the needs of the Club.

A Committee member may hold up to 2 offices (other than both the President and Vice-President offices).

### **24.3 Qualifications for members of the Committee**

Committee members must also be Members.

### **24.4 President**

The President must undertake the following roles and responsibilities:

- (a) act as the public representative and spokesperson of the Club at all times;
- (b) chair all meetings for the Committee and Members and, if unavailable, for any reason, appoint a person from the Committee to chair any meeting where he or she will be absent (unless unable to do so);
- (c) review and sign all minutes of all meetings of the Club from time to time; and
- (d) engage with the Vice President so that the Vice President could act as President as required.

### **24.5 Secretary**

The Secretary shall carry out his or her duties under the direction of the Committee and keep a true record of all minutes of all meetings, attend to correspondence, issue notices for meetings, keep record and carry out such duties as the Committee directs.

### **24.6 Treasurer**

- (a) The Treasurer shall receive all monies payable to the Club and issue receipts for same. All monies so received shall be paid into the bank account of the Club.
- (b) The Treasurer shall present at each Committee meeting a balance of the finances of the Club and shall keep proper books of account of all monies received and disbursed and generally perform all such duties as directed by the Committee.

## **25. ELECTION OF COMMITTEE MEMBERS**

- (a) The Secretary must call for nominations for Committee positions at least twenty-one (21) days before the date of the Annual General Meeting. All Members must be notified of the call for nominations.
- (b) Nominations for Committee positions must be:
  - (i) in writing;
  - (ii) endorsed by two Members confirming that the nominee is a Member; and
  - (iii) certified by the nominee (who must be a Member) expressing his or her willingness to accept the position for which he or she is nominated.
- (c) Nominations must be received by the Secretary at least seven (7) days prior to the Annual General Meeting.
- (d) If the number of nominations received for the Committee positions 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 must only be elected if they are elected by the Members by secret ballot in such usual and proper manner as the Chair directs. If the nominees are not elected or if there are vacancies to be filled, further nominations shall be called for at the Annual General Meeting from the floor.



- (e) If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be taken in such usual and proper manner as the Chair directs.
- (f) The voting shall be conducted by exhaustive ballot, in such usual and proper manner as the Committee may direct.

## **26. APPOINTMENT OF PUBLIC OFFICER**

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

## **27. APPOINTMENT OF COMMITTEE MEMBERS**

In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a Member of the Club to fill the vacancy and the Member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

## **28. TERMS OF OFFICE**

**28.1** Subject to Rule 28.2, Committee members shall hold office until the second Annual General Meeting following date of their appointment.

**28.2** In respect of the inaugural Committee members of the Club, the Committee may stagger their terms of office, by By-Laws or otherwise by a decision of the Committee, so that the terms of office of all inaugural Committee members do not expire at the same time.

**28.3** Subject to Rule 28.4, all Committee members shall, upon the expiration of their respective terms of office, be eligible for re-election.

**28.4** No person who has served as a Committee member for at least six (6) consecutive years shall be eligible for re-election as a Committee member.

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

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

## **29. VACATION OF OFFICE OF COMMITTEE MEMBERS**

### **29.1 Vacation of office**

The office of a Committee member is automatically vacated if the Committee member:

- (a) ceases to be a Member of the Club;
- (b) becomes bankrupt; or
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (d) resigns office by written notice to the Club at its registered office; or

- (e) becomes prohibited from being a director of a company under Part 2D.6 (disqualification from managing corporations) of the Corporations Act 2001 (Cth); or
- (f) accepts remuneration, payment or other benefits from the Club other than in accordance with this Constitution; or
- (g) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of the interest in the manner required by this Constitution;
- (h) is absent without the consent of the Committee from 3 consecutive meetings of the Committee;
- (i) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months;
- (j) is removed from office by Special Resolution under **Rule 29.2**; or
- (k) dies.

## **29.2 Removal of a Committee member**

- (a) The Members in a General Meeting may remove any Committee member, before the expiration of their term of office, in accordance with the provisions of the Act. If a Committee member is removed in accordance with this Rule the office of the Committee member becomes vacant and shall be filled in accordance with **Rule 30**.
- (b) Where the Committee member to whom a proposed resolution referred to in **Rule 29.2(a)** makes representations in writing to the Secretary and requests that such representations be notified to the Members, the Secretary may send a copy of the representations to each Member or, if they are not so sent, the Committee member may require that they be read out at the meeting, and the representations shall be so read.

## **30. CASUAL VACANCIES**

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

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

## **31. MEETINGS OF THE COMMITTEE**

### **31.1 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) and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. The Secretary shall, on the requisition of two (2) Committee members, convene a meeting of the Committee within a reasonable time.

### **31.2 Notice of Committee Meetings**

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

### **31.3 Chair of Committee Meetings**

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

### **31.4 Decisions of the Committee**

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

### **31.5 Resolutions not in Meeting**

- (a) A resolution in writing, signed or assented to by facsimile, electronic mail or other form of visible or other electronic communication by all the Committee members 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 (1) or more of the Committee members.
- (b) Without limiting the power of the Committee to regulate their meetings as they think fit, a meeting of the Committee may be held where one (1) 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 and such notice specifies that Committee members are not required to be present in person;
  - (iii) in the event that a failure in communications prevents **Rule 31.6** from being satisfied by that 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 **Rule 31.6** is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated;
  - (iv) any meeting held where one (1) or more of the Committee members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Committee member is there present and if no Committee member is there present the meeting shall be deemed to be held at the place where the Chair is located.

### **31.6 Quorum**

At meetings of the Committee the number of Committee members whose presence (or participation) is required to constitute a quorum is the majority of the Committee members but, where casual vacancies exist, shall be a minimum of five (5) Committee members.

### **31.7 Validity of Committee Decisions**

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

### **31.8 Minutes**

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

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

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

## **32. CONFLICTS OF INTEREST**

### **32.1 Committee members' Interests**

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

### **32.2 Conflict of Interest**

A Committee member shall declare his interest in any:

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

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Committee, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Committee member votes, 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, or if this is not possible, the matter shall be adjourned or deferred.

### **32.3 Disclosure of Interests**

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

must be made at the first meeting of the Committee held after the Committee member becomes so interested.

#### **32.4 General Disclosure**

A general notice that a Committee member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **Rule 32.3** as regards such Committee member and the said transactions. After such general notice it is not necessary for such Committee member to give a special notice relating to any particular transaction with that firm or company.

#### **32.5 Recording Disclosures**

It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a Committee member in accordance with **Rule 32.3 and 32.4**.

### **DELEGATED BODIES**

#### **33. COMMITTEES & DELEGATES**

##### **33.1 Committee may Delegate Functions to sub-committees**

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

##### **33.2 Procedure of sub-Committee**

- (a) The procedures for any sub-committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under **Rule 31**. The quorum shall be determined by the sub-committee, but shall be no less than the majority of the total number of sub-committee members.
- (b) Within twenty-one (21) days of any meeting of any sub-committee, the sub-committee shall send a copy of the minutes and any supporting documents to the Secretary.

##### **33.3 Delegation may be Conditional**

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

##### **33.4 Revocation of Delegation**

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

### **BY-LAWS**

#### **34. BY-LAWS**

##### **34.1 Committee to Formulate By-laws**

The Committee may from time to time as circumstances dictate, formulate, interpret, adopt, make, alter and amend the By-laws for the proper advancement, management and administration of the Club, the advancement of the Objects and Australian Rules Football as

it thinks necessary or desirable. The By-laws must (as far as practicable) be consistent with this Constitution and all policy directives of the Club. The By-laws are binding on all Members.

#### **34.2 Notices Binding**

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

### **MISCELLANEOUS**

#### **35. EXECUTION WITHOUT COMMON SEAL**

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

#### **36. COMMITTEE MEMBERS' INTERESTS**

A Committee member may NOT sign a document where the Committee member is interested in the contract or arrangement to which the document relates.

#### **37. NEGOTIABLE INSTRUMENTS**

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

#### **38. ACCOUNTS**

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

#### **39. ACCOUNTING RECORDS**

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

#### **40. ACCESS TO RECORDS**

The Committee will from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Club or any of them will be open to the inspection of Members not being Committee members. No Member (other than Committee members) has any right of inspecting any accounting or other records of the Club except as conferred by statute or authorised by the Committee or by a resolution passed at a General Meeting.

#### **41. GIVING OF NOTICES**

##### **41.1** The Club may give notice to any Committee member and/or Member:

- (a) personally; or
- (b) by sending it by post to the address of the Committee member as notified to the Committee or the address of the Member in the Register or the alternative address (if any) nominated by the Committee member or Member; or

- (c) by sending it to the facsimile number or electronic address (if any) nominated by the Committee member or the Member.

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

## **42. ENTITLEMENT TO NOTICES**

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

- (a) Committee members; and
- (b) Members.

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

## **43. INDEMNITY**

**43.1** To the extent permitted by law, the Club shall indemnify its Committee members and Official Members out of the assets of the Club for any liability (including legal costs) incurred by a Committee member or Official Member:

- (a) in or arising out of the conduct of the business of the Club, or in or arising out of the discharge of the duties of the Committee member or Official Member, as the case may be; and
- (b) to a person, other than the Club or a related body corporate of the Club, unless the liability arises out of conduct on the part of the Committee member or Official Member which involves a lack of good faith or a liability for a pecuniary penalty or compensation order under s1317G or s 1317H of the Corporations Act 2001 (Cth).

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

## **44. GRIEVANCE PROCEDURE**

**44.1** 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.

**44.2** If there is a dispute that is not resolved through good faith negotiations in accordance with this section within fourteen (14) days after notice of the dispute is given by one party to the other, then the parties must, within ten (10) days, refer the dispute for resolution to an independent tribunal established by the AFL NSW/ACT to hear and adjudicate on the dispute in accordance with the procedures determined by the AFL NSW/ACT from time to time.

**44.3** The Committee may prescribe additional grievance procedures consistent with this **Rule 44**.

**44.4** **Interlocutory relief**

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