

CONSTITUTION AND RULES OF WEST ADELAIDE FOOTBALL CLUB INC.

DRAFT

AS TYPED FINAL VERSION, APPROVED BY MEMBERS 12 of FEBRUARY 2025

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1. NAME

The name of the club is WEST ADELAIDE FOOTBALL CLUB INC. (from herein referred to as 'the Club').

2. OBJECTS AND POWERS

2.1 OBJECTS

The object of the Club is to encourage, promote and foster the playing of Australian Rules Football by

- 2.1.1 To provide an environment within which the game of Australian Rules Football can be played, trained and promoted; (encouragement)
- 2.1.2 Field teams in football competitions conducted by the South Australian National Football League (herein the 'SANFL');
- 2.1.3 Provide, or fund the provision of, health and sports professionals (including doctors, physiotherapists, nutritionists and sports psychologists) to improve, rehabilitate and sustain the physical and mental capabilities of players; (fostering the game)
- 2.1.4 Provide pathways for continued development for players, including the awarding of scholarships, prizes and milestones; (fostering the game)
- 2.1.5 Provide facilities for members of the Club, and public, to watch football, learn about the game, officials and rules; and from which they can enjoy the game; (promotion of the sport)
- 2.1.6 Promote the Clubs activities within the wider local community in order to build sustainable membership and community involvement; (promotion of the sport)
- 2.1.7 Promote unity, goodwill and fellowship amongst all members of the club, with other SANFL clubs and within the wider community of South Australian sports; (encouragement and promotion of the sport)

- 2.1.8 To promote, facilitate an encourage greater interest and participation in sport whether by advertising in any form, competitions, awards, donations or otherwise as deemed appropriate by the Board; (encouragement and promotion of the sport)
- 2.1.9 Fund the activities of the Club, as deemed appropriate for maintaining these objectives and as deemed appropriate by the Board, and
- 2.1.10 Conduct any other activity which directly or indirectly encourages, fosters or promotes the playing of Australian Rules Football or which is otherwise conducive to the activities referred to in this object.

2.2 POWERS

To achieve its objects the Club has the following powers, in addition to and without any prejudice to any other powers implied or expressed within the *Associations Incorporation Act 1985*:

- 2.2.1 To promote, conduct, manage, take part in, assist and provide for the holding of contests, exhibitions, displays and demonstrations of Australian Rules Football for the purposes of community sport, amusement, recreation or entertainment;
- 2.2.2 To maintain the affiliation with the SANFL and play in matches and competitions as determined and controlled by the SANFL;
- 2.2.3 To divide the Club into grades and divisions as determined by the SANFL, with representative teams at each level;
- 2.2.4 To appoint representatives or delegates to the SANFL or any other official affiliated body;

- 2.2.5 To hire, engage, employ or otherwise contract with sporting teams, clubs, organisation, athletes, exponents, administrative, clerical, educational or other experts whether professional or amateur and to enter into any contract agreement or arrangement for any option privilege or right in connection with any such team, club, organisation or persons, and to pay them, in return for services rendered to the Club, reasonable fees, salaries, honoraria, wages and bonuses, and on such conditions of employment and salaries/benefits as the Board determines;
- 2.2.6 To provide and furnish services of every description to members, including social, recreational, historical, hospitality and other facilities within maintained clubrooms, as facilities for the specific use and enjoyment of the members;
- 2.2.7 To do all things necessary or desirable, as determined by the Club, for providing, improving, building, purchasing or maintaining the property of the Club, including the ability to purchase, sell, acquire, dispose of, lease or otherwise property, equipment and materials for the purpose of achieving the objects of the Club;
- 2.2.8 To enter into any arrangement with any government or authority, Commonwealth state, municipal, local or otherwise, or any company or club, in any part of Australia, and to obtain from such body subsidies, grants, donations, loans and guarantees against loss on any conditions, rights or privileges for any purpose whatsoever which the Club may think capable of being properly dealt with and desirable to obtain and carry into effect the objects of the Club;
- 2.2.9 To establish, acquire, maintain and conduct a stadium and/or club for the accommodation or use of Members of the Club, members of affiliated clubs, associations and leagues and supporters of football generally and to afford them all the usual privileges, advantages and conveniences of a club with or without residential accommodation and to apply for any license or permit under the *Liquor Licensing Act 1997* as amended, as the Club may from time to time decide;

- 2.2.10 To accept gifts, donations, trusts and endowments, subsidies and bequests whether of real or personal estates and grants from any organisation, individual, Club, State or Government body to enable the Club to achieve any of its objects, and to raise funds for all or any of the Club's objects;
- 2.2.11 To insure against damage by fire or otherwise in respect of any incurable contingency, any property in which the Club has an incurable interest, and to insure any member of the Board or employee and to insure any person attending activities within or upon the Club's property or other designated site, against injury by accident or otherwise;
- 2.2.12 To accept or take security for any debt or liability to the Club or any property real or personal in or towards payment or satisfaction of any such debt or liability; to make arrangements for an to enter into agreements with any insurance company for the establishment of a plan or system of Superannuation or other similar benefits for the employees of the Club and their relatives and/or dependents;
- 2.2.13 To invest those monies of the Club not immediately required for its purposes and activities on short term deposit or by purchase of debentures with recognised and stable financial institutions in such manner as May realise the highest interest yield at the lowest possible risk to the Club's monies, in the opinion of the Board;
- 2.2.14 To comply with all things necessary or expedient having regard to the laws and regulations of Commonwealth, State or Local Governments and Authorities in any place or places, at which the Club carries on its activities;
- 2.2.15 To open and maintain bank accounts on behalf of the Club, including the ability to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments, and
- 2.2.16 To do all such other acts, matters and things as are, or may appear, to the Board to be incidental or conducive to the attainment of the above objects and powers of them.

3 INTERPRETATION

In the construction of this Constitution and Rules and any Regulations made pursuant to it, except where otherwise expressly provided or where the context otherwise admits or requires:

- 3.1 "Affiliated Association or League" or "Affiliated League" means any football association or league which has become affiliated with SANFL pursuant to this Constitution.
- 3.2 "Affiliated League Club" means any club which is a member of or which is affiliated with an Affiliated League which has become affiliated with SANFL under this Constitution.
- 3.3 "AFL" means, Australian Football League.
- 3.4 "Appointed Commissioner" means a person elected to the SANFL Football Commission.
- 3.5 "Charter" means the charter or any amendment to the charter for the Club Board, or any committee, sub-committee or group established under the board, pursuant to rule 5.9.12.
- 3.6 "Chief Executive Officer" means the person appointed to the position of Chief Executive Officer of the Club under rule 5.10.
- 3.7 "Commissioner" includes an Elected Commissioner and an Appointed Commissioner with the SANFL.
- 3.8 "Community Engagement Committee" means the Committee appointed under rule 5.9.18.
- 3.9 "Director" means a person appointed as a Director of the Club Board through the nominations process and approved by the membership of the Club under rule 5.9.4.
- 3.10 "Disqualify" means in relation to any penalty imposed or to be imposed, to prevent a person from playing Football, or acting in any official capacity in connection with, or being in any way whatsoever connected with the Club in an official capacity for a determined period by the CEO and/or the Board. (Disqualify can equally apply to players or officials as an action taken by the SANFL)

- 3.11 “Elected Director” means a person elected to the select positions on the Board under rule 5.16.3
- 3.12 “Finance Committee” means the Committee appointed under rule 5.9.18 of this constitution.
- 3.13 “Financial Year” or “Financial Year of the Club” means the period of one year commencing on the first day of November and ending on the last day of October in the following calendar year.
- 3.14 “Football” means the game of Australian Rules Football.
- 3.15 “Football Commission” means the South Australian Football (SANFL) Commission.
- 3.16 “Football Committee” means the Committee appointed under rule 5.9.18 of this constitution.
- 3.17 “Football Season” or “Season” means the period between the first day of February and the last day of December in any calendar year or any such other periods as the Football Commission from time to time determines for various leagues or competitions.
- 3.18 “Future Plans/Strategic Committee” means the Committee appointed under rule 5.9.18 of this constitution.
- 3.19 “General Meeting” or “General Meeting of the Football Club” means any meeting of Members of the Club, including the Annual General Meeting.
- 3.20 “League” means the ‘South Australian National Football League Incorporated’ (SANFL).
- 3.21 “League Club” means each of the other clubs making the SANFL: Central District Football Club Inc., Glenelg Football Club Inc., North Adelaide Football Club Inc., Norwood Football Club Inc., Port Adelaide Magpies Football Club Inc., South Adelaide Football Club Inc., Sturt Football Club Inc., and Woodville/West Torrens Football Club Inc.
- 3.22 “League Football” or “League Match” means, any game of Football arranged by the SANFL in which the senior teams of two League Clubs are the participants.

- 3.23 “Life Member” means any person who is a Life Member of the Club at the date of adoption of these Rules and any person who is elected to Life Membership of the club under rule 6.9.
- 3.24 “Member” or “Member of the Club” means a person referred to at rule 6.8.
- 3.25 “Ordinary Resolution” or “Resolution” means a resolution passed by the affirmative vote of more than fifty per cent (50%) of the total number of persons entitled to cast a vote in respect of such resolution.
- 3.26 “Player” or “Playing Member” means a person who is a registered player of a the Club in accordance with rule 6.10.
- 3.27 “President” means the person appointed to be President under rule 5.9.2.C of this constitution.
- 3.28 “Regulations” means any regulations made under these rules.
- 3.29 “Risk and Governance Committee” means the Committee appointed under rule 5.11.2 of this constitution.
- 3.30 “Rules” means the rules contained in this Constitution, and includes where the context so permits or requires, any Regulations and By-Laws made under these rules.
- 3.31 “Special Resolution” means a resolution passed by the affirmative vote of not less than two thirds of the total number of persons entitled to cast a vote in respect of such resolution.
- 3.32 “Suspend” means, in relation to any penalty imposed or to be imposed, to prevent a person from playing football, or acting in any official capacity in connection with, or being in any way whatsoever connected with the Club in an official capacity for a determined period by the CEO and/or the Board. (Suspend can equally apply to players or officials as an action taken by the SANFL).
- 3.33 “Vice President” means the person elected by the Board to fulfil that role under rule 5.9.21.A of this constitution.
- 3.34 “Voting Members” means the persons who are entitled to vote at meetings of Members of the Club under rule 6.16.6. These are defined as any member class, outlined at Rule 6.16.6, who are financially a member within the year of which the meeting is held.

NOTE: Words denoting the singular number include the plural and words denoting the plural number include the singular; words denoting one gender include any other gender appropriate to the context or subject matter.

4 NON-PROFIT ORGANISATION

All income and property of the Club must be applied solely towards the promotion of the objects of the Club as set out in rule 2.1 and no part of such income or property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any Member of the Club. Nothing in this rule shall be construed so as to prevent the payment in good faith of remuneration to any employee, staff, Officer or members of the Club, in return for any services actually rendered to the Club or of allowances and travelling expenses to an Officer, employee or member of the Club who is representing the Club.

5 ADMINISTRATION

5.1 PATRON AND VICE PATRONS

The Club may:-

5.1.1 Appoint a Patron who will be appointed for a period of one year (365 days) at a time, being renewed at the annual general meeting (AGM) of members of the Club, which position must be determined and recommended by the Board and approved by a majority approval by the members at the preceding AGM. In order to be eligible to be the Patron, the individual must be willing, or already able, to attain membership of the Club;

5.1.2 Appoint one or more Vice Patrons who upon their appointment will hold such position for a period of one year (365 days) at a time, being renewed at the AGM of the Club, where their position can be approved. In order to be eligible to be appointed as a Vice Patron, the individual must be willing, or already able, to attain membership of the Club.

5.2 LIFE MEMBERS

Any member who has rendered valuable service to the Club may, at any Annual General (AGM) or Special Meeting of the Club, be elected as a Life Member thereof, by a majority vote of the members present. A Life Member will be entitled to all privileges of membership without being required to pay the annual subscription for membership of the Club. Life Members shall be presented with their status at an Annual General or Special Meeting of the Club, and entered into the archives of the Club. For the purposes of this rule, the following eligibility criteria are required:-

- 5.3 Before presentation to the Membership for final approval, the individual must be recommended as a nomination by the Board of the Club; and
- 5.4 If a serving official of the Club, they must be able to demonstrate a commitment of service to the Club of no less than fifteen (15) years; or
- 5.5 If a player:
- 5.5.1 Have demonstrated a minimum of 150 games in the senior mens squads representing the Club (including Reserves, B-Grade matches and League); or
 - 5.5.2 Have demonstrated a minimum of 50 games in the senior females squads representing the Club (including Reserves, Developmental and League).
- 5.6 Notwithstanding rule 5.2.3, the Board may recommend the awarding of Life Membership to any person who has played at least one match in the senior team of the Club in each of ten (10) football seasons for males, or five (5) football seasons for females.
- 5.7 In determining periods of service, there is not a need for service to have been rendered continuously, and all periods of service will be taken into account. All types of service (excluding specific requirements at rule 5.2.3) are to be taken into account when determining qualification for Life Membership and there is no discrimination between official, playing and volunteer service.
- 5.8 In order to ensure the process of selection, nomination and approval of Life Members is transparent and aligned with Membership expectations, a Hall of Fame (HoF) selection committee shall be appointed. The HoF committee shall exist only as required (not a standing committee) and shall provide approved nominations to the Board no later than twenty eight (28) days prior to the AGM. Additionally, the HoF committee shall:-
- 5.8.1 Be comprised of no more than three (3) individuals, appointed from within the Membership of the Club;
 - 5.8.2 Bear the responsibility of vetting and verifying nominations for Life Membership with a view to provide recommendations to the Board for final approval and discussion, and

- 5.8.3 Provide the Board, and wider membership, with guidance on eligibility criteria for Life Membership; identifying the requirement for modernisation or update where required.

5.9 BOARD OF DIRECTORS

The control and management of the Club is vested in the Board. The Board are bound by these Rules and the specific rules contained within the *South Australian Associations Incorporation Act 1985*, to act in good faith for the best interests of the Club and for any proper purposes. Under the adoption of this Amended Constitution at the Annual General Meeting in February 2025:-

- 5.9.1 The Board may comprise of no more than nine (9), and no less than five (5) Directors with all Director appointments to be confirmed by the Members at the Annual General Meeting.

- 5.9.2 The Board must contain the following specified positions:

5.9.2.A one (1) Director possessing skills, experience and qualifications in finance to act as 'Finance Director'; (annex A for specific position description);

5.9.2.B one (1) Director possessing experience, qualifications or knowledge in football to act as 'Football Director', and (annex B for specific position description);

5.9.2.C one (1) Director possessing skills, experience and qualifications in Leadership who shall act as President of the Club, and Chair of the Board. (annex C for specific position description).

- 5.9.3 The remaining positions, regardless of appointment type, must hold skills, qualifications, and/or experience in one or more of the following disciplines, as assessed against the Board skills matrix and Club needs at the time:-

5.9.3.A Law, sports integrity, risk, governance and compliance (Legal Director);

5.9.3.B Infrastructure and development;

5.9.3.C Venue management and hospitality;

5.9.3.D Commercial sponsorship and membership;

5.9.3.E Female sports participation;

5.9.3.F Community engagement and consultation;

5.9.3.G People and Culture;

5.9.3.H Social media, communications, marketing and publicity;

5.9.3.I Strategic planning, and

5.9.3.J Human relations, recruitment and contracts.

5.9.4 Up to six (6) of the maximum nine (9) Board positions must be appointed using an additional nominations committee selection process, and are to include the positions of Football Director, Finance Director and President.

5.9.5 Subject to the right of the Board to remove a Director for serious misconduct or as a result of a recommendation from the Risk and Governance committee because the Director has failed to meet the required performance levels, the following apply:-

5.9.5.A the term of each Director shall be for three (3) years; and

5.9.5.B the maximum number of consecutive terms to be served by any director shall not exceed three (3), with a total of four (4) terms being the maximum allowance for any individual, and

- 5.9.5.C a Director who has served the maximum consecutive terms may only reapply for a Board or executive position, once a gap of no less than three (3) clear years has passed between their last service; and
- 5.9.5.D the Board has the discretion to extend or reduce the term of any Director (other than those appointed to fulfil a casual vacancy as per Rule 5.15.4) by no more than twelve months (1 year).
- 5.9.6 Subject to these rules, each Director will hold office until the conclusion of the Annual General Meeting at the end of their term following their election.
- 5.9.7 The Board may meet to carry out its business at such times as it determines, but in any event it must not meet less than ten (10) times each calendar year.
- 5.9.8 A quorum is present, and the conditions of a meeting as set out in rule 5.4.7.1, if there are half the number of Directors plus one more, present.
- 5.9.9 A meeting of the Board may consist of any gathering that has a quorum present and may take any format that allows each Director to hear all others and address all others, present simultaneously. This may be in person, by phone or with any other means of communication, or combination of methods.
- 5.9.10 The President or any two (2) other Directors may at any time summon a meeting of the Board and must give reasonable (no less than six hours) notice to all Directors eligible to attend the proposed meeting.
- 5.9.11 Questions arising at any meeting shall, unless otherwise specified in these rules, be determined by a majority vote of the Board and will be recorded within the Board decision register. In the case of equality of votes, the Chair of the meeting shall have the casting vote.

- 5.9.12 A Board Charter will be established and used to provide detail for the operational administration of the Board. This document will be updated no less than annually, and will align to the requirements contained herein regarding voting, term periods, definitions and duties.
- 5.9.13 Any Board member who misses more than three (3) consecutive Board meetings, without having taken leave, will be required to show cause as to why they should retain their Board position.
- 5.9.14 Minutes and notes of all meetings and proceedings of the Board must be kept and available. The Board must appoint such person as they decide fit to act as the Board secretary and for the purpose of preparing agendas and recording the minutes of the Board.
- 5.9.15 The President of the club will be the Chair of all meetings of the Board. If the president is not present at any meeting of the board within fifteen (15) minutes of the scheduled commencement time of that meeting, the Vice-President must act as Chair. If the Vice-President is also not present, an ordinary resolution of the remaining Directors will be required to elect a temporary Chair.
- 5.9.16 The term of Office of a Director of the Board shall cease immediately if:-
- 5.9.16.A they resign their office by notice, in writing, to the Board;
 - 5.9.16.B they die;
 - 5.9.16.C they become insolvent or bankrupt;
 - 5.9.16.D they are suspended for any period, or otherwise cease to be a member of the club;
 - 5.9.16.E they become of unsound mind, or suffer from any afflictions that may otherwise impact their decision making ability;

- 5.9.16.F their term of appointment expires under these rules;
- 5.9.16.G they are unable to obtain or maintain the requisite governance and compliance requirements as set out in the Board Charter;
- 5.9.16.H they were, or they are subsequently, recorded on a sex offenders register, or other violent crimes register or equivalent, in any jurisdiction in the world; or
- 5.9.16.I the Board resolves, by way of a vote of no-confidence', that they no longer are a suitable representative of the member and member interests within the club. Such a vote must only be held with the support of the Risk and Governance Committee with respect to suitability and compliance.

5.9.17 A resolution approved by the Board will be considered equally valid, whether in person or by circular, if it has been held in a manner to allow discussion and approved by a majority of the Board. All Board decisions will be recorded (in a format outlined in the Board Charter) and kept for a period of no less than ten (10) years.

5.9.18 No member of the Board is entitled to take part in any discussion, nor vote, in any matter in which it is determined or declared that they have an interest. Failure to declare an interest or give notice of a potential interest, may invalidate that Directors vote or risk a contravention of the Board Charter.

5.9.19 The Board may, from time to time, establish committees and work groups that will ensure the effective running of the club. These committees will be required to have specific Terms of Reference (TOR) that will detail all requirements, administration, and compliance of the committee.

5.9.20 The Board may, from time to time, vote to establish by-laws for specific or special interest groups which will be binding on all members of the Club. In the event of any inconsistency between these rules and any By-Laws, the provisions under the constitution will be considered the primary. In any event, the Board will retain the power to rescind, vary or repeal any By-Laws made here under.

5.9.21 The Board is responsible for the appointment, as soon as practical after the Annual General Meeting, of:

5.9.21.A The Vice-President, by way of a majority vote and for a period of no more than twelve (12) months;

5.9.21.B The League Director, which should, where possible, be the Club President;

5.9.21.C The Alternative League Director, which should where possible, be the Football Director;

5.9.21.D The Football Committee, including the Chair of the football committee, consisting of no more than seven (7) persons - all of whom shall hold their positions for no longer than twelve (12) months;

5.9.21.E The Risk and Governance Committee (other than the Chair who is appointed pursuant to Rule 5.11.2);

5.9.21.F The Nominations Committee, pursuant to Rule 5.15 of this constitution, and

5.9.21.G The membership of any additional committees as deemed appropriate or necessary by the Board. Committee members shall hold their positions for no longer than twelve (12) months.

5.10 CHIEF EXECUTIVE OFFICER (CEO)

The Board is responsible for the recruitment and appointment of the Chief Executive Officer (CEO) of the club, for such a term and upon such conditions as the Board shall determine. The duties of the CEO will be: -

- 5.10.1 To attend all meetings of the Board and Club executive.
- 5.10.2 To keep, or cause to be kept, a list of members of the Club that is current or 'live' and accessible at all times.
- 5.10.3 Responsible for the daily operations of the club across finance, football and general management.
- 5.10.4 To receive, or cause to be received, subscriptions and other moneys belonging to, or due to, the club and upon receipt of such, to secure within and manage all Club bank accounts.
- 5.10.5 To undertake all such duties as set out in the full position description (attached as Annex D to these rules).
- 5.10.6 Notwithstanding any specific conditions as set out in these rules, the CEO shall be the decision maker for all membership issues, discipline and finance and shall ensure that the Board is kept informed on all such operational matters as is required.

5.11 EXECUTIVE

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- 5.11.1 Honorary Solicitor. The Board shall appoint an honorary Solicitor for a period of no more than three (3) and no less than one (1) year. This person shall oversee the legal issues affecting the club and provide advice on matters where appropriate. The honorary solicitor will not sit on the Board, but may attend Board meetings to provide advice or specialist contributions as determined by the Board. In appointing the Honorary Solicitor, the Board must consider the legal qualifications and registrations required to assist the Board in conducting its duties.

5.11.2 Risk and Governance Committee. The Board is to ensure that a Risk and Governance Committee is appointed as soon as practical after the Annual General Meeting. This committee shall be governed by specific Terms of Reference for daily operation, but will be responsible for (not limited):-

5.11.2.A Reviewing all Club Policy and Procedures;

5.11.2.B Reviewing, monitoring and reporting on the performance of Directors, including the Chair, and the Board as a whole;

5.11.2.C In cases of suspected or reported unacceptable behaviour, the committee shall conduct such investigation and reporting as considered necessary;

5.11.2.D In cases of misconduct or underperformance by a Director, recommend such action as deemed appropriate for consideration by the Board;

5.11.2.E Liaise with the SANFL for the purpose of obtaining resources and input for best governance practice; and

5.11.2.F Collaborate and work with the Honorary Solicitor to ensure the risk management and general Club compliance as an ongoing matter.

5.12 ACCOUNTING AND AUDITING.

5.13 The Board must cause to be kept a complete account of the income and expenditure, and of the affairs of the Club and must also ensure: -

5.13.1 That a proper set of books is kept by the person holding the position of CEO, showing the state of the funds of the Club and its actual and contingent liability.

- 5.13.2 That all monies owing by the club are duly and regularly paid.
 - 5.13.3 That all monies owing to the Club are duly received.
 - 5.13.4 That all monies received by the Club, or any member thereof acting on the behalf of the Club, are promptly and properly deposited into the Clubs bank account and that receipts, vouchers and other documents pertaining to the Clubs financial position are carefully filed and preserved for inspection by the auditor(s) for a period of no less than seven (7) years.
 - 5.13.5 The financial year of the Club will commence on the first day of November in one year, and end on the last day of October in the following year.
 - 5.13.6 The Club must furnish annually as soon as practical after the end of a financial year of the Club, and in any event not later than the last day of January thereafter, a report of the activities of the Club for the previous financial year of the Club together with the duly audited Balance Sheet and Profit and Loss Account of the Club.
- 5.14 **Auditor.** Any registered company auditor not being a member of the Club is eligible to be appointed as an auditor of the Club. The Board must appoint an auditor of the Club, which appointment will be subject to the approval of the members of the Club at an Annual General Meeting of the Club.
- 5.14.1 The auditor of the Club will be subject to any agreement between the auditor and the Club, unless they resign or are replaced by the Club at the Annual General Meeting.
 - 5.14.2 The auditor must audit the accounts of the Club for the one year period ending on the last day of October each year. The audit report must be attached to the financial statements and laid before the Club at its Annual General Meeting.
 - 5.14.3 The auditor has the power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Club.

5.15 NOMINATIONS COMMITTEE

- 5.15.1 A Nominations Committee will be established for the sole purpose of advertising, recruiting and recommending persons to the Board for employment as Directors in accordance with rule 5.9.4.
- 5.15.2 The Nominations Committee will, for the time being, be appointed by the Board, and will comprise:
- 5.15.2.A One wholly independent person to act as Chairman of the committee;
 - 5.15.2.B One member of the club, who is not currently a Director or other office holder within the Club; and
 - 5.15.2.C The President (or in cases where the role of President is being considered, another suitably qualified individual as determined by the Board).
- 5.15.3 The Nominations Committee shall hold their position for a period of no more than twelve (12) months prior to reconsideration by the Board. As soon as practicable after the Annual General Meeting, the Nominations Committee shall retire and the Board shall commence the consideration and appointment of such persons as appropriate to the Nominations Committee.
- 5.15.4 The Board shall have the power at any time to fill a vacancy on the Nominations Committee.
- 5.15.5 Each retiring member of the Nominations Committee may seek re-appointment to a maximum of five (5) times – for a maximum term of no longer than five (5) years total. It is not necessary for these terms to have been served consecutively.
- 5.15.6 The nominations committee are responsible to ensure that:-
- 5.15.6.A Not less than sixty (60) days prior to the Annual General Meeting, open advertising for all Director positions that are due to be vacated at that Annual General Meeting;

5.15.6.B Ensure that such positions are advertised using all available and reasonable means to attract quality and suitably qualified persons for the Board positions that will become vacant. Such advertising must occur for a period of no less than twenty-one (21) days.

5.15.6.C Meet with applicants and provide a written recommendation(s) to the Board for appointment no less than thirty-five (35) days prior to the Annual General Meeting. Advice to the Board is to include the personal particulars of each applicant, skill sets matrix, Nominations Committee ranking of applicants and reasons for recommendation(s).

5.16 ELECTION OF DIRECTORS

5.16.1 The election of all Directors is to take place as a part of the Annual General Meeting. Directors who have completed their term shall retire with effect at the end of the Annual General Meeting. Subject to the provisions of the Constitution any Director may stand for re-election provided they have not met the maximum threshold and that they meet the required skills, qualifications and experience.

5.16.2 Ordinary members and Life members are the only persons who are eligible for nomination or election to any office within the Club.

5.16.3 All nominations for election as a Director shall be in writing and: -

5.16.3.A In respect to a Member Elect position, the candidate must have been a financial member of the club for not less than three (3) consecutive years.

5.16.3.B All nominations must be signed by two (2) current Club members who are not related to the nominated member.

5.16.4 All Directors, regardless of method of nomination, are to provide a written application which sets out their suitability for the position, details their personal information and their previous office appointments within the Club, SANFL or other football or sporting organisation. All applications are to be submitted utilising the standard format at annex E and should include evidence that: -

5.16.4.A a fit and proper person to hold a position of authority in the Club for the purposes of the Liquor Licensing Act and the Gaming Machines Act;

5.16.4.B they have not now nor have they ever been on a Sex Offenders Register or equivalent in any jurisdiction in the world;

5.16.4.C they have, or are able to obtain a Working With Children Clearance (WWCC) under the applicable South Australian government regulations.

5.16.5 The annual election of the Board of Directors shall be conducted in the following manner:-

5.16.5.A The Board shall appoint, from amongst the Executive Staff, a Returning Officer, and shall set a date up to which nominations may be received for the positions of Director (the "Closing Time"), such date being no less than twenty-one (21) days prior to the date of the Annual General Meeting.

5.16.5.B The Returning Officer shall work with the Nominations Committee (as per Rule 5.15) to advertise and set appropriate dates for interviews and recommendations.

5.16.5.C All nominations shall be made in writing in accordance with Rule 5.16.4 and shall be delivered to the Returning Officer prior to the Closing Time by hand, post, email or other means determined by the Board from time to time.

5.16.5.D If the number of candidates nominated is equal to or less than the number of vacancies to be filled, the chair at the Annual General Meeting shall declare such candidates to be duly elected.

5.16.5.E A candidate may withdraw their nomination at any time prior to the commencement of the Annual General Meeting.

5.16.5.F Any vacancy caused by a lack of nominations, by the withdrawal of a nomination or by the death of a candidate shall be deemed to be a casual vacancy for the purposes of Rule 5.15.4 and shall be filled pursuant to Rule 5.15.4.

5.16.5.G For Member Elected positions, if the number of candidates nominating exceeds the number of vacancies to be filled, a ballot shall be held in accordance with these Rules. The following provisions shall apply to the ballot:-

5.16.5.G.1 Upon receiving the nominations, the Returning Officer shall provide to the membership a summary (no more than 500 words and provided by the candidate) on each candidate no less than thirty (30) days prior to the AGM.

5.16.5.G.2 All members have the right to consider and vote on Member Elected Directors, and will cast their votes at the AGM via paper ballot. For those members who will be absent, the Receiving Officer shall make available an 'absentee' vote form that will require verification and should be received no later than two (2) business days prior to the AGM.

5.16.5.G.3 For casting Ballots, members will have the opportunity to cast their paper vote at the commencement AGM, which will then be counted during the course of the AGM and results provided to the membership at the conclusion of the AGM.

5.16.5.H For Nominations Committee candidates, the Board shall consider the recommendations of the Nominations Committee as per rule 5.7. The Board is required to announce their selection to the membership and have the prospective Director ratified through a vote of the members. The following provisions shall apply to the ratification process:-

5.16.5.H.1 The Chair of the AGM will announce the prospective Director nominations to the Membership by way of a short summary (no longer than 500 words). This summary will be made available to the membership no less than thirty (30) days prior to the AGM.

5.16.5.H.2 At the conclusion of the AGM Business, the Chair will announce the recommended Director appointments to the membership and will call for a ratification vote through show of hands.

5.16.6 All elections of Directors will be conducted and determined on a voting system approved by the Board.

5.16.7 The decision of the Returning Officer as to the validity of any vote, the right of any member to vote and the general conduct of any votes shall be final.

6 MEMBERSHIP

Membership of the Club is open to natural persons of good character and reputation who meet the eligibility criteria set out against their membership type preference.

6.1 The Club shall consist of:

6.1.1 Ordinary Members referred to in Rule 6.8;

6.1.2 Life Members referred to in Rule 6.9;

- 6.1.3 Playing Members referred to in Rule 6.10;
 - 6.1.4 Associate members referred to in Rule 6.11;
 - 6.1.5 Official Members referred to in Rule 6.12;
 - 6.1.6 Honorary members - being those persons possessing the prescribed qualifications determined by the Board from time to time and who are invited to be honorary members under Rule 6.13;
 - 6.1.7 Footballers Club Members referred to in Rule 6.14, and
 - 6.1.8 Members of such other class or classes of members as may be determined by the Board under Rule 6.15.
- 6.2 In this Constitution and Rules, the use of the word “member” when used without qualification means an Ordinary Member, Life Member, Playing Member, Associate Member, Official Member, Honorary Member, Footballers Club Member and Other Member of a class created under Rule 6.1 or any of them.
- 6.3 Applicants for Ordinary Membership and Associate Membership must deliver to the registered office of the Club an Application for Membership in such form as the Club decides. An applicant for membership must at the time of delivering the application for membership pay the prescribed entrance and/or membership fee applicable at the time of lodgement of the Application.
- 6.4 Applicants for admission as Ordinary and Associate Members of the Club will be duly elected as members of the Club if a majority of the Board present and voting at a meeting of the Board duly agree to such election.
- 6.5 Upon the election of each Applicant to any category of membership of the Club the Chief Executive Officer must forward to that applicant a written notice of such election and upon acceptance of a candidate's application for membership the applicant must be enrolled as a member of the Club of the appropriate category and will become entitled to the privileges of membership associated with that category and be bound by the rules, of the Club and by all consequences resulting from breach or non-observance or performance of them.
- 6.6 The Chief Executive Officer must upon the request of a member who has duly enrolled as such supply to that member upon payment of a reasonable fee a copy of the Constitution and Rules of the Club then in force.

- 6.7 In the event of the application of a candidate for election being rejected by the Board the Chief Executive Officer must inform the candidate of such election in writing and return their entrance and/or membership fee which was paid on application.

Categories of Membership

- 6.8 **ORDINARY MEMBERS.** All persons who are elected to be members of the Club under this Constitution will, unless elected under any other category of membership be Ordinary Members. An Ordinary Member is entitled to all rights and privileges of membership including without limitation the right to attend and vote at meetings of members of the Club.
- 6.9 **LIFE MEMBERS.** Any member who has rendered valuable services to the Club may at any Annual General or Special Meeting of the Club be elected as a Life Member thereof by the general body of members present provided, however, that no person shall be elected a Life Member of the Club except on the nomination by and recommendation of the Board.
- 6.9.1 A Life Member will be entitled to all privileges of membership without being required to pay the Annual Subscription for Membership of the Club. Life Members shall be presented with a suitable Certificate from the Club indicating such Life Membership.
- 6.9.2 For the purposes of Rule 3.23 and 6.9:
- 6.9.2.A An official of the Club appointed by the Board who has given at least 15 years of service to the Club;
- 6.9.2.B A Playing Member who has played at least 150 games in the senior team of the Club will be deemed to have rendered valuable service to the Club.
- 6.9.3 The Board may appoint as a Life Member any person who has played at least one match in the senior team of the Club in each of 10 football seasons.
- 6.9.4 In determining periods of service, that all periods of service are to be taken into account and such service does not need to be continuous service.

- 6.9.5 That (apart from requirements in relation to Player Member Life Membership referred to in Rule 6.9) all types of service are to be taken into account when determining qualification for Life Membership including playing, official and volunteer service.
- 6.9.6 Playing service for any senior team will count towards ten (10) year Playing Life Membership, that is to say it includes Reserves or B Grade matches.
- 6.9.7 That before the Board proposes a motion to the Annual General Meeting for the appointment of a Life Member (other than a Player Life Member) and where such person has had less than fifteen (15) years' service, such proposed motion is to be approved by the Hall of Fame Selection Committee and that notice of the proposed motion (and the reasons for them) be provided at least twenty eight (28) days prior to the Annual General Meeting to that committee.
- 6.10 **PLAYING MEMBERS.** A Playing Member will be a member of the Club. Playing Members are entitled to all privileges of membership. A Playing Member may also be an Ordinary Member.
- 6.11 **ASSOCIATE MEMBERS.** All persons who are Associate Members of the association known as West Adelaide Footballers Club Inc will be Associate Members of the Club. Associate Members cannot hold office in the Club, and are subject to restricted voting rights, but otherwise are entitled to all privileges of Membership.
- 6.12 **OFFICIAL MEMBERS.** All persons who have been appointed to an office in the Club and who are accepted by the SANFL as Registered Officials under the Constitution and Regulations of the SANFL will be Official Members of the Club, Official Members are subject to the restricted voting rights referred to in Rule 6.11 but are otherwise entitled to all privileges of membership.
- 6.13 **HONORARY MEMBERS.** Persons possessing the qualifications set out below or other qualifications determined by the Board from time to time may upon the invitation of the Board become Honorary Members of the Club entitled to use the Club's facilities and services but not eligible to receive notice of meetings, or to vote at meetings or to hold office within the Club.
- 6.13.1 Any resident of South Australia of distinction or of prominence in sport or service to the community.

6.13.2 Members and officials of visiting teams competing at the Club's premises or at other facilities used by the Club for competition or at grounds and facilities of the Football Club will be deemed to be Honorary Members for the day on which they are competing.

6.13.3 Honorary Members will retain membership for such period or on such occasion as the Board may specify in its invitation to become an Honorary Member and must never exceed 200 in numbers:

6.14 **FOOTBALLERS CLUB MEMBERS.** All persons who are Ordinary Members, Honorary Members and other members of the body known as West Adelaide Footballers Club Inc ("the Footballers Club") are automatically members of the Club without the requirement of either having to apply for membership or pay any entrance fee or subscription and will remain as a member of the Club whilst for as long as they remain members of the Football Club and will be known as Footballers Club Members. A Footballers Club Member is entitled to all privileges of membership.

6.15 **OTHER MEMBERS.** The Board has the power from time to time to create, determine and/or vary other classes of membership and the terms, conditions, rights and privileges attaching to those classes.

6.16 ADMINISTRATION OF MEMBERS

6.16.1 **MEMBERS BOUND BY CONSTITUTION.** All members of the Club will be bound by the Rules contained in this Constitution.

6.16.2 **REGISTRATION OF MEMBERS.** A Club Register of the names and addresses of all categories of members must be kept at the registered office of the Club. This is not available for inspection by any member. A Names Register of the names of all categories of members must be kept at the registered office of the Club and must be available for inspection by any Member during the hours when the registered office of the Club is open.

6.16.3 **ADDRESS OF MEMBERS.** All members must notify the Chief Executive Officer of the Club in writing of any change or changes in their name or address and the Chief Executive Officer must cause the entry of such change or changes in the Register of members. All notices sent by post or otherwise by the Club to the last known address of a member as disclosed in the Register of Members will be deemed to be duly sent to that member.

6.16.4 **CESSATION OF MEMBERSHIP.** A person's membership of the Club will immediately cease if the member:-

6.16.4.A Becomes bankrupt or suspends payment of their debts or compounds with their creditors or calls a meeting with their creditors pursuant to the provisions of the Bankruptcy Act for the time being in force;

6.16.4.B Dies or becomes of unsound mind; or

6.16.4.C Has their membership cancelled by the CEO or Board.

6.16.5 **RESIGNATION OF MEMBERSHIP.** Any member wishing to resign their membership of the Club must give written notice of such resignation addressed to the Chief Executive Officer of the Club. No such resignation will relieve any member from payment of any monies due or payable by him to the Club at the time of resignation nor exempt him from any punishment or penalty in any way arising from or connected with their conduct prior to their resignation. Any person ceasing to be a member of the Club will immediately return all property of the Club which they may have in their possession to the Chief Executive Officer of the Club and upon ceasing to be a member for any cause whatsoever will have no claim upon any portion whatsoever of the property of the Club.

6.16.6 **MEETINGS OF MEMBERS.** Subject to any rights which may be conferred as a class of members created under Rule 6.8 Ordinary Members, Life Members, Playing Members, Associate Members and Official Members are the only members of the Club who are entitled to attend and vote at any meeting of members of the Club.

6.16.6.A The Annual General Meeting of the Club must be held not later than the 15th day of February in each year on a date to be fixed by the Board, to appoint officers, to appoint an auditor, to receive from the Club the Balance Sheet and Profit and Loss Account of the Club having been approved and accepted by the Board for the period of twelve months immediately preceding the last day of October preceding the date of the Annual General Meeting. Such business shall be deemed ordinary business and all other business shall be deemed special.

6.16.6.B At least fourteen (14) days' notice in writing must be given to those members of the Club who are entitled to attend and vote at any General Meeting of the Club. The written notice to be given under this Rule will be in such form and given in such manner as the Board determines from time to time.

6.16.6.C If any member entitled to vote at an Annual General Meeting of the Club desires to bring forward any special business at any Annual General Meeting of the Club such member must give written notice of such business to the Chief Executive Officer not less than twenty-eight (28) clear days prior to the Annual General Meeting at which the member wishes such business to be considered and the Chief Executive Officer must incorporate such business in the notice convening the Annual General Meeting. No special business may be transacted at any Annual General Meeting unless notice specifying the specific nature of such business has been given in the notice convening such Annual General Meeting.

6.16.6.D A Special General Meeting of the Club may be called by the Board whenever it thinks fit and the Board must, upon a request in writing under the hands of not less than thirty (30) members of the Club eligible to vote at a General Meeting, convene a Special General Meeting. Such request must state the purpose for which the meeting is desired and the Resolutions to be proposed and no other matters may be discussed at that meeting except with the leave of the chair of the meeting.

6.16.6.E Upon receipt of a request in writing to convene a Special General Meeting under Rule 6.16.6.D being left with the Club the Board must immediately proceed to convene a Special General Meeting to be held at such time and place as it thinks fit not being more than twenty-eight (28) days after the receipt of such request.

6.16.6.F At any meeting of members or any adjournment of that meeting, a quorum will consist of thirty (30) members present in person or by proxy and entitled to vote. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened on the requisition of members will be dissolved and in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present within half an hour from time appointed for the meeting the members present and entitled to vote shall form a quorum.

6.16.6.G The President shall be the Chair of any Annual General or Special Meeting, unless they be absent, in which case the Vice President is to act as the Chair. If neither the President or Vice-President is able to be present for the meeting, the Board will appoint, by way of a vote, an appropriate Director to Chair the meeting. The Chair of any such meeting will, in the case of a equal vote by way of show of hands or poll, hold a second or casting vote at such meetings.

6.16.6.H At any meeting of members a resolution put to a vote shall, unless a poll is demanded, be decided by way of a show of hands of the persons present and entitled to vote.

6.16.6.H.1 On a show of hands, every member present in person, and entitled to vote may cast one vote but no member is entitled to vote unless all monies presently payable by them to the club, whether for subscriptions or otherwise, shall have been duly paid.

6.16.6.I Unless a poll is demanded, a declaration by the Chair of that meeting that a resolution has been carried by a particular majority, or lost, is deemed to be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against such a resolution.

6.16.6.I.1 A poll may be demanded on any resolution by the Chair of the meeting or by not less than three members present and entitled to vote.

6.16.6.I.2 If a poll is demanded on any resolution by the requisite number of persons it must be taken at such time and in such manner as the chair of the meeting directs.

6.16.6.I.3 No poll can be demanded on the question of the adjournment of a meeting.

6.16.6.J All decisions arrived at and carried at any meeting of members held in conformity with this Constitution will be binding and conclusive upon all members of the Club and no notice of motion to reconsider any such decision can be received by the Board for a period of six months from the meeting at which such decision was made.

6.16.6.K At the Annual General Meeting, the Board must, in addition to answering all reasonable questions in relation to the Annual Report and the performance of the Club, endeavour to answer all other reasonable questions put by members so long as those questions: -

6.16.6.K.1 Are not defamatory;

6.16.6.K.2 Do not call for a disclosure of confidential or commercially sensitive information;

6.16.6.K.3 Do not constitute what would reasonably be assessed as a personal attack or reckoning.

6.16.6.L If the Board are unable to answer questions at the time of the meeting, for any reason, the Chair is to ensure that questions are taken on notice and answers issued to all members no later than fourteen (14) days after the meeting.

6.16.6.M **PROXIES.** A member entitled to attend and vote at meetings of members may appoint any person who is a member of the Club as proxy to vote for them at any meeting of members.

6.16.6.M.1 The form appointing a proxy shall be in writing and signed by the member appointing such proxy.

6.16.6.M.2 A form appointing a proxy must specify the manner in which the proxy is to vote in respect of a particular motion and, where an instrument of proxy so provides, the proxy must vote on the motion as specified and directed in the form of proxy.

6.16.6.M.3

The form appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow.

WEST ADELAIDE FOOTBALL CLUB INC.

I _____ (name) of _____

_____ (address)

being a member of West Adelaide Football Club Inc hereby appoint

_____ (name) of _____

_____ (address)

as my proxy to vote for me on my behalf at the Annual/Special General Meeting of the Club to be held on the day of _____ (date) _____ (month) 20__ __ (year) and in the case of any adjournment of that meeting.

+This form is to be used *in favour of/against the motion.

Signed this _____ (date) of _____ (month) 20__ __ (year)

*Strike out whichever does not apply, otherwise your vote will not count.

+To be inserted if desired

Signed: _____

6.16.6.M.4

The form appointing a proxy shall not be treated as valid unless it is deposited by delivery, fax or e-mail not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, at the office of the Chief Executive Officer or other such place as is specified for that purpose in the notice convening the meeting.

7 INDEMNITY

Nothing which is done by any members of the Board or by any Officer or other person appointed or employed by the Board, if done bona fide in the exercise of their powers or in the performance of their duties under the Constitution and Rules of the Club, shall subject such member of the Club or other person, to any personal liability and it is the duty of the Club, out of funds of the Club, to pay and satisfy all costs, losses, damages, expenses and liabilities whatsoever so incurred in the course of conduct of the Club.

8 SEAL

The Board must cause to be prepared a common seal with the name of the Club inscribed on it and must provide for its safe custody. The seal must not be used, except by the authority of the Board. Every deed or instrument to which the seal is required to be affixed can only be affixed by a resolution of the Board and in the presence of at least one member of the Board who must sign every instrument to which the seal be so affixed. Every such instrument shall be countersigned by the CEO or a second member of the Board.

9 ALTERATION OF RULES

This Constitution and Rules may be altered, varied or amended by a resolution passed at an Annual General Meeting or Special General Meeting of the Club.

- 9.1 No such resolution shall be deemed to have passed unless it be carried by a majority of at least three quarters of Members present and entitled to vote in person or by proxy. At least fourteen (14) days notice in writing specifying the proposed amendment(s) shall have been given to members.
- 9.2 In order to ensure that the Constitution remains modern and aligned to Club needs, a formal review will be undertaken no less than once in every five (5) years. This may be an over-arching review conducted once, or a cyclic review over a period of more than one (1) year where sections are specifically reviewed in each year.

10 NOTICES

- 10.1 The Club must at all times have an address for the serving of notices or communications, which, unless otherwise notified, will be the physical address of the clubrooms at 57 Milner Rd, Richmond, SA, 5033.
- 10.2 Every notice to be given or communication made to the Club will be deemed for all purposes to have been duly given or made, if given or made in writing and either delivered to the registered office address of the Club – whether in physical (letter and envelope) or electronic (email) form.
- 10.3 Every notice given or communication made by the Club will be deemed for all purposes to have been duly given or made, if given or made in writing and either delivered in physical (letter with Club letterhead or seal) or electronic (email from registered Club account) form.
- 10.4 The club must give written notice to every member of the Club of any intention or change to addresses within twenty-eight (28) days of any change being initiated. This includes the change of registered email account addresses.

11 CERTIFICATE OF SERVICE

Any player who has played football with, or been an official of the Club, who has given service for a continuous period of five (5) years shall receive a long service certificate.

12 CLUB COLOURS

The colours of the Club shall, unless otherwise decided by the Members, be a combination of Red and Black.

13 SANFL

- 13.1 The Club shall be an associate Club of the SANFL and shall be subject to, and abide by, the Rules, Regulations and By-Laws of that Body.
- 13.2 The SANFL may vary any such rules, with or without notice, from time to time.
- 13.3 When the SANFL requires the Club to adopt a new Rule or to rescind, vary, modify or otherwise alter any existing Rule of this Constitution, the Board may adopt such Rule or effect such rescission, modification or alteration, without the requirement to call a General Meeting and without the necessity of obtaining approval from the Members of the Club. However, any such alteration must be notified to the Members within twenty-eight (28) days of such a request and should be proposed to the Membership formally at the next Annual General Meeting or Special Meeting.
- 13.4 The Club must ensure that all Officials, employees and volunteers are registered in accordance with the SANFL requirements related to Officials, staff and players. This may include such compliance items as working with children checks (WWCC) or national volunteer registration.
- 13.5 The Club must not permit any person who has not been registered with the SANFL as a Registered Official under regulation 4.4 of the SANFL Regulations to hold any Office or perform any duty, official or otherwise, for the Club.

14 INTERPRETATION OF RULES

- 14.1 These Rules shall, if possible, be constructed so as to be consistent with and in compliance with, the Constitution, Rules and Regulations of the SANFL and if there is at any time an inconsistency or conflict between these Rules and the SANFL Rules, the latter shall prevail.
- 14.2 The Board shall be the sole authority for the interpretation of these Rules and any regulations, By-Laws or Terms of Reference made here under and the decision of the Board upon any question of interpretation or upon any matter affecting the Club and not provided for by these Rules, shall be final and binding upon Members.

15 WINDING UP

- 15.1 The Club may be dissolved voluntarily by resolution passed by no less than three quarters of the full membership of the Club at a Special or Annual General Meeting, of which at least twenty-eight (28) days notice in writing specifying the proposed resolution must have been given to Members. Votes may be in person or by Proxy.
- 15.2 If upon the winding up, or dissolution, of the Club there remains after the satisfaction of all debts and liabilities, any surplus, such surplus must not be paid to or distributed amongst members of the Club but must be given or transferred to some other organisation(s) having objects similar to the Club and which prohibits the distribution of profits and assets to Members. Such organisation(s) must be determined by the Members of the Club at, or before, the time of dissolution.

16 MATTERS NOT DEALT WITH

Any matter of any kind whatsoever not dealt with or provided for under these Rules, may be dealt with in such manner as the Board may determine. The decision of the Board on these matters shall be final and binding on all members.