

Amended Constitution of the Maroubra Saints Junior Australian Football Club Inc

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Part 1 Preliminary

1 Definitions

(1) In these rules:

Club means Maroubra Saints Junior Australian Football Club.

Club Committee means the body consisting of the Club Committee Members under Rule 14.

Club Committee Member means a Club Member elected to be a member of the Club Committee in accordance with this Constitution.

Club Member means:

- (a) a Life Member; or
- (b) a person that has applied to be a member of the Club and has paid the annual membership subscription set by the Club Committee, and who is a:
 - i) child under 18 years of age (for boys) and under 19 years of age (for girls) who is eligible to play Australian Rules Football (“**Junior Member**”); or
 - ii) parent or guardian of a Junior Member (“**Parent Member**”).

Financial Year for the Club means:

- (a) the period of time commencing on the date of incorporation of the Club and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

Life Member means a Club Members awarded Life Membership in accordance with Rule 2(4).

Office-Bearers means a Club Committee Bearer who is an office-bearer referred to in Rule 14(2).

Ordinary Committee Member means a member of the committee who is not an Office-Bearer of the Club, as referred to in rule 14(2).

Secretary means:

- (a) the person holding office under these rules as secretary of the Club, or
- (b) if no such person holds that office – the public officer of the Club.

Special general meeting means a general meeting of the Club other than an annual general meeting.

The Act means the Associations Incorporation Act 2009.

The regulation means the Associations Incorporation Regulation 2016.

(2) In these rules:

(a) A reference to a function includes a reference to a power, authority and duty, and

(b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

Part 2 Club Membership

2 Membership qualifications

(1) Club Membership categories are as follows:

(a) Parent Member – a parent/guardian of a Junior Member.

(b) Junior Member – a playing member of the Club whose annual membership subscription has been paid.

(c) Life Member – members may be awarded Life Membership in accordance with Rule 2(4).

(2) Membership (as a Junior Member) shall be open to any member of the community who possesses an interest in Australian Rules Football.

(3) Payment of a Junior Member's football registration fee is deemed to include the payment of the annual membership subscription for the Parent Member and provides Club Membership (as a Parent Member) for one parent/guardian of the junior player. For the avoidance of doubt, one parent/guardian may hold multiple Parent Memberships where they are the parent/guardian of multiple players.

(4) **Life Membership:** The Club Committee may appoint a Club Member as a Life Member of the Club in recognition of services rendered in promoting the objects of the Club. Life Members will have provided at least five (5) years of service to the Club. Life Membership must be approved by unanimous vote of

the Club Committee. Life Members are not required to pay membership subscriptions for the term of their membership.

- (5) All Club Members shall be bound by the Rules and By-Laws, in place at any particular time, of the AFL NSW/ACT, AFL Greater Sydney Juniors and the applicable Regional Committee and this Constitution.
- (6) All Club Members agree to abide by the AFL Code of Conduct.

3 Application for Membership

- (1) An application for Club Membership must be:
 - (a) in writing on the form prescribed from time to time by the Club Committee; and
 - (b) subject to Rule 3(2), accompanied by the football registration fee (which is deemed to include the payment of the annual membership subscription) as set by the Club Committee.
- (2) The President may waive the requirement to pay the football registration fee.
- (3) Upon an applicant becoming a Club Member, the secretary must cause, the applicant's name to be registered in the register of Club Members..

4 Cessation of Club Membership

A person ceases to be a Club Member if the person:

- (a) dies;
- (b) resigns Club Membership;
- (c) is expelled from the Club;
- (d) does not pay their paid the annual membership subscription to the Club; or
- (e) as a Parent Member, if they do not have a child who is a Junior Member.

5 Club Membership entitlements not transferrable

A right, privilege or obligation which a person has by reason of being a Club Member:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's Club Membership.

6 Resignation of Club Membership

- (1) A Club Member may resign from Club Membership by giving notice to the Club.
- (2) If a Club Member ceases to be a Club Member under clause (1), and in every other case where a Club Member ceases to hold Club Membership, the Secretary must make an appropriate entry in the register of Club Members recording the date on which the Club Member ceased to be a Club Member.

7 Register of Club Members

- (1) The Secretary must cause to be established and maintain a register of Club Members (in electronic form) specifying the name and address of each person who is a Club Member together with the date on which the person became a Club Member.
- (2) The electronic register must be open for inspection, free of charge, by any Club Member at any reasonable hour.
- (3) A Club Member of the may obtain a print out of any part of the register on payment of a fee of not more than \$1 for each page copied or, if some other amount is determined by the Club Committee, that other amount.
- (4) A Club Member or Club Committee Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8 Not used

9 Club Members' liabilities

The liability of a Club Member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the Club Member in respect of Club Membership of the Club as required by rule 8.

10 Resolution of internal disputes

- (1) Disputes between Club Members (in their capacity as Club Members) of the Club, and disputes between Club Members and the Club, are to be referred to

a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

- (2) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

11 Disciplining of Club Members

- (1) A complaint may be made to the Club Committee by any person that a Club Member:
 - (a) has persistently refused or neglected to comply with a provision or provisions of these rules,
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Club.
- (2) On receiving such a complaint, the Club Committee:
 - (a) must cause notice of the complaint to be served on that Club Member concerned; and
 - (b) must give the Club Member at least 14 days from the time the notice is served within which to make submissions to the Club Committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the Club Member in connection with the complaint.
- (3) The Club Committee may, by resolution, expel the Club Member from the Club or suspend the Club Member from Club Membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (4) If the Club Committee expels or suspends a Club Member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the Club Member of the action taken, of the reasons given by the Club Committee for having taken that action and of the Club Member's right of appeal under rule 12.
- (5) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the Club Member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the Club Member exercises the right of appeal, unless and until the Club confirms the resolution under rule 12(5).whichever is the later.

12 Right of appeal of disciplined Club Member

- (1) A Club Member may appeal to the Club in general meeting against a resolution of the Club Committee under rule 11, within 7 days after notice of the resolution is served on the Club Member, by lodging within the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Club Member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Club Member under clause (1), the secretary must notify the Club Committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the Club convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Club Committee and the Club Member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the Club Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) If at the general meeting the Club passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The Club Committee

13 Powers of the Club Committee

Subject to the Act, the Regulation and these rules and to any resolution passed by the Club in general meeting, the Club Committee:

- (a) is to control and manage the affairs of the Club, and
- (b) may exercise all such functions as may be exercised by the Club, other than those functions that are required by these rules to be exercised by a general meeting of Club Members of the Club, and
- (c) has power to perform all such acts and do all such things as appear to the Club Committee to be necessary or desirable for the proper management of the affairs of the Club.

14 Constitution and Membership

- (1) Subject to the Act, the Club Committee is to consist of:

- (a) the Office-Bearers of the Club, and
- (b) 7 Ordinary Committee Members.

each of whom is to be elected at the annual general meeting of the Club under rule 15.

(2) The office-bearers of the Club are (“**Office-Bearers**”) :

- (a) the President,
- (b) the Manager Football Operations,
- (c) the Treasurer,
- (d) the Secretary, and
- (e) the Auskick Registrar,
- (f) the Junior Registrar

(3) The total number of Club Committee Members is to be 13.

(4) A Club Committee Member may hold up to 2 offices (other than both the offices of president and vice-president).

(5) Each Club Committee Member is, subject to these rules, to hold office until the annual general meeting following the date of the Club Committee Member’s election, but is eligible for re-election.

(6) In the event of a casual vacancy occurring in the Club Committee Membership of the Club Committee, the Club Committee may appoint a Club Member to fill the vacancy and the Club Member so appointed is to hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

15 Election of Club Committee Members

(1) Only Club Members may nominate as candidates of the Club Committee. Nominations for Club Committee Membership must be:

- (a) for only one Parent Member of a Junior Member; and
- (b) emailed to either the President or the Secretary at any time prior to the annual general meeting. ,

(2) If insufficient nominations are received to fill all vacancies on the Club Committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.

(3) If there are insufficient nominations, any vacant positions on the Club Committee are taken to be casual vacancies.

- (4) If the number of nominations is equal to the number of vacancies to be filled, the persons nominated whether by email or in person are taken to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of Office-Bearers and Ordinary Club Committee Members of the Club Committee is to be conducted at the annual general meeting by a show of hands.

16 Minutes

The Secretary or, if the Secretary is not in attendance, another Club Committee Member attending as nominated by those in attendance, must keep minutes of the proceedings of the Club Committee meetings and general meetings.

17 Treasurer

It is the duty of the treasurer of the Club to ensure:

- (a) that all money due to the Club is collected and received and that all payments authorised by the Club are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.

18 Casual vacancies

For the purposes of these rules, a casual vacancy in the office of a Club Committee Member occurs if the Club Committee Member:

- (a) dies, or
- (b) ceases to be a Club Member, or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under rule 19, or
- (f) becomes a mentally incapacitated person,
- (g) is absent without the consent of the Club Committee from all meetings of the Club Committee held during a period of 6 months;
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or

- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth

19 Removal of Club Committee Member

- (1) The Club in general meeting may be resolution remove any Club Committee Member from the office of Club Committee Member before the expiration of the Club Committee Member's term of office and may by resolution appoint another Club Member to hold office until the expiration of the term of office of the Club Committee Member so removed.
- (2) If a Club Committee Member to whom a proposed resolution referred to in clause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representation be notified to the Club Members, the secretary or the present may send (via email or other electronic means) a copy of the representations to each Club Member or, if the representations are not so sent, the Club Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Meetings and quorum

- (1) The Club Committee will meet at such place and times as the Club Committee may determine and this may include meetings held electronically (by email or some other means) or by teleconference.
- (2) Any 3 Club Committee Members constitute a quorum for the transaction of the business of a meeting of the Club Committee including if the Club Committee meeting is held electronically (by email or otherwise) or by teleconference ("**Quorum**"). Voting may be by electronic means including email, via teleconference or in person
- (3) No business is to be transacted by the Club Committee unless a Quorum is present or, if a meeting is held electronically, at least 4 votes are received by electronic means. .
- (4) At a meeting of the Club Committee held in person:
 - (a) the President or, in the President's absence, the Secretary is to preside, or
 - (b) if the President and the Secretary are absent or unwilling to act, such one of the remaining Club Committee Members as may be chosen by the Club Committee Members present at the meeting, is to preside.

21**Delegation by Club Committee to sub-committee**

- (1) The Club Committee may, by email from the President or via a minute in the minutes of a Club Committee Meeting, delegate to one or more sub-committees (consisting of such Club Member or Club Committee Members as the Club Committee thinks fit) the exercise of such of the functions of the sub-committee as are as specified in the email from the President or via a minute in the minutes of a meeting, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Club Committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this rule, the Club Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Club Committee.
- (6) The Club Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A sub-committee may meet and adjourn, as it thinks proper.

22**Voting and decisions**

- (1) Voting may be by electronic means such as email or other means, via teleconference or in person.
- (2) Subject to a Quorum being present or attending by electronic means, questions arising at a meeting of the Club Committee or of any sub-committee appointed by the Club Committee are to be determined by a majority of the votes of Club Committee Members or sub-committee.
- (3) Each Club Committee Member present or attending by electronic means, at a meeting of the Club Committee or of any member of a sub-committee appointed by the Club Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- (4) Subject to rule 20(5), the Club Committee may act despite any vacancy on the Club Committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Club Committee or by a sub-committee appointed by the Club Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Club Committee Member or a member of a sub-committee.

Part 4 General meeting

23 Annual general meetings – holding of

- (1) The Club must, at least once in each calendar year and within the period of 6 months after the expiration of each Financial Year convene an annual general meeting of its Club Members.

24 Annual general meetings – calling of and business at

- (1) The annual general meeting of the Club is, subject to the Act and to rule 23, to be convened on such date and at such place and time as the Club Committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Club Committee reports on the activities of the Club during the last preceding Financial Year,
 - (c) to elect Office-Bearers of the Club and Ordinary Committee Members,
 - (d) to receive and consider the statement which is required to be submitted to Club Members under section 26(6) of the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25 Special general meetings – calling of

- (1) The Club Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- (2) The Club Committee must, on the requisition in writing (including by way of email) of at least 5 per cent of the total number of Club Members, convene a special general meeting of the Club.

- (3) A requisition of Club Members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be lodged with the secretary, and
 - (c) may consist of several documents in a similar form, each signed by one or more of the Club Members making the requisition.
- (4) If the Club Committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of Club Members for the meeting is lodged with the secretary, any one or more of the Club Members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a Club Member or Club Members as referred to in clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Club Committee and any Club Member who consequently incurs expenses is entitled to be reimbursed by the Club for any expense so incurred.

26 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice (with such notice to be given as prescribed in this Constitution) to each Club Member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice (with such notice as prescribed in this Constitution) to be given to each Club Member specifying, in addition to the matter required under clause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specific in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 24(2).
- (4) A Club Member desiring to bring any business before a general meeting may give notice by way of email to the Secretary or President of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Club Member.

27

Procedure

- (1) Only Parent Members and Life Members are entitled to vote at a general meeting. No item of business is to be transacted at a general meeting unless a quorum of Club Members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Five Club Members present in person (being Club Members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of Club Members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Club Members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Club Members present (being at least 3) is to constitute a quorum.

28

Presiding Club Committee Member

- (1) The President or, in the President's absence, the Secretary is to preside as chairperson at each general meeting of the Club.
- (2) If the President and the Secretary are absent or unwilling to act, the Club Committee Members present must elect one of their number to preside as chairperson at the meeting.

29

Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Club Members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Club Member stating the place, date and time of the meetings and the nature of the business to be transacted at the meeting.

- (3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30 Making of decisions

- (1) A question arising at a general meeting of the Club is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (2) At a general meeting of the Club, a poll may be demanded by the chairperson or by at least 3 Club Members present in person or by proxy at the meeting.
- (3) If a poll is demanded at a general meeting, the poll must be taken:
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment, or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,
- and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

31 Special resolution

A resolution of the Club is a special resolution:

- (a) if it passes by a majority which comprises at least three-quarters of such of Parent Members and Life Members (combined) as being entitled under these rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

32 Voting

- (1) Only Parent Members and Life Members may vote at a general meeting and on any question arising at a general meeting of the Club such members have one vote only.
- (2) All votes must be given personally or by proxy but no Club Member may hold more than 5 proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A Club Member or proxy is not entitled to vote at any general meeting of the Club unless all money due and payable by the Club Member or proxy to the Club has been paid, other than the amount of the annual subscription payable in respect of the then current year.

33 Appointment of proxies

- (1) Each Club Member is to be entitled to appoint another Club Member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy is to be in the form set out in Appendix 2 to these rules.

Part 5 Miscellaneous

34 Insurance

The Club must effect and maintain insurance.

35 Funds – source

- (1) The funds of the Club are to be derived from entrance fees and annual subscriptions of Club Members, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the Club Committee determines.
- (2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

36 Funds – management

- (1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the Club Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Club Committee Members, being Club Committee Members authorised to do so by the Club Committee.

37 Alteration of objects and rules

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Club.

38 Not used

39 Custody of books

Except as otherwise provided by these rules, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

40 Inspection of books

The records, books and other documents of the Club must be open to inspection, free of charge, by a Club Member at any reasonable hour.

41 Service of notices

- (1) For the purposes of these rules, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by email to the email address the Club has on record for the person so notified; or
 - (d) sending it by any other electronic means.
- (2)