

CONSTITUTION
OF
CENTRAL DISTRICT FOOTBALL CLUB INC.

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1. NAME

The name of the Club is **CENTRAL DISTRICT FOOTBALL CLUB INC.** (referred to in this Constitution and Rules as "the Club").

2. DEFINITIONS AND INTERPRETATION

In these rules unless a contrary intention appears:-

- 2.1 **“the Board”** means the Board of Directors established under Rule 14 of these Rules;
- 2.2 **“the Club”** means Central District Football Club Inc;
- 2.3 **“the Chairman”** means the Chairman of the Board appointed pursuant to Rule 13.3. of these Rules;
- 2.4 **“the Vice Chairman”** means the Vice Chairman of the Board appointed pursuant to Rule 13.5 of these Rules;
- 2.5 **“Director”** means a member of the Board;
- 2.6 **“Financial Year”** means the period of one year ending on 31 October in each calendar year;
- 2.7 **“League”** means the South Australian National Football League Incorporated;
- 2.8 **“Playing member”** means any person included on a list of players of the Club required to be lodged with the League under the Regulations of the League;
- 2.9 **“the President”** means the Chairman of the Club so appointed;
- 2.10 **“Resolution” or “Ordinary Resolution”** means a resolution passed by more than one half of members of the Club present and entitled to vote in person or otherwise at any Meeting of members of the Club;
- 2.11 **“Voting member of the Club”** means a member of the Club who is entitled by virtue of these Rules or by the conditions attaching to his membership of the Club to vote at meetings of members of the Club;
- 2.12 Headings shall not in any way affect the meaning or interpretation of these Rules;
- 2.13 Words referring to the singular number include the plural and vice versa;
- 2.14 Words referring to the masculine gender also include the feminine and neuter genders and vice versa;
- 2.15 Words referring to persons include corporations and vice versa;
- 2.16 General expressions used in these Rules in connection with powers directions or things shall not be limited to or controlled by the particular powers directions or things with which they are connected;

3. OBJECTS

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

- 3.1 Promoting and encouraging the game of Australian Football;
- 3.2 Forming, preparing and entering teams and competitors to play Australian Football;
- 3.3 Co-ordinating activities associated with Australian Football;
- 3.4 Organising and conducting tournaments and the like;
- 3.5 Promoting and encouraging the playing of such other forms of athletic sports and games as the Board from time to time determines;
- 3.6 Fielding or joining with any other body or association in fielding teams in football competitions conducted by the South Australian National Football league Inc (“the SANFL”);
- 3.7 Becoming a member of such sporting bodies as the Board from time to time determines;
- 3.8 Improving the abilities of participants;
- 3.9 Improving the standard of trainers and coaches;
- 3.10 Providing or funding the provision of health professionals including but not limited to doctors, physiotherapists nutritionists and suchlike for the purpose of improving the fitness of players and/or to provide rehabilitation for injuries to players;
- 3.11 Providing prizes and scholarships for actual and potential players of the Club;
- 3.12 Providing purchased or leased facilities for the activities of the game of Australian Football for the use of Club members and visitors;
- 3.13 Providing facilities for members of the Club and its members to watch football training and the playing of matches;
- 3.14 Providing facilities and opportunities for members of the Club and the Club to learn about and discuss the game of Australian Football with the players, coaches, trainers, officials and each other;
- 3.15 Promoting the Club’s activities within the wider community and amongst the Club’s members;
- 3.16 Encouraging increased and wider participation and improved performance through marketing and by initiating or facilitating research and development;
- 3.17 Promoting the Club’s activities by encouraging member’s involvement in such activities;

- 3.18 To promote unity and good fellowship among the members of the Club and between members of the Club and other sporting clubs;
- 3.19 Conducting any other activity which directly or indirectly encourages and fosters the playing of the game of football or otherwise or which is incidental or conducive to the activities referred to in this object;
- 3.20 Funding any of the above activities of the Club;

4. POWERS

To achieve its objects the Club has the following powers (in addition and without prejudice to any other powers herein expressed or implied or expressed or implied under or by virtue of the provisions of the Associations Incorporation Act 1985 (as amended):

- 4.1 To promote, conduct, manage, take part in, assist and provide for the holding of contests, exhibitions, displays and demonstrations of sports of every description whether in Australia or abroad;
- 4.2 To acquire or hire or take on lease sports, athletic, cricket, football, recreation and other grounds, golf courses, tennis courts, gymnasiums, swimming pools, stadiums, theatres, halls and other buildings and places used or capable of being used for purposes of sport, amusement, recreation or entertainment;
- 4.3 To affiliate with the League and to play football matches in competitions conducted, arranged or controlled by the League;
- 4.4 To appoint representatives or delegates to the League and/or any other affiliated body;
- 4.5 To affiliate or co-operate with any other body having same or similar objects;
- 4.6 To hire, engage, employ or otherwise contract with sporting teams, clubs, organisations to assist with the operations of football and to enter into any contract agreement or arrangement for any option privilege or right over or in connection with any such team, club or organisation;
- 4.7 To hire, engage, employ or otherwise contract health and/or sporting professionals including but not being limited to medical practitioners, trainers, dieticians, physiotherapists, chiropractors, psychologists and suchlike and to enter into any contract agreement or arrangement for any option privilege or right over or in connection with any such persons;
- 4.8 To promote, facilitate and encourage greater interest and participation in sport whether by advertising in any form, competitions, awards, donations or otherwise howsoever;
- 4.9 To award scholarships;
- 4.10 To establish, maintain and support training opportunities to benefit employees or playing members of the Club;

- 4.11 To provide and furnish services of every description to members and without limiting the generality of the foregoing to provide and maintain clubrooms, meeting rooms, libraries and other amenities and recreational facilities and to supply to members local and overseas sporting news and information and articles in publications which may be of interest or of use to members;
- 4.12 To do all things which the Club may think reasonably necessary or desirable for providing for the upkeep and improvement of the property of the Club;
- 4.13 To acquire by purchase, taking on lease, or otherwise, land buildings and all other property real and personal which the Club may from time to time think proper to acquire for the purpose of conducting the Club's activities and to build, alter, add to, sell or demolish any building erected upon any such land and to grant or acquire easements or rights over land;
- 4.14 To purchase, lease, or otherwise obtain equipment or materials for the purpose of achieving the objects of the Club and to dispose of such equipment and materials as become necessary to achieve the objects;
- 4.15 To enter into any arrangement with any government or authority, Commonwealth, State, Local or otherwise, or any company or Club in any part of Australia, and to obtain from any such government authority or company or otherwise subsidies, grants, donations, loans and guarantees against loss on any conditions, rights or privileges for any purposes 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;
- 4.16 To acquire by purchase, lease, exchange, amalgamation or otherwise either as nominee, agent or principal (including by the acquisition of shares) premises holding any licence or permit under the Liquor Licensing Act 1997 and/or The Gaming Machines Act 1992 as amended or re-enacted lands, buildings, houses, and other property and hereditaments of any tenure or description and any estate or interest therein or any rights over or connected with land and to turn the same to account as may be thought expedient and in particular by preparing building sites and by constructing, reconstructing, improving, altering, decorating, furnishing and maintaining hotels, offices, flats, houses, factories, warehouses, shops, garages, buildings, works and conveniences of all kinds and by consolidation, leasing or otherwise disposing of the same and to buy, make advances on, or sell all descriptions or produce or merchandise and home units, stocks, shares, bonds, mortgages, debentures or obligations and plant, machinery, chattels, debts and choses in action of all descriptions;
- 4.17 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;
- 4.18 To insure against loss or damage by fire theft or otherwise in respect of any insurable contingency, any property in which the Club has an insurable 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;
- 4.19 To advertise and promote the activities of the Club by any media;

- 4.20 To hold or promote competitions of any description authorised by law, which may be likely to assist with the achievement of the objects of the Club;
- 4.21 To advertise or to otherwise promote the sales distribution or circulation of any publication issued or sold by the Club or in which it is interested and to give prizes in connection therewith of any description;
- 4.22 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;
- 4.23 To comply with all things necessary or expedient having regard to the laws and regulations of any government or authority, Commonwealth, State, Local or otherwise, in any place or places at which the Club carries on its activities;
- 4.24 To hire, employ, contract with or discharge, administrative, clerical, professional, educational and any other staff necessary and to pay them and to other persons in return for services rendered to the Club reasonable fees, salaries, honoraria, wages or bonuses, and on such conditions of employment and salaries, rewards and benefits as the Board determines;
- 4.25 To make arrangements for and 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 dependants;
- 4.26 To accept or take any 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;
- 4.27 To establish and support or aid in the establishment and support of any Club or institution having for its objects those that are similar to the objects of the Club or any charitable or benevolent Club or institution and to subscribe or guarantee money for the such purposes;
- 4.28 To appoint from time to time, with such powers as it deems necessary, such sub-committees, agents or other bodies or persons for the purpose of carrying out, achieving and completing any of the objects of the Club, and to revoke, cancel, limit or alter such powers and terms of appointment and delegations or authority as may appear necessary to the Board;
- 4.29 To open and maintain a bank or like account or accounts and draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- 4.30 To make such rules and regulations as the board deems necessary in its discretion;
- 4.31 To do all such other acts, matters and things as are or may appear to the Board to be ancillary, incidental or conducive to the attainment of the above objects and powers or any of them;

5. NON PROFIT ORGANISATION

All income and property of the Club must be applied solely towards the promotion of the objects of the Club and no portion of it shall be paid or transferred directly or indirectly by way of dividend, profit or otherwise to members of the Club, except that nothing in this Rule prevents the payment in good faith of reasonable remuneration to any officer, member or employee of the Club in return for any services actually rendered to the Club or of reasonable allowances and travelling expenses to an officer, member or employee of the Club which is representing the Club.

6. MEMBERSHIP

- 6.1 Membership of the Club is open to natural persons who are in the opinion of the Board of good character and reputation who are eighteen (18) years of age and over;
- 6.2 A person who applies for but is denied membership of the Club shall be given reasons for the decision to deny membership.
- 6.3 A person may request a hearing before the functionary presently approving membership who denied membership. In that event the functionary will facilitate a hearing within seven (7) days next following the decision being made. The issue to be determined at such meeting is whether there be good cause to alter the decision made to deny membership and the functionary will be empowered to confirm the decision or to admit the applicant to membership and if so on terms as he or she deems fit in his or her absolute discretion.
- 6.4 In the event that the functionary presently approving membership deciding to deny membership after a hearing conducted under clause 6.3 herein, a person may request a hearing before the Board and in that event the Board will facilitate a hearing at the meeting of the Board next following the decision being made under clause 6.3. A majority decision of the Board is necessary to alter the decision to deny membership or the terms imposed.
- 6.5 The Club shall consist of:
- 6.5.1 Ordinary members;
 - 6.5.2 Life members and Playing Life members;
 - 6.5.3 Playing members;
 - 6.5.4 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 these Rules;
 - 6.5.5 Members of such other class or classes as may be determined by the Board under Rule 7.5;
- 6.6 In this Constitution and Rules, the use of the word "member" when used without qualification means Ordinary members, Life members, Playing members, or any of them;
- 6.7 Save and except for those persons appointed by the Board to be Ordinary

members other than in accordance with this clause, applicants for Ordinary membership must deliver to the registered office of the Club an Application for membership in such form as the Club decides. Subject to the foregoing, an applicant for Ordinary membership must at the time of delivering the application for such membership pay the prescribed entrance and/or membership fee applicable at the time of lodgement of the Application;

- 6.8 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;
- 6.9 The Chief Executive Officer must upon the request of a member who has duly enrolled as such supply to that member a printed copy of the Constitution and Rules of the Club then in force;
- 6.10 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 his entrance and/or membership fee which was paid on application;
- 6.11 A member shall not be entitled to vote in Annual or Special General Meetings in the event that such member's membership is not fully paid up at least three (3) calendar months prior to the convening of such meeting.

7. CATEGORIES OF MEMBERSHIP

7.1 Ordinary Members

All persons who are elected or invited to be members under this Constitution will, unless elected under any other category of membership are Ordinary members.

An Ordinary member is entitled to all rights and privileges of membership including but without limitation the right to attend and vote at meetings of members of the Club.

The membership of an Ordinary member may be revoked for disgraceful conduct or conduct unbecoming as determined by the majority of the Board.

7.2 Life Members and Playing Life Members.

7.2.1 Any member who has rendered valuable and outstanding service as determined by the Board to the Club may at any Annual General or Special Meeting of the Club be appointed by the Board as a Life member. No more than two life members shall be appointed in any one year. A Life member shall 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.

A Life member is entitled to all rights and privileges of membership including but without limitation the right to attend and vote at

meetings of members of the Club.

- 7.2.2 The Board may appoint as a Playing Life member any person who has played 10 years of League Football and 100 League games or has rendered valuable and outstanding service to the Club in the opinion of the Board.

A Playing Life member is entitled to all rights and privileges of membership including but without limitation the right to attend and vote at meetings of members of the Club.

- 7.2.3 The membership of a Playing Life member may be revoked for disgraceful conduct or conduct unbecoming as determined by the majority of the Board.

7.3 **Playing Members**

Subject to clause 6.1 herein, all persons who are registered as players of the Club with the SANFL will be Playing members. A Playing member is entitled to all rights and privileges of membership including but without limitation the right to attend and vote at meetings of members of the Club.

The membership of a Playing member may be revoked for disgraceful conduct or conduct unbecoming as determined by the majority of the Board.

7.4 **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 Chief Executive Officer or the President become Honorary members of the Club entitled to use the Club's facilities and services but shall not be eligible to receive notice of meetings, or to vote at meetings or to hold office within the Club.

- 7.4.1 Any resident of the Commonwealth of Australia of distinction or of prominence in sport or service to the community, or;

- 7.4.2 Such other person or persons as approved by the Chief Executive Officer or the President.

Honorary members will retain membership for a period not exceeding fourteen (14) days and must never exceed two hundred (200) in number at any given time.

The membership of an Honorary member may be revoked for disgraceful conduct or conduct unbecoming as determined by the majority of the Board.

7.5 **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.

7.6 A person whose membership is revoked under clauses 7.1 to 7.4 inclusive shall be given reasons for the decision to revoke such membership.

7.7 A person may request a hearing before the functionary revoking membership. In that event the functionary will facilitate a hearing within seven (7) days next following the decision being made. The issue to be determined at such meeting is whether there be good cause to alter the decision made to revoke membership and the functionary will be empowered to confirm the decision or to admit the applicant to membership and if so on terms as he or she deems fit in his or her absolute discretion.

7.8 In the event that the functionary revoking membership deciding to affirm his or her decision to revoke membership after a hearing conducted under clause 7.7 herein, a person may request a hearing before the Board. In that event the Board will facilitate a hearing at the meeting of the Board next following the decision being made under clause 7.7. A majority decision of the Board is necessary to alter the decision to revoke membership or the terms imposed.

7.9 “Disgraceful conduct” shall mean conduct which is disgraceful in its ordinary meaning and without limiting the generality of the foregoing includes conduct which is prejudicial or detrimental to the reputation or the interests of the Club.

7.10 **Members bound by Constitution**

All members of the Club will be bound by the Rules contained in this Constitution.

8. REGISTER 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 other than any of the Officers of the Club.

9. 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 enter 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.

10. TERMINATION OF MEMBERSHIP

Subject to the Board’s determination to the contrary (save and except in the event of death), a person's membership of the Club will immediately cease in the event that he dies, is expelled or becomes of unsound mind on the occurrence of that event.

11. RESIGNATION

Any member wishing to resign his 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 his conduct prior to his resignation. Any person ceasing to be a member of the Club will immediately return all property of the Club which he may have in his 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;.

12. SUBSCRIPTIONS

- 12.1 Playing members, Life members, Playing Life members, Honorary members and such Ordinary members as determined by the Board, will not be liable to pay any entrance fee or subscription;
- 12.2 The entrance fee (if any) payable by a person seeking membership of the Club will be such sum as may be fixed by the Board from time to time provided, that the Board has the power in its absolute discretion at any time to waive payment or vary the amount of the entrance fee as between members of the Club and as between different classes of membership of the Club;
- 12.3 The annual subscription (if any) payable by each different class of members of the Club must be determined by the Board and such subscription will fall due and payable on the first day of January in the subsequent year and if such subscription be not paid by 31 March in that subsequent year, the member shall be deemed unfinancial and shall ipso facto cease to be a member. The Board may at any time in its absolute discretion and upon payment of the subscription in arrears and any such re-entrance fee as it may decide to impose re-admit any such person to membership of the Club;
- 12.4 The Board may in its absolute discretion accept such amount as decided upon by the Board for or in respect of the annual subscription fee payable by virtue of this Constitution and Rules from any member who is in the opinion of the Board in necessitous circumstances;
- 12.5 Regardless of anything contained in this Constitution it is lawful for the Board in its absolute discretion to determine that no subscription shall be payable by any member or members in respect of any period specified by the Board. Any member or members so exempted will be entitled during such period to exercise their existing membership privileges and in the case of ordinary members including the right to vote provided that any outstanding amounts owing to the Club by any such member or members must have been previously paid;

13. OFFICERS

- 13.1 The Officers of the Club shall consist of those persons who shall hold the office from time to time of President, Chairman, Vice Chairman, Members of the Board Chief Executive Officer and Treasurer.
- 13.2 The Board may appoint a President who shall hold office for a term set by the

Board and shall perform such functions as may be delegated to him by the Board..

13.3 The Board may appoint a Treasurer, who shall hold office for a term set by the Board and shall perform such functions as may be delegated to him by the Board.

13.4 The Board may appoint a Vice Chairman, who shall hold office for a term set by the Board and shall perform such functions as may be delegated to him by the Board.

14. MANAGEMENT OF THE CLUB AND BOARD OF DIRECTORS

14.1 The conduct control and management of the affairs of the Club is vested in a Board of Directors;

14.2 Subject to clause 14.3 herein the Board of Directors shall comprise seven (7) in number.

14.3 The Board shall have the power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the Board (for such period as may be determined by the Board in its absolute discretion) but so that the maximum number of Directors fixed in accordance with these Rules does not exceed nine (9). Any Director appointed to fill a casual vacancy shall hold office only until the Annual General Meeting next following the filling of the casual vacancy;

14.4 Subject to these Rules each Director will hold office until the conclusion of the Annual General Meeting next following his or her election or appointment. Thereafter and prior to each Annual General Meeting, the Board of Directors shall appoint all but two (2) such Directors who shall hold office until the next Annual General Meeting or such earlier time as the Board of Directors shall so decide. Two (2) Directors, who shall be elected by the members present and voting at each annual general meeting of the Club, shall hold office until next Annual General Meeting;

14.5 The Board may meet to carry out its business at such time and in such manner as it shall determine but in any event not less frequently than once in each calendar month save for the month of January;

14.6 Minutes must be kept of all proceedings of the Board. In the event that the Chief Executive Officer shall not be present at any duly convened meeting, the Board shall appoint one (1) person from amongst the employees of the Club or its members or such other person as the Board decides to act as minute secretary for the purpose of preparing agendas and recording minutes of the meeting of the Board;

14.7 The Board shall have the power to relieve the Chairman and/or the Vice Chairman so appointed from holding that office;

14.8 If the appointment of the Chairman is terminated for any reason before the expiration of his term the Board must appoint another of their number to be Chairman who will hold office for so long only as the person in whose place he is appointed would have held office if his appointment had not been terminated;

- 14.9 Subject to Rule 14.10 the Chairman shall be the Chairman of all meetings of the Board;
- 14.10 If the Chairman is not present at any meeting of the Board within 15 minutes of the scheduled commencement time of that meeting the Vice Chairman must act as Chairman and if he is not present, a Chairman of that meeting must be elected by ordinary resolution of the Directors present at that meeting;
- 14.11 The Chairman or any three (3) Directors may at any time summon a meeting of the Board;
- 14.12 A quorum for a meeting of the Board is a number which is more than half the whole number of the Board duly constituted and a member of the Board having an interest referred to in Rule 14.19 is to be counted for the purpose of a quorum regardless of that interest. If within thirty (30) minutes from the time appointed for the meeting or within such further period as those present may agree a quorum is not present the meeting must stand adjourned to the same day in the next week at the same time and place or to such other day at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within one hour from the time appointed for the meeting the members present [being not less than three (3)] shall form a quorum;
- 14.13 Regardless of Rule 14.12, if the number of members of the Board shall fall below five (5), the continuing members of the Board may act despite such vacancy or vacancies in their body. The continuing members of the Board must, as soon as possible, take all steps necessary to cause such vacancy or vacancies to be filled;
- 14.14 Questions arising at any meeting shall unless otherwise specified in these Rules or determined by the Board be decided by a majority of votes. In case of equality of votes, the Chairman shall have a casting vote only;
- 14.15 The term of office of a member of the Board shall cease immediately if:-
- 14.15.1 he resigns his office by notice in writing to the Board;
 - 14.15.2 he dies;
 - 14.15.3 he becomes an insolvent under administration;
 - 14.15.4 he is suspended for any period or otherwise ceases to be a member of the Club;
 - 14.15.5 he becomes of unsound mind or person who is liable to be dealt with in any way under any law relating to mental health;
 - 14.15.6 his term of appointment expires under these Rules;
 - 14.15.7 the Board is of the opinion that he is not a fit and proper person to continue to serve on the Board.
 - 14.15.8 the Board is of the opinion that he has failed to discharge his duties and obligations to it or has so conducted himself as to bring the Board and/or the Club into disrepute.

- 14.16 All acts done by the Board or by any person acting as a member of the Board must notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person so acting or that they or any of them were disqualified shall be as valid as if every such person had been duly appointed and/or was duly qualified;
- 14.17 A resolution in writing signed by all the members of the Board for the time being will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held;
- 14.18 No member of the Board shall be disqualified from office by virtue of contracting or entering into any arrangement with the Club either as vendor, purchaser, solicitor or otherwise, nor will any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Club in which all of the members of the Board or any member of the Board is in any way interested be avoided nor will any member of the Board so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason of such member of the Board holding that office or the fiduciary relationship thereby established;
- 14.19 Every member of the Board who is in any way whether directly or indirectly interested in a contract or proposed contract with the Club where the amount payable by the Club under such contract or proposed contract exceeds the sum of Ten Thousand Dollars (\$10,000.00), must as soon as reasonably practicable after the relevant facts have come to his knowledge declare the nature of his interest at a meeting of the Board. For the purpose of this clause a general notice given to the Board by a member of the Board to the effect that he is an officer or member of a specified company or a member of a specified firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm will be deemed to be a sufficient declaration of interest in relation to any contract so made but no such notice will be of effect unless either it is given at a meeting of the Board or the member of the Board so concerned takes reasonable steps to ensure that it is tabled and read at the next meeting of the Board after it is given. It is the duty of every member of the Board who holds any office or possesses any property whereby duties or interests might be created in conflict (whether actual or apparent) with his duties or interests as a member of the Board to declare at a meeting of the Board the fact and the nature, character and extent of such conflict and such last mentioned declaration must be made at the first meeting of the Board held after he becomes a member of the Board or (if he is already a member of the Board) after he commenced to hold the office or possess the property. The Chief Executive Officer shall record every declaration under this clause in the minutes of meeting at which it is made, and must maintain a register of all such declarations;
- 14.20 No member of the Board is entitled to neither take part in any discussion nor vote in respect of any contract or arrangement in which he is interested and if he does so his vote must not be counted;
- 14.21 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at the meeting;

- 14.22 The Board may, from time to time, appoint such subcommittee(s) as it deems necessary or expedient, and may delegate or refer to such subcommittee such powers and duties of the Board as the Board may determine. Such subcommittees must report their proceedings to the Board and shall conduct their business in accordance with the directions of the Board;
- 14.23 The Board may from time to time make By-Laws regulating the conduct and behaviour of the members of the Club and the Board may from time to time alter, add to, vary, amend or repeal any By-Laws made hereunder. Any By-Laws are, unless they are inconsistent with the Constitution and Rules of the Club for the time being and from time to time, be binding upon all members of the Club for the time being and from time to time and be construed as and form part of these Rules until rescinded, altered or varied by the Board. In the event of any inconsistency between the Constitution and the Rules of the Club from time to time and any By-Laws made hereunder the provisions of the Constitution and Rules will prevail and such By-Laws are to the extent of their inconsistency invalid and unenforceable;

15. CHIEF EXECUTIVE OFFICER

The Board shall appoint a Chief Executive Officer of the Club, for such term or terms and upon such terms and conditions as the Board shall determine. The duties of the Chief Executive Officer shall inter alia be:-

- 15.1 To attend all meetings of the Board of Directors;
- 15.2 To keep or cause to be kept a list of members for the time being of the Club;
- 15.3 To keep or cause to be kept records and minutes for the Club in a book or books (whether in electronic form or otherwise) provided for that purpose of the meetings of the Board, and all other Committees and Sub-committees of the Club;
- 15.4 To convene or cause to be convened meetings of the Board and of all other Committees and Sub-committees;
- 15.5 To receive or cause to be received subscriptions and other moneys belonging or due to the Club and upon receipt of the same to pay it into the Club's bank account;
- 15.6 To carry out all such other duties as may be delegated to him by the Board;

16. TREASURER

The Board shall appoint a Treasurer of the club for such term and upon such conditions as the board shall in its absolute discretion think fit, and the duties of the Treasurer shall be:-

- 16.1 To prepare such financial statements as may be directed by the Board.
- 16.2 To submit all books of accounts and bank pass books for the Annual General Audit or when required for audit by the majority vote of the Board

- 16.3 To keep an account of all moneys received and disbursed by the Club and to submit such accounts in relation to same to the Annual General Meeting duly audited.

17. ACCOUNTING

- 17.1 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 that:
 - 17.1.1 proper books of account are kept by the person holding the position of Treasurer of the Club showing the state of the funds of the Club and its actual and contingent liability;
 - 17.1.2 all monies owing by the Club are duly and regularly paid;
 - 17.1.3 all monies owing to the Club are duly received;
 - 17.1.4 all monies received by the Club are promptly deposited in the Club's bank account and receipts, vouchers and other documents pertaining to the Club's financial affairs must be carefully filed and preserved for inspection by the auditor;
- 17.2 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;
- 17.3 The Club must furnish annually as soon as practicable 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 period of the Club together with the duly audited Balance Sheet and Profit and Loss Account of the Club;

18. AUDITOR

An auditor shall be appointed by the members of the Club at the Annual General Meeting of the Club. Any registered company auditor not being a member of the Club is eligible to be appointed an auditor.

- 18.1 The auditor of the Club shall continue in office unless he or she resigns or the Board nominates an alternate auditor at an Annual General Meeting;
- 18.2 The auditor shall audit the accounts of the Club for the financial period beginning the first day in November and ending on the last day of October each year. The audit report shall be attached to the financial statements and placed before the Club at the Annual General meeting;
- 18.3 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;

19. NOMINATION FOR OFFICE

- 19.1 Notice shall be given of the election of members of the Board of Directors of the Club and shall be advertised at least twenty eight (28) days prior to the Annual General Meeting;

- 19.2 Any person who is not a member of the Club shall be ineligible for nomination or election to any office in the Club;
- 19.3 All nominations for election to the Board of Directors of the Club shall be forwarded in the prescribed form to the Chief Executive Officer of the Club at least twenty one (21) days prior to the Annual General Meeting;
- 19.4 Should more members be proposed or offer themselves for election than is required to fill the vacancies, an election shall be held by ballot of the voting members of the Club;
- 19.5 Should a sufficient number of members not offer themselves for election any remaining vacancies, shall be filled at the discretion of the Board of Directors of the Club;
- 19.6 The election of Board members shall be held at the Annual General Meeting and voting shall take place between the hours of 5.00pm and 8.00pm on the day of such Annual General Meeting;
- 19.7 Persons elected to The Board of the Club will take office at the conclusion of the meeting of members at which they are elected;
- 19.8 The Board shall appoint a Returning Officer or Officers as it deems expedient to conduct any election;
- 19.9 All elections of Board members shall be conducted and determined on a “first past the post” basis;

20. MEETINGS OF MEMBERS

- 20.1 Only Ordinary, Playing, Life Members and Playing Life Members are entitled to attend and vote at any Meeting of members of the Club;
- 20.2 The Annual General Meeting of the Club must be held before the month of February in each year on a date to be fixed by the Board, 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 of that year. Such business shall be deemed ordinary business and all other business shall be deemed special;
- 20.3 At least fourteen (14) days notice must be given to those members of the Club who are entitled to attend and vote of any General Meeting of the Club;
- 20.4 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-one (21) 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;

- 20.5 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 seventy five (75) 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 chairman of the meeting;
- 20.6 Upon a request in writing to convene a Special General Meeting under Rule 20.5 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;
- 20.7 At any Meeting of members or any adjournment of that Meeting, a quorum will consist of thirty (30) members personally present 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 request 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;
- 20.8 The Chairman or in his absence or unwillingness to act, the Vice Chairman will in case of an equality of votes both on the show of hands and upon a ballot have a casting vote;
- 20.9 At any Meeting of members a resolution put to the vote of the meeting shall unless a ballot is demanded, be decided by a show of hands of the persons present and entitled to vote;
- 20.10 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 him to the Club whether for subscriptions or otherwise shall have been duly paid;
- 20.11 Unless a ballot is demanded, a declaration by the Chairman of that meeting that a resolution has been carried or 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 of or against such resolution;
- 20.12 A ballot may be demanded on any resolution by the Chairman or by not less than fifty (50) per centum of members present and entitled to vote;
- 20.13 If a ballot is demanded on any resolution by the requisite number of persons it must be taken at such time and in such manner as the Chairman of the meeting directs;
- 20.14 No ballot can be demanded on the question of the adjournment of a meeting;

21. MEMBER VOTING PROCEDURES

Subject to Clause 6(8) herein, at all meetings of the Club every member shall be entitled to one vote and shall vote personally, except in election of Directors at a General Meeting in which case the ballot papers for such election shall be handed out personally by the

Returning Officer between 5 p.m. and 8 p.m. on the day of the Annual General Meeting. The ballot papers shall be on a duly authorised form issued by the returning officer. Where a member cannot attend to vote between the hours of 5 p.m. and 8 p.m. on the day of the Annual General Meeting, an absentee vote shall be given out by the returning officer or his delegate to a member on application. Such an absentee vote may be applied for on and up to seven (7) days prior to the Annual General Meeting. All absentee votes, in order to be counted, must be received by the returning officer or his delegate by no later than 5 p.m. on the day appointed for the Annual General Meeting.

22. INDEMNITY

Nothing which is done by any member of the Board or by any Officer or other person appointed or employed by the Board if done bona fide in the exercise of his powers or in the performance of his duties under the Constitution and Rules of the Club shall subject such Officer or other person to any personal liability and out of its funds the Club shall indemnify and keep indemnified such Officer or other person with respect to any action proceeding claim or demand made of such Officer or other person including but not limited to costs and interest whatsoever or howsoever incurred in the course of the conduct of the business of the Club.

23. 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 other than with 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 counter-signed by the Chief Executive Officer or a second member of the Board or be signed and counter-signed by such other person or persons as the Board may from time to time authorise.

24. ALTERATION OF CONSTITUTION

24.1 This Constitution may be altered, varied or amended by a resolution passed at an Annual General Meeting or Special General Meeting of the Club. No such resolution shall be deemed to have been passed unless it be carried by a majority of at least three quarters of the members present and voting at the meeting. At least twenty one (21) days notice in writing specifying the proposed amendment or amendments shall have been given to members;

24.2 The Commissioner for Liquor and Gaming shall be provided with a copy of any amendment to this Constitution.

25. NOTICES

25.1 The Club must at all times have an address for service of notices which said address must unless otherwise advised be the address of the office of the Club and the Club must give written notice to every member of every change of such address within twenty-eight (28) days after any change thereto is made;

25.2 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 of the Club or enclosed in an

envelope with postage duly pre-paid and addressed with the full name of the Club and its address for service of notice for the time being and posted at any post office in Australia;

- 25.3 Every notice to be given or communication made by the Club to any member will be deemed to have been duly given or made if given or made in writing and enclosed in an envelope with postage duly pre-paid and addressed to the member's address on the register of members or if no such address is specified in the register to the last known or usual business address of the member and posted at any post office in Australia or transmitted electronically to the members nominated email address on the register of members or if no such email address is specified in the register to the last known email address of the member.

26. CLUB COLOURS AND GUERNSEY

The colours of the Club shall be a combination of Red, White and Blue and the design of Club playing attire shall be at the discretion of the Board.

27. THE LEAGUE.

The Club is a League Club as defined in the League Constitution and accordingly: -

- 27.1 The Club shall be subject to and abide by the lawful Rules, Regulations and By Laws of that body as varied from time to time;
- 27.2 When the League requires the Club to adopt a new and lawful Rule or to lawfully and reasonably rescind, vary or modify or alter any existing Rule of this Constitution, the Board may for such purpose adopt such Rule or effect such rescission variation modification or alteration without the necessity of calling any general meeting of the Club or without the necessity of obtaining any approval of the members of the Club but any such alteration to this Constitution shall be notified to members at the next General Meeting of the Club;
- 27.3 The Board must in respect of each and every season nominate such persons as may be required under the Constitution of the League to be a Director and Alternate Director(s) of the League for the current season;
- 27.4 To the extent that it be lawful, the Club must comply with Regulation 4.4 of the Regulations made under the Constitution and Rules of the League as amended or varied from time to time ("the League Regulations") relating to the registration of Officials of the Club with the League;
- 27.5 The Club may not permit any person who has not been registered by the League as a Registered Official under Regulation 4.4 of the League Regulations to hold any office in or perform any duty for the Club;

28. INTERPRETATION OF THIS CONSTITUTION AND RULES AND REGULATIONS MADE THERE UNDER

The Board shall be the sole authority for the interpretation of this Constitution and rules and regulations made there 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 or by the regulations made there under shall be final and binding upon the members;

29. WINDING UP

29.1 The Club may be dissolved voluntarily by resolution passed by not less than three quarters of the members of the Club present and voting at a General Meeting of the Club of which at least twenty-eight (28) days notice in writing specifying the proposed resolution must have been given to members;

29.2 If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any surplus, such surplus must not be paid to or distributed amongst the members of the Club but must be given or transferred to some other organisation or organisations having objects similar to the objects of the Club and which prohibits the distribution of its profits and assets to its members which organisation or organisations must be determined by the members of the Club at or before the time of dissolution;

30. 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 shall determine.