



Constitution

of the

Surfers Paradise Australian Football Club

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INTERPRETATION

1. Definitions

In these Rules unless there be something in the subject or context inconsistent therewith:

“Board” means the Board of Management Committee as set out in Clause 51;

“Club” means **“The Surfers Paradise Australian Football Club ABN 30 491 592 303 Incorporation Number 1A11620”**;

“Club’s Premises” means the Surfers Paradise Australian Rules Football Club, Ashmore Road, Benowa in the State of Queensland;

“Entitled Member” means any Member entitled to vote at a meeting of the Club and includes any Ordinary Member, Player Member and any Life Member who is over the age of 18 years. It does not include temporary or honorary members. **“Entitled Members”** has a corresponding meaning;

“Executive” means any or all of the offices of President, Vice President, Treasurer and Secretary;

“Foundation Life Membership Fee” means the fee amount as may be determined by the Committee from time to time;

“Law” means the **“The Associations and Corporations Act (QLD) (as amended)”**;

“Member” means any member of the Club and **“Membership”** has a corresponding meaning;

“Membership Fee” means the amount as may be determined by the Committee from time to time;

“Player Member” means all Australian Rules football players in the Old Boys, Junior, Senior Mens and Senior Womens teams and all other players who are registered with the club as players;

“Primary Objects” means those objects of the Club as set out in **Rule 3** of the Constitution of the Club;

“Register” means the Register of Members established pursuant to **Rule 21**;

“Registered Office” means the registered office of the Club as notified to the Australian Securities Commission from time to time;

“Seal” means the common seal of the Club;

“Secretary” means any person appointed to perform the duties of the Secretary of the Club and includes an Honorary Secretary;

“State” means the State of Queensland;

“Visitor Book” means the book established by the Secretary pursuant to **Rule 24**.

The expressions referring to **“in 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.

Reference to a **“Rule”** is a reference to that corresponding Rule in the Constitution.

NAME OF THE CLUB

2. Name of Association

The name of the incorporated association shall be **SURFERS PARADISE AUSTRALIAN FOOTBALL CLUB** (in these Rules called “the Club”).

OBJECTS OF THE CLUB

3. Objects of the Club

The Primary Objects for which the Club is established are:

- (a) To promote, foster participation and support Australian Rules Football and related sports to both young and senior members of the local community;

- (b) To promote and advance the playing of Australian Rules Football in Australia and internationally in general;
- (c) To maintain, provide for, support and manage teams of footballers bearing the name of Surfers Paradise Australian Football Club to be based in Benowa, Queensland and to compete in the Gold Coast, South East Queensland and Queensland, Australian Football Leagues or such other body for the time being having the approval of the Australian National Football Council (or its successor) with other Members of that competition and if considered necessary and desirable by the Board of Management (the Board) committee of the Club, to compete in any other sporting competition played in any part of Australia or the world; and
- (d) To encourage, promote participation from the local community in any athletic games or sports;

And solely for the purpose of carrying out the aforesaid Primary Objects and not otherwise and subject to the Constitution of the Club the Objects of the club will include:

- (e) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection with those competitions;

PROVIDED that no member of the Club must receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Club.

- (f) To subscribe to, become a member of and co-operate with or amalgamate with any other association or organisation, whether incorporated or not, whose objects are similar to those of the Club:

PROVIDED that the Club must not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of Clause 3 of this memorandum.

- (g) To buy, sell and deal in all kinds of apparatus, merchandise and provision, liquid and solid, required by the members of the Club or persons frequenting the Club premises.
- (h) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights of privileges, which may be requisite for the

purposes of, or capable of being conveniently used in connection with, any of the objects of the Club:

PROVIDED that in case the Club takes or holds any property which may be subject to any trusts, the Club must only deal with that property in such manner as is allowed by law having regard to such trusts.

- (i) To enter into any arrangements with any Government or authority, federal, state, municipal, local or otherwise, that would be beneficial to the Club's objects or any of them and to obtain from any such government or authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (j) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (k) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (l) To invest and deal with the money of the Club not immediately required in such manner as the Board thinks fit providing that it is to the benefit of the Club and is secured in the Club's interest.
- (m) To borrow or raise or secure the payment of money in such manner as the Club may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off such securities.
- (n) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

- (o) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Club.
- (p) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club or any money due to the Club from purchasers and others.
- (q) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the proviso in paragraph (f) of this Clause 2.
- (r) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- (s) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (t) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Club is authorised to amalgamate.
- (u) To transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the companies, institutions, societies or association with which the Club is authorised to amalgamate.
- (v) To make donations for patriotic or charitable purposes.
- (w) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

MEMBERSHIP

4. Classes of Membership

The membership of the Club will consist of Ordinary Members and any of the following classes of members:

- (a) Honorary Members;
- (b) Life Members;
- (c) Player Members;
- (d) Foundation Life Members; and
- (e) Social Members.

5. Number of Members

The number of Members will be unlimited.

6. Admission to Membership

Such persons as the Committee admits to membership in accordance with these Rules will be Members of the Club.

7. Ordinary Membership

The following conditions will apply to a person applying to be an Ordinary Member of the Club:

- (a) Any person who, in the sole opinion of the Board, has a desire to promote the Primary Objects of the Club will be eligible to be an Ordinary Member of the Club.
- (b) Upon application for Ordinary membership, the applicant will agree to pay promptly all contributions, to be represented when possible at all meetings, to co-operate with the Club in all matters of general interest to the Club and agrees to be bound by the Rules of the Constitution of the Club in force at the time.
- (c) The application form must be accompanied by payment of the current year's Membership Fee.
- (d) An Ordinary Member is entitled to vote at any general meeting of the Club, unless they are under the age of 18 years.
- (e) An Ordinary Member will have such other rights and obligations as determined by the Committee from time to time.
- (f) The rights and privileges of Ordinary membership are not transferable and no Ordinary Member is competent to exercise any of the rights

and privileges unless all moneys due by him to the Club have been paid.

8. Honorary Membership

Persons possessing the following qualifications will be eligible to be an Honorary Member of the Club:

- (a) Past and present officials and players of any sporting association which is competing against the Surfers Paradise Australian Rules Football Club in Australian Rules Football on a particular day will be eligible for election as Honorary Members of the Club for that day.
- (b) Officials and players of any sporting organisation located outside the State of Queensland will be eligible for election as an Honorary Member for a period of not more than one month.
- (c) Officials of the Queensland Australian Football League, the Brisbane Australian Football League and other similar affiliated bodies.
- (d) Sponsors of the Club accepted by the Board with no more than one membership per sponsor.

Honorary Members are subject to the following rights and restrictions:

- (e) Honorary Members are not entitled to vote at any general meeting of the Club.
- (f) Honorary Members are not entitled to take part in any discussion of the business of the Club at any Annual General Meeting of the Club unless that Honorary Member has received the permission of the Chairman of that meeting.
- (g) Honorary members are not entitled to take part in any discussion of the business of the Club at any meeting (other than the Annual General Meeting) of the Club.
- (h) Honorary Members will in all respects be bound and must abide by the Rules of the Constitution of the Club in force at the time; and
- (i) Honorary Members are exempted from paying to the Club any annual membership fee whatsoever for the term of that Honorary Membership;
- (j) The rights and privileges of Honorary membership are not transferable.

- (k) Membership is for one year only and can be renewed by the Board annually.

9. Life Membership

The Club at each annual general meeting may appoint not more than one person nominated by the Board as a Life Member who, in the sole opinion of the Board, has rendered distinguished service to the Surfers Paradise Australian Rules Football Club for a continuous period of not less than five years. The following rights and privileges are granted to Life Members:

- (a) Life Members are entitled to all the rights and privileges that are granted to Ordinary Members under the Rules of the Constitution of the Club from time to time.
- (b) Life Members are exempted from paying to the Club any annual membership fee whatsoever for the term of that Life Membership.
- (c) Life Members are Board to all official functions of the Club and admitted to those functions free of any charge or admission fee.

10. Player Membership

All Australian Rules Football players who are registered with the Club as players automatically become Ordinary members of the Club on signing the prescribed registration form provided that the Membership Fee is paid by no later than the commencement of the playing season for that year or as the Board determine from time to time.

11. Foundation Life Membership

Any person who, in the sole opinion of the Board, has a desire to promote the Primary Objects of the Club will be eligible to be a Foundation Life Member of the Club on paying the Foundation Life Membership Fee.

The following rights and privileges are granted to Foundation Life Members:

- (b) Foundation Life Members are entitled to all the rights and privileges that are granted to Ordinary Members under the Rules of the Constitution of the Club from time to time.
- (c) Foundation Life Members are exempted from paying to the Club any annual membership fee whatsoever for the term of that Foundation Life Membership.

12. Social Members

A Social Member will submit an application for membership to the Board accompanied with an annual fee payment as determined by the Board from time to time but not less than the expense of membership registration, card issue and communication.

Social Members are subject to the following rights and restrictions:

- (a) Social Members are not entitled to vote at any general meeting of the Club.
- (b) Social Members are not entitled to take part in any discussion of the business of the Club at any Annual General Meeting of the Club unless that Social Member has received the permission of the Chairman of that meeting.
- (c) Social members are not entitled to take part in any discussion of the business of the Club at any meeting (other than the Annual General Meeting) of the Club.
- (d) Social Members will in all respects be bound and must abide by the Rules of the Constitution of the Club in force at the time; and
- (e) Social Members are exempted from paying to the Club any annual membership fee whatsoever for the term of that Social Membership;
- (f) The rights and privileges of Social Membership are not transferable.
- (g) Membership is for one year only and can be renewed by the Board annually.

VISITORS

13. Introduction of Visitors

Every Member will be entitled to introduce visitors to the Club's Premises and every visitor will be considered a guest of and be accompanied by the member introducing them. The visitor's name and residential address must be entered in the Visitor Book.

14. Member Responsible for Visitor

A Member introducing a visitor will be responsible for the good conduct and dress of the visitor and a Member may have his or her Membership terminated at the discretion of the Board for introducing a visitor who has behaved contrary to the intent and meaning of this **Rule 14**.

15. Member Must Accompany Visitor

Visitors must be accompanied by the Member introducing them at all times whilst they are in the Club's Premises.

All visitors shall abide by the rules of the Club whilst within the Club premises.

16. Exclusion of Certain Persons as Visitors

- (a) No person;
 - (i) who has failed in election to or forfeited membership of the Club; or
 - (ii) who has been convicted of any offence of such a nature as in the opinion of the Board renders him unsuitable as a visitor to the Club's Premises; or
 - (iii) whose conduct or presence in the Club's Premises is considered by the Board objectionable or prejudicial to the interest of the Club; will be permitted to enter the Club's Premises.

ADMISSION OF MEMBERS

17. Member Must Be Proposed and Seconded

Every applicant for membership of the Club (other than the subscribers to the Memorandum of Association) must be proposed by one and seconded by another Entitled Member to both of whom the applicant must be personally known. The application for membership must be made in writing, signed by the applicant and his proposer and seconder and must be in such a form as the Board from time to time prescribes.

18. Board to Consider Application for Membership

At the next meeting of the Board after the receipt of any application for membership, the application must be considered by the Board, who must determine upon the admission or rejection of the application.

19. Acceptance of Member

Any applicant who receives a majority of the votes of the members of the Board present at the meeting at which such application is being considered must be accepted as a Member to the class of membership applied for.

20. Notice of Acceptance or Rejection

Upon the acceptance or rejection of an application for any class of membership, the Secretary must promptly send to the applicant written notice of such acceptance or rejection.

REGISTER OF MEMBERS AND VISITORS

21. Secretary to Keep Register of Members

A Register of Members must be kept by the Secretary in which must be entered the names and residential addresses of all Members and the dates of their admission as Members.

22. Certain Particulars of Membership to be Entered

Particulars must also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Board require from time to time.

23. Register Must Be Open For Inspection

The Register must be open for inspection at all reasonable times by any Member who previously applied to the Secretary for such inspection.

24. Secretary to Maintain Visitor Book

A Visitor Book must be kept and maintained by the Secretary in which must be entered the names and residential addresses of all visitors introduced to the Club's Premises pursuant to **Rule 13**.

CESSATION OF MEMBERSHIP

25. Resignation of Member

A Member may at any time by giving notice in writing to the Secretary resign his membership of the Club and such resignation will take effect at the time the notice of resignation is received by the Secretary unless a later date is specified in the notice in which case the resignation will take effect on that later date. However the Member resigning will continue to be liable for any moneys owing by him to the Club and in addition for any sum for which he is liable as a Member of the Club pursuant to the Constitution of the Club.

26. Membership may be Terminated if a Member:

- (a) is convicted of an indictable offence; or
- (b) fails to comply with any of the provisions of these Rules; or
- (c) has Membership Fees in arrears for a period of two months or more;

or

(d) in the sole opinion of the Board is guilty of conduct which in the opinion of the Board is unbecoming of a Member or injurious or prejudicial to the interests of the Club,

then the Board must consider whether to pass resolutions to:

- (f) terminate the Member's membership;
- (g) censure the Member;
- (h) fine the Member; or
- (i) suspend the membership of the Member for any period of time that the Board thinks fit.

27. Formalities for Terminating Membership

The formalities that must be followed at a meeting of the Board pursuant to **Rule 26** are as follows:

- (a) At least one week before the meeting of the Board at which such a resolution is passed the Member must be given notice of such meeting and of what is alleged against him.
- (b) The Member must at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence that that Member may think fit.

28. Reapplying for Membership

Any Member who resigns or for any reason ceases to be a Member of the Club must, in order to regain membership, follow the procedure required for those originally seeking membership set out in Rule 17 and must pay any indebtedness owing to the Club at the time of making that application to regain membership.

GENERAL MEETINGS

29. Annual General Meeting Must Be Held

An annual general meeting of the Club must be held. All general meetings, other than the annual general meetings, will be called extraordinary general meetings. *All general meetings will require a quorum in attendance in accordance with Rule 35, 36, 37 and 38.*

30. Timing and Notice of Annual General Meeting

The annual general meeting of the Club must be held within four (4) months after the close of the financial year and notice of that annual general meeting must be given to all Entitled Members in the manner specified in Rule 91 no later than 21 days prior to the date fixed for that general meeting.

31. Business at Annual General Meeting

The business to be transacted at every annual general meeting of the Club must include:

- (a) the receiving of the Board's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Club for the preceding financial year;
- (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
- (c) the appointment of an auditor; and
- (d) consideration of the nomination and admission of one Life Member.

32. Secretary to Convene Extraordinary General Meeting

- (a) The Secretary must convene an extraordinary general meeting:
 - (i) when directed to do so by the President; or

- (ii) when directed to do so by a majority of the members of the Board; or
 - (iii) on a requisition in writing (which need not be in one document) signed by not less than;
 - 1. 200 Entitled Members; or
 - 2. an Entitled Member who is entitled, or Entitled Members who are together entitled, to at least 5% of the total voting rights of all of the Entitled Members having (at the date of the receipt by the Secretary of the requisition) a right to vote at general meetings, provided that the requisition clearly states the business to be considered at the requested extraordinary annual general meeting.
- (b) The date of an extraordinary general meeting convened pursuant to this **Rule 32** must be within twenty one (21) days of the receipt by the Secretary of the direction or requisition (whichever is applicable) failing which the requisitioning Member or Members may convene the extraordinary general meeting.

33. Notice for General Meetings

Fourteen days notice at the least (exclusive of the day on which the notice is served or deemed to be served, and exclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business must be given to all Members in the manner specified in **Rule 91** who, pursuant to these Rules, are entitled to receive such notices from the Club.

34. Special Business

For the purpose of Rule 33 all business will be special that is transacted at any:

- (a) extraordinary general meeting; and
- (b) annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the report of the Board and auditor, the election of officers and other members of the Board in

the place of those retiring, and the appointment of the auditor, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

35. Quorum to be Present

No business must be transacted at any general meeting unless a quorum of Entitled Members is present at the time when the general meeting proceeds to business.

36. Quorum

Subject to these Rules, twenty-five (25) Ordinary Members present in person shall be a quorum. For the purpose of **Rules 35, 36 & 38** but subject to **Rule 44** "Entitled Member" includes a person attending as a proxy representing an Entitled Member.

37. Adjournment for Lack of Quorum

If within half an hour from the time appointed for the general meeting a quorum is not present, the general meeting, if convened upon the requisition of Members pursuant to Rule 32, will lapse; in any other case the general meeting will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.

38. Adjourned Meeting to Lapse

If a general meeting has been adjourned pursuant to **Rule 37** and at that adjourned general meeting a quorum is not present within half an hour from the time appointed for the adjourned general meeting, the Entitled Members present (*not being less than equal to the number of members on the Board of Management Committee plus one*) will constitute a quorum; in any other case the adjourned general meeting will lapse.

39. Chairman of Meetings

The President will preside as chairman at every general meeting of the Club, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the general meeting or is unwilling to act and the Vice President or the Secretary are not willing to act as chairman, the

Entitled Members present must elect one of their number to be the chairman of that general meeting.

40. Chairman may Adjourn Meeting

- (a) The chairman may, with the consent of any general meeting at which a quorum is present (and must if so directed by the general meeting), adjourn the general meeting from time to time and from place to place, but no business must be transacted at any adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place.
- (b) When a general meeting is adjourned for thirty days or more, notice of the adjourned general meeting must be given as in the case of an original general meeting.
- (c) Subject to Rule 40(b), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned general meeting.

41. Resolution Decided on Show of Hands

- (a) At any general meeting a resolution put to the vote of the general meeting will 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:
 - (i) by the chairman; or
 - (ii) by at least three Entitled Members present in person.
- (c) Unless a poll is demanded, a declaration by the chairman that a resolution has on 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 or proportion of the votes recorded in favour of or against the resolution.
- (d) The demand for a poll may be withdrawn.

42. Demand for Poll

- (a) If a poll is duly demanded pursuant to **Rule 41** it must be taken in such a manner and either;
 - (i) at once; or

- (ii) after an interval or adjournment or otherwise, as the chairman directs.
- (e) The result of the poll will be the resolution of the general meeting at which the poll was demanded.
- (c) A poll demanded on the election of a chairman or on a question of adjournment must be taken forthwith.

43. Chairman to Have Casting Vote

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the general meeting at which the show of hands takes place or at which the poll is demanded will be entitled to a second or casting vote.

44. Proxy must be Member

Where a Rule provides that an Entitled Member may appoint a proxy, attorney or representative then that proxy will only be valid if the person appointed the proxy is also a Member of the Club.

45. Voting by Proxy or Attorney

An Entitled Member may vote in person or by proxy, attorney or representative but the following provisions will apply in respect of the ability of that proxy, attorney or representative to vote at any general meeting:

- (a) On a show of hands only an Entitled Member actually present in person will have one vote.
- (b) On a poll every Entitled Member present in person or by proxy, attorney or representative will have one vote.

46. Member of Unsound Mind

An Entitled Member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his trustee or by such other person as properly has the management of his estate, and any such trustee or other person may vote by proxy or attorney.

47. Instrument Appointing Proxy

The instrument appointing a proxy or representative must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy or representative

will be deemed to confer authority to demand or join in demanding a poll. An Entitled Member will be entitled to instruct his proxy or representative in favour of or against any proposed resolutions. Unless otherwise instructed the proxy or representative may vote as that proxy or representative thinks fit.

48. Form of Proxy

The instrument appointing a proxy or representative may be in the following form or in a common or usual form.

SURFERS PARADISE AUSTRALIAN FOOTBALL CLUB

I Of

Being an Entitled Member of Surfers Paradise Australian Football Club hereby appoint of or failing him of as my proxy/representative to vote for me on my behalf at the (annual/extraordinary) general meeting of the Club, to be held on 20..... and at any adjournment thereof. My proxy/representative is hereby authorised to vote +in favour of/+ against the following resolutions.

Signed this day of20.....

NOTE: In the event of the Member desiring to vote for or against any resolution he shall instruct his proxy/representative accordingly. Unless otherwise instructed, the proxy/representative may vote as he thinks fit.

+ Delete whichever is not desired.

49. Proxy to be Deposited with Secretary

The instrument appointing a proxy or representative and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument will be treated as invalid.

50. Vote of Proxy Valid

A vote given in accordance with the terms of an instrument of proxy or attorney will be valid despite the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed if no intimation in writing of such death, unsoundness of mind or revocation has been received by the Secretary before the

commencement of the meeting or adjourned meeting at which the instrument is used.

MEMBERSHIP OF THE BOARD OF MANAGEMENT

51. Constitution of Board of Management Committee

The Board of Management Committee (the Board) will consist of a Board Executive being President, Vice President, Secretary and Treasurer and such number of other members as the members of the Club at any general meeting may from time to time elect or appoint but limited to a maximum of ten (10).

52. First Annual General Meeting

At the first annual general meeting of the Club all members of the Board will retire from office but at all times will be eligible for re-election in the manner prescribed by these Rules.

53. Retirement of Members of Board Executive

At every annual general meeting of the Club, two members of the Board Executive must retire from office in the following manner:

- (a) The two members of the Board Executive to retire at the annual general meeting are those two members who have been longest in office.
- (b) As between two or more members of the Board Executive who have been in office an equal length of time, the members of the Executive to retire will be the non retiring members of the Board Executive.
- (c) The length of time a member of the Board Executive has been in office will be computed from that member's last election or appointment by a general meeting where that member has previously vacated office.
- (d) The Club may, at the meeting at which a member of the Board Executive so retires from office, by resolution fill the vacated office by electing a person to that office in accordance with **Rule 54**.
- (e) At all times the retiring members of the Board Executive are eligible for re-election.

54. Election of Members of Board

The election of the members of the Board must take place in the following manner:

- (a) Any two Entitled Members will be at liberty to nominate any other Entitled Member to serve as a member of the Board.
- (b) The nomination, which must be in writing and signed by the nominated Entitled Member and his proposer and seconder must be lodged with the Secretary at least fourteen (14) days before the annual general meeting at which the election is to take place.
- (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names must be posted in a conspicuous place in the Registered Office and the Club's Premises for at least seven days immediately preceding the annual general meeting at which the election is to take place.
- (d) Should at the commencement of the annual general meeting at which the election is to take place, there be an insufficient number of candidates nominated, nominations may be taken from the floor of that annual general meeting.
- (e) In the event that there are still an insufficient number of candidates nominated, the Board may fill the remaining positions.
- (f) Voting for the election of members of the Board may be by show of hands or by secret ballot if requested by half of the members at the annual general meeting.
- (g) Only Entitled Members are entitled to vote.
- (h) The result of the election as declared by the chairman will be deemed to be the resolution of the annual general meeting at which that election was held.
- (i) A copy of the resolution must be prominently displayed at the Club's Premises and registered office.

55. Board to Fill Casual Board Vacancy

The Board will have power at any time, and from time to time to appoint any Entitled Member to the Board, either to fill a casual vacancy or as an addition to the existing members of the Board but so that the total number of members of the Board must not at any time exceed the maximum number fixed in accordance with these Rules. Any Entitled Member appointed pursuant to this **Rule 55** will hold office only until the next following annual general meeting.

56. Club May Remove Member of Board

The Club in general meeting may by ordinary resolution of which special notice has been given remove any member of the Board before the expiration of his period of office, and may by an ordinary resolution appoint another Entitled Member in his stead and that Entitled Member so appointed will hold office only until the next following annual general meeting.

57. Office of Member of Board to become Vacant

The office of a member of the Board will become vacant if the member:

- (a) becomes bankrupt or makes any arrangement or composition with the member's creditors generally;
- (b) ceases to be a member of the Board by operation of Section 228 of the Law;
- (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;
- (d) resigns from office by notice in writing to the Club;
- (e) for more than three months is absent without permission of the Board from meetings of the Board held during that period;
- (f) ceases to be an Entitled Member of the Club,

provided always that nothing in this paragraph will affect the operation of Clause 3 of the Memorandum of Association of the Club.

POWERS AND DUTIES OF THE BOARD OF MANAGEMENT

58. Board to Manage Business of Club

The business of the Club must be managed by the Board which will:

- (a) pay or organise for payment of all expenses incurred in promoting and registering the Club; and
- (b) have the general control and management of the administration of the affairs, property and funds of the Club and the Club's Premises; and
- (c) have the authority to interpret the meaning of these Rules in force from time to time and any matter relating to the Club on which these Rules are silent.
- (d) have the authority to determine the policy of the Club in regard to the business of the club and operations of the Club
- (e) have the authority to set Rules of the Club, which will be binding on the membership in accordance with the policies of the Club adopted by the Board

59. Board May Borrow

The Board may exercise all the powers of the Club to borrow money and to mortgage or charge its property, in whole or in part, and to issue debentures and other securities whether outright or as a security for any debt, liability, or obligation of the Club.

60. Members May Lend Money to Club

For the purpose of Clause 3 of the Memorandum of Association the rate of interest payable in respect of money lent by Members to the Club must not exceed the lowest rate paid for the time being by banks in the State in respect of term deposits.

61. Signing of Cheques and Negotiable Instruments

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club must be signed,

drawn, accepted, endorsed or otherwise executed, as the case may be, *by any two members of the Board Executive being, (a) the President, (b) the Secretary, (c) the Treasurer, and one other member of the Board of Management authorised by the Board for that purpose.*

62. Board to Cause Minutes to be Taken

- (a) The Board must cause minutes to be made:
 - (i) for all appointments of members of the Board and servants;
 - (ii) of names of members of the Board present at all meetings of the Club and of the Board; and
 - (iii) of all proceedings at all meetings of the Club and of the Board.
- (b) The minutes must be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting.

MEETINGS OF THE BOARD OF MANAGEMENT

63. Board to Meet Monthly

The Board must meet at least once in every month for the transaction of business.

64. President May Summon Meeting

The President may at any time and the Secretary must on the requisition of two members of the Board summon a meeting of the Board.

65. Simple Majority of Votes

Subject to these Rules, questions arising at any meeting of the Board will be decided by a simple majority of votes and a determination by a majority of the members of the Board present at a duly convened meeting of the Committee will be deemed a determination of the Board. In case of an equality of votes, the chairman of the meeting will have a second or casting vote.

66. Member of Board Must Not Vote Where Interested

A member of the Board must not vote in respect of any contract or proposed contract with the Club in which that member is interested, or any matter arising out of a contract or proposed contract with the Club and if the member does so vote, that member's vote must not be counted.

67. Quorum

The quorum necessary for the transaction of the business of the Board must be:

- (a) a number equal to a simple majority of the members elected and appointed to the Board at the time of the meeting at which the business is being transacted; or
- (b) such greater number as may be fixed by the Board.

68. Board to Regulate Meetings

Subject to what has been provided for above, the Board may meet together and regulate its proceedings as it thinks fit.

69. Board May Act Despite Vacancy

The continuing members of the Board may act despite any casual vacancy in the Board, but if the total number of continuing members of the Board is not sufficient to establish a quorum, then those continuing members of the Board must only act for the purpose of increasing the number of the members of the Board or of summoning a general meeting of the Club.

70. Chairman of Meetings

The President must preside as chairman at every meeting of the Board but if there is no President or if at any meeting of the Board the President is not present within ten (10) minutes after the time appointed for holding that meeting, the Vice President is not present at that meeting then the members of the Board may choose one of their number to be chairman of that meeting.

71. Quorum not Present

If within half an hour from the time appointed for the commencement of a meeting of the Board a quorum is not present, that meeting will stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at that adjourned meeting a quorum is not present within half an hour from the time appointed for that adjourned meeting, that meeting will lapse.

72. Acts of Board Valid Despite Defect in Appointment

All acts done by any meeting of the Board or by any person acting as a member of the Board will, despite that it is afterwards discovered that there was the disqualification of or some defect in the appointment of a member of the Board be as valid as if every person had been duly appointed and was qualified to be a member of the Board.

73. Resolutions in Writing Valid

A resolution in writing signed by all of the members of the Board for the time being present in Australia will be as valid and effectual as if it had been passed at a duly convened meeting of the Board. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

SUB-COMMITTEES

74. Board May Delegate to Sub-Committees

The Board may delegate any of its power and/or functions to one or more sub-committees consisting of such persons elected by members for the Football Operation Committees of the Juniors, Senior Mens, Senior Womens and Old Boys and for special purpose sub-committees as approved by the Board for services for the Club such as fund raising; building and facilities, etc, as determined necessary by the Board from time to time.

75. Meetings of Sub-Committees

- (a) A sub-committee may meet and adjourn as it thinks proper.
- (b) A sub-committee may elect a chairman of its meetings.
- (c) Questions arising at any meeting of a sub-committee will be determined by a majority of votes of the members of the sub-committee present and all members of such sub-committees will have one vote. In the case of an equality of votes, the chairman will have a second or casting vote.

SECRETARY

76. Appointment of Secretary

A Secretary will be appointed by the Club in general meeting in accordance with **Rule 54**.

77. Functions of Secretary

The Secretary must perform all of the usual functions and duties of a Secretary and such other duties as determined by the Board from time to time.

SEAL

78. Safe Custody of Seal

The Board must provide for the safe custody of the seal which must only be used by the authority of the Executive or of a sub-committee authorised by the Executive to use the seal.

79. Affixing of Seal

Every instrument to which the seal is affixed must be signed by a member of the Executive and countersigned by a second member of the Executive or some other person appointed by the Board for that purpose.

FUNDS AND ACCOUNTS

80. True Accounts

True accounts must be kept of the sums of money received and expended by the Club, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Club; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Rules of the Constitution for the time being in force shall be open to the inspection of the members.

81. Funds to be Kept in Financial Institution

The funds of the Club must be kept in the name of the Club in a financial institution determined by the Board from time to time.

82. Money to be Deposited

All moneys received by the Club must be deposited as soon as practicable after receipt. All deposit receipts must be handed to the treasurer for a record of the deposit.

83. Financial Accounts to be Kept and Presented

The Board will ensure that all financial transactions of the Club are recorded in a set of Financial Accounts to be recorded monthly.

A current set of Management Accounts is to be presented to the Board not less than 3 monthly intervals.

A set of annual accounts are to be completed by 30th September each year for audit, a set of annual audited accounts are to be completed by 1st December each year.

84. Balance Sheet and Profit and Loss Account

The Board must cause to be made out and laid before each annual general meeting a balance sheet and profit and loss account made up to the end of the financial year, and a written report of the club's operation throughout the year.

85. Financial Year

The Financial Year of the Club shall close on the 30th September of each year.

86. Inspection of Accounting Records

The Board will from time to time determine at what times and places and under what conditions or regulations the accounting and other records of the Club will be open to the inspection of the Members.

87. Appointment of Auditor

A properly qualified auditor must be appointed by the Club and the duties of that auditor regulated.

88. Auditor Must Not be a Member of Board of Management

An auditor must not be a member of the Board of Management Committee of the Club.

89. Auditor to Furnish Reports

The auditor must furnish any report required by law to the annual general meeting, including an audited statement of the club's financial position.

DOCUMENTS

90. Safe Custody

The Board must provide for the safe custody of books, documents, instruments of title and securities of the Club.

NOTICES

91. Manner of Serving Notices

Any notice required by the general law, or by or under these Rules to be given to any Member must be given by either, or a combination of:

- (a) publishing a copy of that notice in a local newspaper as determined by the Board from time to time;
- (b) posting a copy of the notice in a prominent place at both the Club's Premises and the Registered Office of the Club; and
- (c) emailing, faxing or posting the notice to the member.

92. Notices of General Meetings

Notice of every general meeting must be given:

- (a) every Eligible Member in the manner prescribed in **Rule 91**; and
- (b) the auditor for the time being of the Club.

No other person will be entitled to receive notices of general meetings.

INDEMNITY AND INSURANCE

93. Club may Indemnify an Auditor or Member of the Board

The Club may indemnify the auditor or a member of the Board of Management Committee of the Club:

- (a) against a liability by the auditor or member of the Board acting in that capacity to a person other than the Club where the liability does not arise out of a lack of good faith;
- (b) for the costs and expenses incurred by the member of the Board or auditor;
 - (i) in defending proceedings, whether civil or criminal, in which judgement is given in favour of the member of the Board or auditor or in which he or she is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to that member of the Board or auditor.

94. Club May Indemnify Employee

Every employee of the Club who is not a Secretary or other member of the Board nor the auditor may be indemnified out of the property of the Club:

- (a) against a liability incurred by the employee acting in that capacity;
- (b) for the costs and expenses incurred by an employee;
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the employee or in which the employee is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the employee.

95. Club May Pay Premium

The Club may pay insurance premiums in respect of insurance for the benefit of a member of the Board acting in that capacity or auditor against:

- (a) costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
- (b) a liability arising from negligence or other conduct not being a liability incurred by the person acting in that capacity and arising out of conduct involving a wilful breach of duty in relation to the Club or improper use of inside information or position.

96. Club May Pay Premium for Employee

The Club may pay insurance premiums in respect of insurance for the benefit of an employee of the Club who is not a member of the Board nor auditor but who is concerned in the management of the Club.

LIQUOR ACT

97. Commission for Liquor Sales to Officer or Employee

Should the Club maintain a Liquor Licence, the following section may apply:

- (a) Payment to an officer or employee of the Club of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Club or the receipts of the Club for such liquor.

98. Appointment of Bar Keeper

A bar-keeper appointed by the Board will have the authority to remove from the Club's premises any person who the bar-keeper considers to be drunk or disorderly.

99. *Dissolution of the Association*

In the event that there is dissolution of the association (the registered Club) due to; (a) It is to be wound up in accordance with the Act (b) it has surplus assets. In this rule “surplus assets” has the meaning given by section 92(3) of the Act

The surplus assets must not be distributed among the association members.

The surplus assets must be given to another entity that; (a) has similar objects to the associations objects, and, (b) the rules of which prohibit the distribution of the entity’s income and assets to its members.

MATTERS NOT DEALT WITHIN THE CONSTITUTION

100. Matters not Dealt With to be Dealt With at General Meeting

Any matter of any kind whatsoever not dealt with or provided for in this Constitution may be dealt with in such manner as the Club shall by resolution carried out by a majority of members present and voting at a General Meeting deem fit.