

# GLENELG FOOTBALL CLUB INCORPORATED CONSTITUTION

Adopted on Monday 24<sup>th</sup> February 2025 by the members at the Annual General Meeting.

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## 1. NAME

The name of the club is "GLENELG FOOTBALL CLUB INCORPORATED".

## 2: DEFINITIONS AND INTERPRETATION

In these rules unless a contrary intention appears:

- 2.1 "the Act" means the *Associations Incorporations Act 1985 (SA)*.
- 2.2 "the Board" means the Board of Directors established pursuant to Rule 8 of these rules.
- 2.3 "Committee" means Executive Committee established under Rule 11.
- 2.4 "the Club" means Glenelg Football Club Incorporated.
- 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 "the President" means the President of the Board of Directors appointed pursuant to Rule 8.7 of these Rules.
- 2.9 "Resolution" or "Ordinary Resolution" means a resolution passed by more than one half of members of the Club present and entitled to vote whether in person or by proxy or otherwise at any Meeting of Members of the Club.
- 2.10 "Returning Officer" means the person appointed in accordance with Rule 10.1.
- 2.11 "Senior Coach" means the person for the time being employed by the Club to coach the Club's League Team.
- 2.12 "Special Resolution" means:
  - a) providing 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Club;  
and
  - b) it is passed by a majority of not less than three-quarters of the voting members.
- 2.13 "Sub Committee" means a committee established by resolution of the Board at a meeting.
- 2.14 "Registered Volunteers" means those persons who are volunteers registered with the Club performing duties related to the operations of the Club.
- 2.15 Headings shall not in any way affect the meaning or interpretation of these Rules.

2.16 Words referring to the singular number include the plural and vice versa.

2.17 Words referring to persons include corporations and vice versa.

2.18 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 objects of the Club are:-

- 3.1 To promote and encourage the game of Australian Football.
- 3.2 To promote and encourage the playing of such other forms of athletic sports and games as the Board may from time to time determine.
- 3.3 To be a member of the League and such other sporting body as the Board may from time to time determine.
- 3.4 To promote unity and good fellowship among the members of the Club and between members of the Club and other Clubs.
- 3.5 To provide a well serviced venue and appropriate facilities to players of the Club, members of the Club and to the community.

### 4: POWERS

In furtherance of its objects the Club has the following powers:

- 4.1 To lease or acquire by purchase or otherwise any freehold or leasehold land or property real or personal and/or acquire, rent, construct, provide, make and maintain all such stands, sheds, buildings, fences and other improvements as in the opinion of the Board may from time to time be necessary for the furtherance of the Club's objects or any of them for the proper conduct and management of the business of the Club.
- 4.2 To invest and deal with the monies of the Club in such manner as the Board determines including without limitation the power to lend moneys to persons on such terms as the Board determines and to subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations, debentures, or securities of any Government authority or person or company.
- 4.3 To borrow or raise money or secure the payment of money in such manner as the Board determines and by the issue of debentures charged upon all or any of the Club's property (both present and future) and to purchase, redeem, or pay off any such securities.
- 4.4 To sell, improve, manage, let, mortgage or dispose of or consider any of the real or personal property of the Club.

- 4.5 To open and maintain a bank account or accounts and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- 4.6 To lend and advance money or give credit to any person or corporation, to guarantee and give guarantees or indemnities in respect of the payment of money or the performance of contracts or obligations by any person or corporation, to secure or undertake in any way the repayment of moneys lent or advanced to or the liabilities incurred by any person or corporation and otherwise to assist any person or corporation, and to enter into such agreements as may be necessary for the furtherance of the objects of the Club, including the welfare of its players.
- 4.7 To assist, in such manner as the Board shall determine, playing members of the Club, particularly in cases of sickness, accident or hardship.
- 4.8 To establish, maintain and support or aid in the establishment and support of funds, trusts and conveniences calculated to benefit employees or playing members or past employees or past playing members of the club and to grant compensations and allowances and to make payments towards insurance or assurances and to subscribe or guarantee money for charitable or benevolent objects or for any public, general athletic or useful object.
- 4.9 To effect and maintain any policy of life assurance.
- 4.10 To do all such acts and things as are incidental or subsidiary to all or any of the above objects.

## **5: MEMBERS AND MEMBERSHIP**

- 5.1 Any person other than a person who is a playing member or officer of another Club which is a member of the League shall be eligible for membership of the Club.
- 5.2 The Board has the power to create, determine and/or vary the class or classes of membership and the terms and conditions of and the rights and privileges attached to each class or classes of membership.
- 5.3 Without limiting the provisions of Rule 5.2:
  - 5.3.1 there will be a class of membership known as "Ordinary Membership". Ordinary Membership confers upon a person such rights and privileges and is subject to such terms and conditions as may be determined by the Board from time to time. An Ordinary Member shall have the right to attend and vote at every Meeting of Members of the Club;
  - 5.3.2 the Board has power from time to time to create classes of membership known as "Honorary Membership", "Volunteer Membership" and "Junior Membership" with power to determine the terms and conditions of and the rights and privileges attaching to each of those

classes of membership. Each applicant for "Junior Membership" must be under the age of 18 years on the date of application for "Junior" Membership";

- 5.3.3 The President, Chief Executive Officer, Members of the Board and any person who is for the time being a Playing Member, Trainer, Timekeeper, appointed member of the Playing Room Staff, Registered Volunteers, the Senior Coach of the Club or any other person or persons who provide services to the Club whom the Board shall nominate shall be deemed to be an Ordinary Member of the Club.
- 5.4 The annual membership fee for each class of members must be determined each year by the Chief Executive Officer.
- 5.5 Subject to Rules 5.3, 5.6 and 5.7 payment of a membership fee entitles a member to attend and vote at all Meetings of Members of the Club until the conclusion of the Annual General Meeting next following the end of the Financial Year in which that fee was paid.
- 5.6 No person is entitled to vote at any Meeting of Members of the Club unless the annual membership fee has been duly paid. This Rule does not apply to Life Members of the Club and those persons nominated as Ordinary Members pursuant to Rule 5.3.3 who have not been required to pay the annual membership fee.
- 5.7 Notwithstanding any other Rule contained in these Rules a member under the age of 18 years is entitled to attend but not vote at any Meeting of Members of the Club.

## 6: LIFE MEMBERS

- 6.1 The Board may resolve that Life Membership be conferred on any member who has in a special degree promoted the objects and interests of the Club. Such member will thereafter be and continue to be a member of the Club without paying any membership fee unless and until such membership is subsequently terminated by resolution of the Board. A Life Member is entitled to all the rights and privileges of an Ordinary Member including without limitation the right to attend and vote at all Meetings of Members of the Club.
- 6.2 All persons who are Life Members of the Club upon the adoption of these Rules will continue to be Life Members.

## 7: OFFICERS

- 7.1 The Officers of the Club shall be the Directors.
- 7.2 The Officers of the Club other than the members of the Board shall be appointed by the Board and hold office until the conclusion of the Annual General Meeting following their appointment unless such office is terminated or vacated before that time.

- 7.3 Any vacancy occurring during the year in any office (other than the office of Director) shall be filled by the Board but any person so appointed will hold office only until the Annual General Meeting following their appointment and shall be eligible for re-appointment to that office.

#### 8: BOARD OF DIRECTORS

- 8.1 The conduct, control and management of the affairs of the Club is vested in a Board of Directors.
- 8.2 The persons being Directors at the date of the adoption of these Rules shall remain as Directors until the next Annual General Meeting after the adoption of these Rules.
- 8.3 Until otherwise decided by the Club in General Meeting, the maximum number of Directors shall be eight (8) comprising:
- 8.3.1 four (4) persons elected by members of the Club having the right to vote at any Meeting of Members of the Club;
- 8.3.2 four (4) persons appointed by the Board of Directors.
- 8.4 The Directors should have regard to any policies of the League as applicable at the time when appointing persons to the Board.
- 8.5 The Directors have the power at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the maximum number of Directors fixed in accordance with these Rules is not exceeded. Any Director appointed to fill a casual vacancy will hold office only until the expiration of the term of the Director whose vacancy was filled.
- 8.6 Subject to these Rules each appointed Director will hold office until the conclusion of the Annual General Meeting following their appointment.
- 8.7 The Board shall appoint one of their number to be the President and shall have the power to remove that person as President.
- 8.8 The Board shall appoint one of their number to be Deputy President and shall have the power to remove that person as Deputy President.
- 8.9 The President and Deputy President shall (unless the appointment is earlier terminated) retain office as President and Deputy President until the first meeting of the Board of Directors following the next ensuing Annual General Meeting after either appointment and shall be eligible for re-appointment.
- 8.10 If the appointment of the President is terminated for any reason before the expiration of the term the Board shall appoint another of their members to be President who will hold office for so long only as the person in whose place is appointed would have held office if the appointment had not been terminated.

- 8.11 Subject to Rule 8.12 the President will chair all meetings of the Board.
- 8.12 If the President is not present at any meeting of the Board within 15 minutes of the scheduled commencement time of that meeting the Deputy President shall act as Chair of the Board and the Deputy President is not present, a Chair of the meeting shall be elected by ordinary resolution of the Directors' present at that meeting.
- 8.13 The Board shall meet to carry out its business at such time or times as it determines but, in any event, not less frequently than six (6) times in a calendar year.
- 8.14 The quorum for a meeting of members of the Board is four (4) Directors unless otherwise determined by members of the Club in a General Meeting.
- 8.15 The President, Deputy President or any three (3) Directors may at any time summon a meeting of the Board.
- 8.16 The Directors or a quorum of Directors may act notwithstanding any vacancy on the Board.
- 8.17 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 Chairperson shall have a second or casting vote.
- 8.18 A person automatically ceases to be a member of the Board if the person:
- 8.18.1 resigns;
  - 8.18.2 is absent from three consecutive meetings of the Board without a leave of absence being granted by the Board on or before each of those meetings;
  - 8.18.3 ceases to be a member of the Club; or
  - 8.18.4 is suspended for any period as a member of the Club;
  - 8.18.5 is removed by resolution of the Board.

## 9: POWERS AND DUTIES OF THE BOARD

Subject to these Rules the conduct, control and management of the affairs of the Club are vested in the Board which shall, without limitation, have the following powers and duties:

- 9.1 To meet, adjourn and otherwise regulate their meetings as they shall think fit.
- 9.2 To open an account or accounts at the Club's bank into which all monies of the Club shall be paid.
- 9.3 To determine from time to time the person or persons who shall operate the Club's bank accounts.



- 9.4 To elect persons as members of the Club.
- 9.5 To pass for payment accounts submitted to the Board.
- 9.6 To appoint, when necessary for the purposes of an election, a Returning Officer whose decision in relation to all matters concerning the conduct and result of such election shall be final.
- 9.7 To make by-laws not inconsistent with these Rules and to alter or rescind such by-laws.
- 9.8 To decide upon any question or difference which may arise as to the construction or meaning of these Rules or by-laws made under them. For that purpose and without limitation whenever such questions or differences arise they shall be referred to the Board, whose decisions shall be final and binding on all parties.
- 9.9 To make rules or by-laws concerning the obligations of the Club to playing members and of playing members to the Club and to revoke, alter, vary or amend those rules or by-laws from time to time which rules or by-laws as revoked, altered, amended or varied shall be deemed to be and form part of any Contract or Agreement between the Club and any playing member.
- 9.10 To enter into such contracts in the name of and on behalf of the Club as it shall think advisable and always to dispose of the funds of the Club as it may deem best for the carrying out of the objects of the Club.
- 9.11 To receive from the Chief Executive Officer, and consider, true accounts:
  - 9.11.1 of the assets and liabilities of the Club;
  - 9.11.2 of the income and expenditure of the Club.
- 9.12 Once at least in every 12 months to lay before the Club in General Meeting an Annual Report, a Financial Report including a Statement of Income and Expenditure and Balance Sheet of the Club for the financial year and the Auditor's Report on the Financial Report of the Club.
- 9.13 To appoint any sub-committee as it may determine and to delegate to any sub-committee such of its duties and powers as it may decide.
- 9.14 The Board may delegate its powers and functions under these Rules to the Chief Executive Officer or any other person the Board determines.
- 9.15 To remove from office any person holding office in the Club, and any member of any sub-committee of the Club whether constituted under these Regulations or by the Board and whether appointed by the Board or elected by members of the Club and appoint another or others in their place. Any person appointed to fill the vacancy created by such removal will fill such vacancy for the remainder of the term of office of the person who has been removed.

- 9.16 To make standing orders for the regulation of meetings of the Club and of the Board and of any sub-committee and for the regulation of the election of members of the same (where applicable) and to amend, alter, vary or rescind such standing orders.
- 9.17 To nominate and appoint in each year one person to be a Delegate to or Director of the League and to promptly fill any casual vacancy occurring in respect of such Delegate or Director.
- 9.18 To nominate and appoint in each year one or more persons to be a proxy Delegate or alternate Director to attend meetings of the League and to vote thereat.
- 9.19 To appoint and dismiss all Senior Coaches of the Club.
- 9.20 To determine the remuneration to be paid to the Auditor or Auditors for the time being of the Club.
- 9.21 The Board can for the purpose of dealing with its business make valid resolutions outside of scheduled meetings.
- 9.22 The Board shall have the ability to convene in person, electronically or via telecommunication for the dispatch of its business.
- 9.23 A member of the Board having a direct or pecuniary interest in a contract or proposed contract or business of the Club, must disclose the nature and extent of that interest to the Board as required by the Act, and shall not vote with respect to that contract, proposed contract or business. This shall be reflected in the minutes of that meeting.
- 9.24 The Board may make policies and procedures to further the objects of these Rules.

#### 10: BOARD OF DIRECTORS – ELECTIONS

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

- 10.1 The Board of Directors shall appoint a Returning Officer, who may be the Chief Executive Officer, and shall set a date and hour up to which nominations may be received for the positions of Director (the "**Closing Time**"), such date being at least 28 days prior to the date of the Annual General Meeting.
- 10.2 The Returning Officer shall call for nominations by:
  - 10.2.1 sending an advertisement via email to the email address for each Member (if any) set out in the Register of Members;
  - 10.2.2 placing an advertisement in one of the newspapers of state-wide circulation in South Australia at least 10 days prior to the Closing Time;

and 10.2.3 publishing an advertisement on the website and social media platforms (if applicable)

- 10.3 All nominations:
- 10.3.1 shall be made in writing signed by (or in the case of email, having scanned-in signatures of) 2 Members of the Club, being Members entitled to vote and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - 10.3.2 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.
- 10.4 If the number of candidates nominated is equal to or less than the number of vacancies to be filled, the Chairperson at the Annual General Meeting shall declare such candidates to be duly elected.
- 10.5 A candidate may withdraw a nomination at any time prior to the commencement of the Annual General Meeting.
- 10.6 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 8.4 and shall be filled pursuant to Rule 8.4.
- 10.7 If the number of candidates nominated 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:
- 10.7.1 The Chief Executive Officer Returning Officer shall, within 14 days after the Closing Time, forward to each Member of the Club entitled to vote relevant voting information dealing with completion of the Ballot Paper and the voting procedure and process which may include voting by electronic means and as determined from time to time by the Board, the appropriate Ballot Paper listing the candidates, and any statement by a candidate in support of election not exceeding 250 words (as approved by the Returning Officer Chief Executive Officer);
  - 10.7.2 Members may, in respect of each Financial Year nominate on renewal of Membership to receive the information referred to in Rule 10.7.1 by post to the address in the Register of Members or to be sent by email, in the manner specified in Rule 10.7.3;
  - 10.7.3 The information referred to in Rule 10.7.1 will be sent to the email address for each Member (if any) set out in the Register of Members, unless the Member has made the nomination referred to in Rule 10.7.2;

- 10.7.4 For the purpose of conducting a ballot the Chief Executive Officer shall supply to the Returning Officer a certified list of Members who are entitled to vote;
- 10.7.5 Voting shall be effected by either:
  - 10.7.5.1 the return by the Member of the Ballot Paper by post; or
  - 10.7.5.2 by electronic means either by e-mail or through a web-based voting mechanism approved by the Board and the Returning Officer;
- 10.7.6 A Member who is unable to cast a vote by e-mail or via the web-based process must return the Ballot Paper to the Returning Officer in an envelope to be provided together with an identification slip signed by the Member by no later than 72 hours prior to the time and date of the Annual General Meeting;
- 10.7.7 After the close of the ballot, 72 hours prior to the time and date set for the Annual General Meeting, the Returning Officer shall certify the number of votes received by each candidate. Successful candidates will be declared elected by the Chairperson of the Annual General Meeting;
- 10.7.8 In case of an equality of votes, the Chairperson, if not a candidate, shall have a casting vote. If the Chairperson is a candidate, the Chairperson shall vacate the Chair at a convenient time during the meeting and the meeting shall elect another Chairperson who shall exercise the casting vote;
- 10.7.9 The decision of the Returning Officer as to:
  - 10.7.9.1 the validity of any vote;
  - 10.7.9.2 the right of any member to vote;
  - 10.7.9.3 which votes shall be counted; and
  - 10.7.9.4 generally as to the conduct of the ballot and the scrutiny;shall be final.
- 10.7.10 the Returning Officer shall appoint such assistants as considered necessary for the conduct of the ballot;
- 10.7.11 each candidate for election may appoint a scrutineer or scrutineers to attend the counting of votes provided that not more than one scrutineer for each candidate is present in the counting room at any one time.

## 11: EXECUTIVE COMMITTEE

- 11.1 There shall be an Executive Committee comprising the President, Deputy President and one Director appointed by the Board.
- 11.2 The Executive Committee has power to deal with any matter arising between meetings of the Board which in the opinion of any member of the Executive Committee is required to be dealt with urgently. Every decision of the Executive Committee will be binding as if it was a decision of the Board.
- 11.3 The Chief Executive Officer shall sit Ex Officio on the Executive Committee.

## 12: CHIEF EXECUTIVE OFFICER

The Board shall appoint (and dismiss) a Chief Executive Officer of the Club for such term and upon such remuneration and conditions as the Board shall determine. The duties of the Chief Executive Officer will be:

- 12.1 To attend all meetings of the Board and other meetings as directed by the Board.
- 12.2 To keep or cause to be kept a list of members for the time being of the Club.
- 12.3 To keep or cause to be kept in a book, books (electronic files) provided for that purpose records and minutes of the meetings of the Board, and all other committees and sub-committees of the Club.
- 12.4 To convene or cause to be convened meetings of the Board and all other committees and sub-committees.
- 12.5 To receive or cause to be received subscriptions and other monies belonging or due to the Club and upon receipt of the same to pay same into the Club's bank account.
- 12.6 To carry out all such other duties as may be delegated by the Board.

## 13: AUDITOR

- 13.1 There shall be an Auditor or Auditors of the Club who shall be appointed by the members of the Club at the Annual General Meeting in each year. Any vacancy occurring in the position of Auditor during the ensuing year shall be filled by an appointment of the Board.
- 13.2 The powers and duties of the Auditor or Auditors shall be as follows:
  - 13.2.1 to audit the books of the Club in accordance with the laws and standards in force from time to time and which relate to the Club and to report the result of such audit to the Board in sufficient time to enable the Board to present that report to the Annual General Meeting of the Club;

- 13.2.2 to make a report to the Board upon the Financial Report including the Statement of Income and Expenditure and the Balance Sheet and in every such report the Auditor shall state whether or not the Auditor is satisfied that the Financial Report is drawn up so as to present fairly the results of the Club for the Club's financial year and the financial state of the Club as at the end of the Club's financial year.

#### 14: REGISTER OF MEMBERS

- 14.1 The Chief Executive Officer shall enter or cause to be entered into a Register of Members the name and address, email and other details and the class of membership of each person who has been elected to membership of the Club.
- 14.2 If any member makes application in writing to the Chief Executive Officer for inspection of the Register of Members, the Chief Executive Officer shall notify such person of a convenient place and time within 5 working days of the receipt of such application and such person shall be entitled to inspect and to make extracts from the Register of Members at such time and place.
- 14.3 The names of all members, Officers, Directors and Life Members of the Club shall be entered on the Register of Members.

#### 15: MEETING OF MEMBERS

- 15.1 An Annual General Meeting shall be held no later than the last day of February in each year.
- 15.2 The business to be conducted at each Annual General Meeting shall be:
  - 15.2.1 to lay before members the Annual Report, the Financial Report including the Statement of Income and Expenditure and Balance Sheet and the Auditor's Report of the Club for the financial year ending on the 31st day of October preceding the date of the Annual General Meeting;
  - 15.2.2 the election of the Directors of the Board under Rule 10;
  - 15.2.3 to conduct any other business connected with the Club which may lawfully be conducted.
- 15.3 A Special General Meeting of the Club may be called at any time by the Board on its own motion, or on receipt by the Chief Executive Officer of a requisition signed by not less than THIRTY (30) members of the Club entitled to be present and vote at any Meeting of Members of the Club requesting that a Special General Meeting of the Club be held, and the detailing the purpose of that meeting. The Board shall convene a Special General Meeting for the purpose set out in that requisition to be held at least twenty-one (21) days after the date on which notice concerning the meeting is given under Rule 15.5. If the Board has not convened a Special General Meeting within twenty-one (21) days of that

requisition being lodged with the Chief Executive Officer, the persons signing such requisition of any of them may convene a meeting themselves.

- 15.4 A Special General Meeting shall not entertain or transact any business except that which is specified in the notice convening that meeting.
- 15.5 All meetings of Members of the Club shall be convened upon notice specifying the place, day and hour of the meeting and also in the case of a Special General Meeting the nature of the business proposed to be considered or transacted at such meeting and such notice shall be given not less than twenty-one (21) days prior to such meeting to the email address listed in the Register of Members or by sending it by post to the address appearing in the Register of Members.
- 15.6 At all General Meetings of members of the Club thirty (30) members of the Club entitled to be present and vote at any such meeting and present in person or by proxy shall form a quorum.
- 15.7 Subject to these Rules:
  - 15.7.1 only those persons whose names are entered on the Register of Members on 31 October in each year and/or who are not precluded by these Rules or conditions of their membership from attending and voting at that meeting are entitled to be present and/or vote at the Annual General Meeting of that year;
  - 15.7.2 only those persons whose names are entered on the Register of Members on the date which is two calendar months before the Special General Meeting and/or who are not precluded by these Rules or conditions of their membership from attending and voting at that meeting are entitled to be present at and/or vote at that meeting.
- 15.8 The President or in the President's absence or refusal to do so, the Returning Officer, may appoint not more than six (6) persons who need not be members of the Club to act as scrutineers at any General Meeting of Members of the Club. A scrutineer may demand the name and identification, to the reasonable satisfaction of that scrutineer, of any person in or proposing to enter the room in which the meeting is held and if such person's name is not in the Register of Members and/or identification is not produced as the case may be when so requested by a scrutineer entry to the room will be not be granted; or if in the room the President may in their absolute discretion either not commence the meeting or if the meeting has commenced adjourn the meeting until such person withdraws from the room. Any scrutineer appointed who is not a member of the Club shall be entitled to enter the room in which the meeting is held but shall not be entitled to speak on any matter before the meeting nor to vote.

#### 16: VOTING AT MEETINGS OF MEMBERS AND COMMITTEES

- 16.1 At any General Meeting of members each member present in person or by proxy and entitled to vote shall be entitled to cast one (1) vote on any question before the meeting whether on a show of hands or a division or on a poll. In the case of

an equality of votes the Chairperson of that meeting shall be entitled to a casting vote.

- 16.2 At a meeting of any committee or sub-committee constituted under these Rules, each person present in person and entitled to vote shall be entitled to cast one (1) vote on any question before that meeting. In the case of an equality of votes the Chairperson of the meeting shall be entitled to a casting vote.

#### 17: CHAIRPERSON OF MEETINGS OF MEMBERS AND COMMITTEES

- 17.1 Except as otherwise provided in these Rules:
- 17.1.1 the President of the Board or such other person being a member of the Club as the Board shall appoint will be the Chairperson of all General Meetings of Members of the Club;
  - 17.1.2 if the President is absent from or declines to act as Chairperson of any meeting or any part of a meeting and/or the Board has not appointed another person to act as Chairperson of such meeting or part of a meeting the members of the Club present at the meeting have the right to appoint from their number present at the meeting a Chairperson for that meeting or any part of it.
- 17.2 Except as otherwise provided in these Rules:
- 17.2.1 the members of each committee or sub-committee elected or appointed by the Board, or under these Rules shall from their number elect a Chairperson to be the Chairperson of all meetings of such committee or sub-committee;
  - 17.2.2 in the absence of the Chairperson from any meeting of such committee or sub-committee as the case may be the members of such committee or sub-committee must appoint another of its members present at that meeting to act as the Chairperson of that meeting.

#### 18: PROXIES

- 18.1 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 at any meeting of members.
- 18.2 The form appointing a proxy shall be in writing and signed by the member appointing such proxy.
- 18.3 A form appointing a proxy may specify the way the proxy is to vote in respect of a particular motion and, where an instrument of proxy so provides, the proxy is not entitled to vote on the motion except as specified in the form of proxy.
- 18.4 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:



## GLENELG FOOTBALL CLUB INC

I (insert name) of (insert address)  
being a member of Glenelg Football Club hereby appoint of  
or, in the absence of that member of 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 20 and  
at any adjournment of that meeting.

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

Signed this day of 20xx

- 18.5 The form appointing a proxy shall not be treated as valid unless it is deposited not less than 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.

### 19: SEAL HOLDERS

- 19.1 The President, the Deputy President with such other Director or Directors as the Board may from time to time appoint shall be seal holders.
- 19.2 The seal of the Club may be affixed to a document only with the authority of a resolution passed at a meeting of the Board and shall be affixed in the presence of and be signed and countersigned by any two of the President, Deputy President and any other seal holder appointed under Rule 19.1.
- 19.3 There is no requirement to affix the seal of the Club on a document, unless the document relates to significant or large contract, arrangement or transaction, or as determined by the Board by a resolution passed at a meeting.

### 20: MINUTES

Minutes of the proceedings of every meeting of the Board, the Club, and any committee, and sub-committee of the Club must be kept in a format acceptable by law.

### 21: CLUB COLOURS

Unless otherwise determined by the Board the colours of the Club shall be a combination of Black and Gold.

### 22: DISCIPLINE OF MEMBERS

If any member, official or other person entitled to membership under these Rules shall, in the opinion of the Board, be guilty of conduct detrimental to the Club, its image or interest, such member, official or person may have the membership cancelled or any membership privileges withdrawn. If any such conduct is alleged the following procedures must be followed:

- 22.1 Details of the conduct complained of shall be given in writing by the Board to the member, official or person against whom an allegation has been made.
- 22.2 Such member, official or person shall be given an opportunity by the Board to show cause and may be required by the Board to show cause in writing, as to why it should not cancel the membership of that member or withdraw membership privileges of that member.
- 22.3 The decision of the Board on the matter shall be given in writing to the member, official or person concerned.

### 23: VALIDITY OF RESOLUTIONS

- 23.1 All acts done at any meeting of the Board, or of any committee or sub-committee or by any person acting as a member of the Board or any committee or sub-committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any member or members of the Board, or any committee or subcommittee or person acting as aforesaid or that they or any of them were disqualified, be valid as if every person had been duly appointed and was qualified to be a member of the Board or such committee or subcommittee as the case may be.
- 23.2 Every action of the Board or of its members shall while the number of members is below the maximum number of members required under these Rules pending the appointment of another person or persons be as valid or effectual as if there were then the maximum number of members present.
- 23.3 A decision in writing signed by all the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the members of the Board (as the case may be) duly called and constituted.

### 24: NOTICES

Except where otherwise provided for by these Rules, a notice required to be served on or given to members may be served upon a member personally, or by sending the notice through the post in an envelope addressed to the member at the address stated in the Register of Members or by the email address stated in the Register of Members.

### 25: PROPERTY

The property of the Club shall not belong to the members thereof and no member shall by reason of membership, have any transferable interest in any property of the Club.

### 26: ALTERATIONS OF RULES

- 26.1 These Rules may be added to, repealed, or altered by resolution at any Annual General Meeting or Special General Meeting, provided that no such resolution shall be deemed to have been passed unless at least TWO THIRDS of the voting members present in person or by proxy at the meeting shall vote for such resolution, and provided also that at least fourteen (14) days' notice shall be

given to the Chief Executive Officer of the intention to move that the Rules be altered, added to or repealed, together with the effect of such intended motion, and only such motions of which notice has been given shall be considered at such meeting.

- 26.2 For a period of one (1) year after the date of adoption of this Constitution, the Board shall be empowered to add to, alter, repeal or otherwise amend the same without regard to the formal requirements for the amendment of rules set out herein. Any such amendment may be made by a simple majority of the Directors present and voting at a meeting of the Board.

#### 27: INDEMNITY

Every member of the Board, the Auditor and all other officers of the Club shall be indemnified out of the funds of the Club against all costs, charges, damages, action, proceedings and expenses incurred or sustained by reason of any agreement entered into on behalf of the Club or any act or default done or made in any way in carrying out the duties of office, unless the same have been caused by fraud or dishonesty.

#### 28: DISSOLUTION OF CLUB

- 28.1 The Club may be dissolved at a Special General Meeting specially convened for the purpose of which notice must be given not less than one month prior to the date of holding the Meeting.
- 28.2 At such meeting voting by proxy will be allowed and the votes of THREE FOURTHS of members of the Club present and voting in person or by proxy will be necessary to carry a resolution of such dissolution.
- 28.3 In the event that the Club is dissolved the surplus assets and monies that remain after the satisfaction of all debts and liabilities of the Club shall be transferred and paid to another entity:
- 28.3.1 which has objects similar to the objects of the Club;
- 28.3.2 which is not carried on for the profit or gain of its individual Members;
- 28.3.3 the rules of which prohibit the distribution of income or assets of that entity to its Members.

#### 29: INTERPRETATION OF RULES

- 29.1 The Board is the sole authority for the interpretation of these Rules and the Board shall have power to make Regulations or By-Laws on any matter not provided for by these Rules and its decision in any question of interpretation or on any matter not provided for by these Rules shall be final and binding on the members.
- 29.2 These Rules, shall, if possible, be construed so as to be consistent and in compliance with the Constitution, Rules and Regulations of the League and if

there shall at any time be any conflict between these Rules and the Constitution, Rules and Regulations of the League, the latter shall prevail.

30: OPERATION OF RULES

- 30.1 These Rules shall come into operation on the date of their adoption.
- 30.2 All officers and servants of the Club shall perform, carry out and comply with all the Rules, Regulations, By-Laws, proper directions and requirements of the League.

31: MATTER 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.