



CONSTITUTION

PUTNEY RANGERS SPORTS CLUB

(ABN 92 785 542 974)

Date: October 2019

TABLE OF CONTENTS

Part I – Objects, Powers and Interpretation

1.	NAME	5
2.	INCORPORATION	5
3.	OBJECTS OF CLUB	5
4.	POWERS OF THE CLUB	6
5.	INTERPRETATION AND DEFINITIONS	6
5.1	Definition	6
5.2	Interpretation	7
5.3	Enforceability	7

Part II – Membership

6.	LIABILITY OF MEMBERS	8
7.	MEMBERSHIP OF CLUB	8
7.1	Minimum number of Members	8
7.2	Categories of Member	9
7.3	Application for Membership	9
7.4	Discretion to Accept or Reject Application	9
7.5	Renewal of membership	9
7.6	Deemed Membership	9
7.7	Life Members	10
7.8	Effect of Membership	10
8.	SUBSCRIPTIONS AND FEES	10
9.	REGISTERS	11
9.1	Club to Keep Register of Members	11
9.2	Change to Member details	11
9.3	Inspection of Register	11
9.4	Use of Register	11
10.	DISCONTINUANCE OF MEMBERSHIP	11
10.1	Discontinuance by Notice of Resignation	11
10.2	Discontinuance by Breach	11
10.3	Discontinuance by Failure to Pay Subscription	11
10.4	Forfeiture of Rights	12
10.5	Membership may be Reinstated	12
10.6	Refund of Membership Fees	12
11.	DISCIPLINE OF MEMBERS	12
11.1	Establishing a Disciplinary Committee	12
11.2	Determination of Disciplinary Committee	13
11.3	No Appeal	13
12.	GRIEVANCE PROCEDURE	13

Part III – General Meetings

13.	ANNUAL GENERAL MEETINGS	14
13.1	Annual General Meeting to be Held	14
13.2	Business	14
13.3	Additional Meetings	14
14.	SPECIAL GENERAL MEETINGS	14
14.1	Special General Meetings May be Held	15
14.2	Request for Special Meetings	15
15.	NOTICE OF GENERAL MEETING	15
15.1	Notice to be Given for General Meetings	15
15.2	Business of Meeting	15
16.	PROCEEDINGS AT GENERAL MEETINGS	15
16.1	Quorum	15
16.2	President to Chair	16
16.3	Chairperson May Adjourn Meeting	16
17.	VOTING AT GENERAL MEETINGS	16
17.1	Voting Rights	16
17.2	Voting Procedure	16
17.3	Recording of Determinations	16
17.4	Poll at General Meetings	17
17.5	Proxy and Postal Voting	17
18.	MINUTES OF GENERAL MEETINGS	17

Part IV – Board

19.	BOARD	17
19.1	Powers of Board	17
19.2	Composition of Board	17
19.3	Portfolios	18
19.4	Right to Co-Opt	18
19.5	Term of Office of Directors	18
19.6	Transitional Arrangements	18
20.	ELECTION OF DIRECTORS	18
21.	VACANCY ON THE BOARD	17
21.1	Grounds for Termination of Director	17
21.2	Removal of Director	18
21.3	Casual Vacancy	18
22.	QUORUM AND PROCEDURE AT BOARD MEETINGS	18
22.1	Convening a Board Meeting	18
22.2	Urgent Board Meetings	19
22.3	Quorum	20
22.4	Procedures at Board meetings	20
22.5	Leave of absence	21
23.	DIRECTORS' INTERESTS	21
23.1	Material Personal Interests	21
23.2	Financial Interest	22
23.3	Conflicts	22
24.	DELEGATED POWERS	22
24.1	Board May Delegate Functions	22
24.2	Exercise of Delegated Functions	22

24.3	Procedure of Delegated Entity	23
24.4	Committees	23
25.	DUTIES	23
25.1	General Duties	23
25.2	Public Officer	23
25.3	Financial Duties	24
26.	MINUTES OF BOARD MEETINGS	24

Part V – Miscellaneous

27.	BY-LAWS	24
27.1	Board to Formulate By-Laws	24
27.2	By-Laws Binding	24
27.3	By-Law Transitional Arrangements	25
27.4	Notices Binding on Members	25
28.	FUNDS, RECORDS AND ACCOUNTS	25
28.1	Sources of Funds	25
28.2	Management of funds	25
28.3	Club to Keep Records	25
28.4	Board to Submit Accounts	25
28.5	Accounts Conclusive	26
29.	AUDIT OF ACCOUNTS	26
30.	APPLICATION OF INCOME	26
31.	CUSTODY OF BOOKS AND OTHER DOCUMENTS	26
32.	SIGNING OF NEGOTIABLE INSTRUMENTS	26
33.	ALTERATION OF CONSTITUTION	27
34.	DISSOLUTION	27
35.	INDEMNITY	27
36.	SERVICE OF NOTICES	27
37.	REGISTERED ADDRESS	28
38.	TRANSITIONAL ARRANGEMENTS	28

CONSTITUTION OF PUTNEY RANGERS SPORTS CLUB

PART I – OBJECTS, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is Putney Rangers Sports Club (**Club**)

2. INCORPORATION

- (a) The Club shall incorporate under the Act and shall remain incorporated.
- (b) The model rules made under the Act are expressly displaced by this Constitution.

3. OBJECTS OF CLUB

The Club is established solely for these Objects. The Objects of the Club are to:

- (a) conduct, encourage, promote, advance, administer, foster and develop Football throughout the Putney area by managing junior and senior teams;
- (b) act, at all times, on behalf of and in the interest of the Members and Football throughout the Putney area;
- (c) affiliate and otherwise liaise with Football NSW and Football Federation Australia and adopt their rule and policy frameworks to further these Objects;
- (d) abide by, promulgate, enforce and secure uniformity in the application of the rules of Football as may be determined from time to time by Football NSW, Football Federation Australia and/or FIFA and as may be necessary for the management and control of Football and related activities in New South Wales;
- (e) nominate teams in NWSF competitions and such other competitions as determined by the Board from time to time;
- (f) maintain and enhance the reputation of Football and the standards of play and behaviour of Members;
- (g) provide high quality services and facilities to Members and community;
- (h) encourage people of all ages, standards and ethnicities, both socially and competitively, to meet and play Football more often;
- (i) advance the operations and activities of the Club throughout the local area;
- (j) maintain and conduct a sporting and social Club and to build, maintain or otherwise provide facilities for the use and recreation of the Members;
- (k) raise and borrow any monies, and to buy, sell or otherwise deal with any real or personal property, required for the Objects of the Club upon such terms and conditions and/or on such securities as may be determined;
- (l) use and protect the Intellectual Property;
- (m) have regard to the public interest in its operations; and
- (n) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE CLUB

Solely for furthering the Objects set out above, the Club has in addition to the powers and functions under the Act, the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001* (Cth).

5. INTERPRETATION AND DEFINITIONS

5.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2009* (NSW).

Annual General Meeting means a meeting of Members convened in accordance with rule 13.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under rule 8.

Board or **Directors** means the body managing the Club and consisting of the Directors under rule 19.2.

By-Laws mean any by-laws made by the Board under rule 27.

Club means Putney Rangers Sports Club

Coaching Member means a natural person recognised by the Club as a Member under rule 7.4(c) from time to time who is appointed as a coach or manager of one or more of the Club's Football teams.

Committee means any committee of the Board created under rule 24.4 from time to time.

Constitution means this constitution of the Club as amended from time to time.

Director means a member of the Board elected or appointed in accordance with this Constitution.

FIFA means Fédération Internationale de Football Association, the international governing body for Football, or its successors.

Financial Member means and includes the Playing Members, Parent Members, Volunteer Members and Coaching Members.

Financial Year means the year commencing 1 September and ending 31 August in the immediately following year.

Football means the sport and game of football as determined by FIFA with such variations as may be recognised by Football Federation Australia or Football NSW from time to time.

Football Federation Australia means Football Federation Australia Limited, the governing body for Football in Australia, or its successors.

Football NSW means Football NSW Limited, the governing body for Football in New South Wales, or its successors.

General Meeting means the annual or any Special General Meeting of the Club convened in accordance with rule 14.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment, images (including photographs, television, videos or films) or service marks (whether registered or Football activity of or conducted, promoted or administered by the Club.

Life Member means an individual elected as such under rule 7.7(a).

Member means any person recognised as a member of the Club by the Board under rule 7 from time to time.

NWSF means the North West Sydney Football Association.

Objects mean the objects of the Club under rule 3.

Parent Member means a natural person recognised by the Club as a Member under rule 7.4(c) from time to time who is the parent or guardian of a Playing Member.

Playing Member means a natural person recognised by the Club as a Member under rule 7.4(c) from time to time who participates in one or more of the Club's Football teams.

President means the president for the time being of the Club appointed in accordance with rule 20.

Public Officer means a person appointed as public officer under rule 25.2.

Register means the register of Members kept in accordance with rule 9.1.

Relevant Documents means the records and other documents, however recorded compiled or stored, that relate to the Club and management of the Club and includes membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Club, but does not include minutes of Board meetings.

Secretary means the secretary for the time being of the Club appointed in accordance with rule 20.

Special General Meeting means a General Meeting of the Club other than an Annual General Meeting.

Special Resolution has the same meaning as that given to it by the Act.

Treasurer means the treasurer for the time being of the Club appointed in accordance with rule 20.

Vice President means the vice president for the time being of the Club appointed in accordance with rule 20.

Volunteer Member means a natural person recognised by the Club as a Member under rule 7.4(c) from time to time who holds any voluntary position within the Club.

5.2 Interpretation

In this Constitution:

- (a) a reference to a rule, regulation, schedule or annexure is to a rule, regulation, schedule or annexure of, or made under, this Constitution;
- (b) words importing the singular include the plural and vice versa;
- (c) words importing any gender include the other genders;
- (d) headings are for convenience only and shall not be used for interpretation;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Act as they vary from time to time;
- (f) references to persons include natural persons, corporations and bodies politic, and any legal personal representatives, successors and permitted assigns of that person;
- (g) except where the contrary intention appears in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act;
- (h) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, reenactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (i) expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

5.3 Enforceability

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision shall be read down for the purpose of that jurisdiction, if possible, so it is valid and enforceable. If it cannot be so read down the provision shall be severed to the extent of the invalidity or unenforceability. The remaining provisions of this Constitution and its validity or enforceability shall not be affected by the severance in any other jurisdiction.

PART II – MEMBERSHIP

6. LIABILITY OF MEMBERS

The liability of Members of the Club is limited.

7. MEMBERSHIP OF THE CLUB

7.1 Minimum number of Members

The Club must have at least five (5) Members.

7.2 Categories of Member

The Members of the Club shall consist of:

- (a) Playing Members, who subject to being at least 18 years of age at the date of the relevant General Meeting, shall have the right to be present, debate and vote at General Meetings;
- (b) Parent Members, who subject to being at least 18 years of age at the date of the relevant General Meeting, shall have the right to be present, debate and vote at General Meetings;

- (c) Volunteer Members, who subject to being at least 18 years of age at the date of the relevant General Meeting, shall have the right to be present, debate and vote at General Meetings;
- (d) Coaching Members, who subject to being at least 18 years of age at the date of the relevant General Meeting, shall have the right to be present, debate and vote at General Meetings;
- (e) Life Members, who shall have the right to be present, debate and vote at General Meetings; and
- (f) such other category or categories of members as determined by the Board from time to time.

7.3 Application of Membership

- (a) To be eligible for membership as a Financial Member, the applicant must be a natural person and meet any other criteria set by the Board from time to time.
- (b) Subject to this Constitution or any procedures set by the Board from time to time, an application for membership as Financial Member must be:
 - (i) in writing in the form prescribed by the Board from time to time;
 - (ii) accompanied by the appropriate fee or fees, if any; and
 - (iii) lodged with the Board or its nominee.

7.4 Discretion to Accept or Reject Application

- (a) The Board may accept or reject an application whether the applicant has complied with the requirements in rule 7.3 or not and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) If the Board rejects an application for membership, it shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. If the Board rejects an application, it shall refund any fees forwarded with the application.
- (c) If a person satisfies the criteria set by rule 7.3 and the Board accepts the application for membership, the applicant shall be deemed a Playing, Parent, Volunteer or Coaching Member as described in their application, subject always to this Constitution. Membership of the Club shall be deemed to commence upon acceptance of the application by the Board. The Register shall be updated accordingly as soon as practicable.

7.5 Renewal of membership

- (a) Members, excluding Life Members, must reapply for membership of the Club each Financial Year in accordance with the procedures set down by the Board from time to time.
- (b) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.

7.6 Deemed Membership

All persons who are, prior to the approval of this Constitution under the Act, Members of the Club shall be deemed Members from the time of approval of this Constitution under the Act. Such membership shall continue subject to the terms of this Constitution.

7.7 Life Members

- (a) Nominations for Life Membership should be lodged with the Board or its nominee. The Board may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Club be appointed as a Life Member.
- (b) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be a Special Resolution.
- (c) A person must accept or reject the Club's resolution to confer Life Membership in writing. Upon written acceptance, the person's details shall be entered on the Register, and from the time of entry on the Register the person shall be a Life Member but remain subject to this Constitution.

7.8 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the By-Laws;
 - (ii) they shall comply with and observe this Constitution and the By-Laws;
 - (iv) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Club;
 - (v) this Constitution and By-Laws are necessary and reasonable for promoting the Objects of the Club; and
 - (vi) they are entitled to all benefits, advantages, privileges and services of their membership as determined by the Board.
- (b) Members may by virtue of membership of the Club and subject to this Constitution:
 - (i) express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with this Constitution;
 - (ii) make proposals or submissions to the Board;
 - (iii) engage and participate in any activity approved, sponsored or recognised by the Club; and
 - (iv) conduct any activity approved by the Club.
- (c) A right, privilege or obligation of a person by reason of their membership of the Club:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, resignation or otherwise in accordance with this Constitution.

8. SUBSCRIPTIONS AND FEES

- (a) The Annual Subscriptions and any other fees payable by Members or categories of Members to the Club, the benefits which apply, the time for, and manner of payment, shall be determined by the Board following the Annual General Meeting in each calendar year.
- (b) The date on which Annual Subscriptions and any other fees payable by Members or categories of Members shall be payable to the Club will be determined by the Board from time to time.
- (c) The Board is empowered to prevent any Member whose Annual Subscription or any other fees are in arrears from exercising the whole or any of the rights or privileges of membership of the Club, including but not limited to the right to vote at General Meetings.

9. REGISTERS

9.1 Club to Keep Register of Members

The Club shall keep and maintain a Register of Members in accordance with the Act in which shall be entered:

- (a) the full name and address of the Member;
- (b) the category of membership of the Member;
- (c) the date on which the Member became a Member;
- (d) the name, date of birth and residential address of each Director, and the date on which each Director takes office and vacates office; and
- (e) any other information determined by the Board.

9.2 Change to Member details

Members shall provide notice of any change and required details to the Club within one month of such change.

9.3 Inspection of Register

Inspection of the Register will only be available as required by the Act and in accordance with rule 31(d).

9.4 Use of Register

Subject to confidentiality considerations and privacy laws, the Register may be used by the Club to further the Objects, as the Board considers appropriate.

10. DISCONTINUANCE OF MEMBERSHIP

10.1 Discontinuance by Notice of Resignation

- (a) A Member having paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving notice in writing to the Club of resignation or withdrawal.
- (b) Upon the expiration of that period of notice, the Member shall cease to be a Member. A Life Member may resign by notice in writing with immediate effect.

10.1 Discontinuance by Breach

- (a) Membership of the Club may be discontinued by the Board upon breach of any rule of this Constitution, including but not limited to the failure to pay any monies owed to the Club, failure to comply with the By-Laws or any resolution or determination made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under rule 10.2(a) without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain or remedy the breach, that Member's membership shall be discontinued under rule 10.2(a) by the Club giving written notice of the discontinuance.

10.3 Discontinuance by Failure to Pay Subscription

- (a) A Member is taken to have resigned if:
 - (i) the Member's Annual Subscription is outstanding more than three months after the due date determined by the Board in accordance with rule 8(b). Where a Member fails to pay

the Annual Subscription by that time, that Member's membership will automatically be deemed to have lapsed from that time; or

(ii) if no Annual Subscription is payable:

(A) the Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and

(B) the Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

(b) Should a sufficient explanation be made to the Board for the failure to pay a subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

10.4 Forfeiture of Rights

A Member who ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the Club immediately.

10.5 Membership may be Reinstated

Membership which has been discontinued under this rule 10 may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate.

10.6 Refund of Membership Fees

Subject to any By-Law or policy of the Club issued under rule 27, Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro-rata basis to the Member upon discontinuance.

11. DISCIPLINE OF MEMBERS

11.1 Establishing a Disciplinary Committee

(a) Where the Board is advised of an allegation (not being vexatious, trifling or frivolous) or considers that a Member has allegedly:

(i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or

(ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Club and/or Football, or another Member; or

(iii) brought themselves, another Member, the Club or Football into disrepute, the Board may by resolution and in accordance with rule 24.4, establish a disciplinary Committee to convene to hear a matter against any Member and to determine what action, if any, to take against that Member (**Disciplinary Hearing**), and that Member, will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) in this Constitution.

(b) After establishing a disciplinary Committee, the Board may by resolution provisionally suspend the Member in question, subject to the Disciplinary Hearing, until such time as the disciplinary Committee makes a finding.

11.2 Determination of Disciplinary Committee

- (a) A disciplinary Committee must comprise a minimum 3 individuals.
- (b) The members of the disciplinary Committee may be Members or anyone else but must not be biased against, or in favour of, the Member concerned.
- (c) The disciplinary Committee must serve on the Member not later than 14 days before the Disciplinary Hearing a notice in writing stating the alleged breach, the date, place and time of the Disciplinary Hearing and that the Member may address the Disciplinary Hearing either in person or through a written statement.
- (d) When determining whether the alleged breach under rule 11.1 occurred, the disciplinary Committee must ensure that the Member has the opportunity to be heard and to call witnesses and that due consideration is given to any written statement submitted by the Member or a witness.
- (e) Where the disciplinary Committee determines there was a breach, it will determine what penalty (if any) shall be given to the Member and give notice of this to the Board. The disciplinary Committee may impose any penalty it sees fit.

11.3 No Appeal

- (a) A determination of the disciplinary Committee under rule 11.2 is final and binding on the Member and there is no right of appeal available to any further body under this Constitution.
- (b) A Member who is the subject of disciplinary proceedings under this rule 11 must not initiate a grievance procedure under rule 12 in relation to the matter which is subject of the disciplinary proceedings until the disciplinary procedure has been completed.

12. GRIEVANCE PROCEDURES

- (a) The grievance procedure set out in this rule applies to disputes under this Constitution between:
 - (i) a Member and another Member; or
 - (ii) a Member and the Club.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (B) in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Community Justice Centres New South Wales (or such other similar body in circumstances where it is no longer in existence).
- (e) A Member can be a mediator. The mediator cannot be a Member who is a party to the dispute.

- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (h) The mediator must not determine the dispute.
- (i) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART III – GENERAL MEETINGS

13. ANNUAL GENERAL MEETINGS

13.1 Annual General Meeting to be held

- (a) The Club shall convene and hold an Annual General Meeting of its Members annually in accordance with the Act.
- (b) The Annual General Meeting of the Club shall, subject to the Act and to rule 13.1(a), be convened at a time, date and venue to be determined by the Board.

13.2 Business

In addition to any business required to be transacted at the Annual General Meeting under the Act, the business of the Annual General Meeting shall include the following:

- (a) confirmation of minutes from the previous Annual General Meeting and of any Special General Meeting held since then;
- (b) receive and consider:
 - (i) reports of the Board;
 - (ii) reports of auditors (if any);
 - (iii) financial statements of the Club; and
 - (iv) any other reports as determined by the Board in its sole discretion;
- (c) election of office bearers;
- (d) confirmation of the appointment and fixing of the remuneration of auditors (if an audit is required under the Act or this Constitution); and
- (e) any other business of which notice is given in accordance with this Constitution.

13.3 Additional Meetings

The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year. Any General Meeting other than an Annual General Meeting is a Special General Meeting.

14. SPECIAL GENERAL MEETINGS

14.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Club and, where but for this rule more than 15 months would elapse between Annual General Meetings, it shall convene a General Meeting before the expiration of that period.

14.2 Request for Special General Meetings

- (a) The Board shall convene a Special General Meeting upon receiving a request in writing from not less than 10 Members who would be entitled to vote at such General Meeting or if required by the Act.
- (b) The requisition for a Special General Meeting shall be in writing and state the object(s) of the meeting and shall be signed by the Members making the request and be sent to the Secretary. The request may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 2 months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Club to the person(s) incurring the expenses.

15. NOTICE OF GENERAL MEETINGS

15.1 Notice to be Given for General Meetings

- (a) The Secretary shall, at least 21 days before the date fixed for holding a General Meeting, send to each Member entitled to vote at such meeting and each Director a notice in writing stating the place, date and time of the meeting, the nature of the proposed business to be transacted at the meeting and all information required in accordance with the Act. Notice may be given in any form permitted under rule 36.
- (b) The notice must be sent together with:
 - (i) the agenda for the meeting;
 - (ii) any nominations for candidates to be elected to the Board as Directors received in accordance with rule 20; and
 - (iii) any notice of motion received from Members in accordance with rule 15.2(b).

15.2 Business of Meeting

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the General Meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 30 days' notice in writing of that business to the Club which shall include that business in a notice calling the next General Meeting after the receipt of the notice.

16. PROCEEDINGS AT GENERAL MEETINGS

16.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club shall be 10 Members entitled to vote at that General Meeting.

- (a) If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the meeting:

- (i) if convened upon the requisition of Members, shall be dissolved; and
- (ii) in any other case, shall stand adjourned to:
 - (A) 14 days from the original date of the meeting, at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - (B) any date, time and place determined by the chairperson, and 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 meeting shall lapse.

16.2 President to Chair

The President shall chair each General Meeting of the Club. If the President is absent from a General Meeting or is unwilling to act, the Vice President shall chair. If the Vice President is absent from a General Meeting or is unwilling to act, then the Directors present shall elect one of their number to preside as chairperson for that meeting only.

16.3 Chairperson May Adjourn Meeting

- (a) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in rule 16.3(b) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

17. VOTING AT GENERAL MEETINGS

17.1 Voting Rights

- (a) Subject to rule 7.2 and any other provision of this Constitution, each Playing, Parent, Volunteer, Coaching and Life Member shall be entitled to one vote at General Meetings.
- (b) The Directors shall have the right to attend, debate and vote at General Meetings subject to rule 8(c).

17.2 Voting Procedure

- (a) Subject to this rule 17, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) Subject to rule 17.4, all questions arising at a General Meeting shall be determined on a show of hands.
- (c) In the case of an equality of votes on a question, the motion shall fail. Neither the President nor the chairperson of the meeting is entitled to exercise a second or casting vote.

17.3 Recording of Determinations

Unless a poll is demanded under rule 17.4, a declaration by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, then an entry to that effect in the minutes of the Club is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

17.4 Poll at General Meetings

- (a) A poll may be demanded for any resolution put to the vote of the meeting (before or on the declaration of the result of the show of hands) by:
 - (i) the chairperson; or
 - (ii) a simple majority of Members.
- (b) If a poll is duly demanded under this rule 17.4, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

17.5 Proxy and Postal Voting

Proxy and postal voting are not permitted.

18. MINUTES OF GENERAL MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
 - (i) any reports or financial statements submitted to the members at the Annual General Meeting; and
 - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART IV – BOARD

19. BOARD

19.1 Power of the Board

- (a) The affairs of the Club shall be managed by the Board constituted under rule
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall control and manage the business and affairs of the Club;
 - (ii) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.

19.2 Composition of Board

- (a) The Board shall comprise the:
 - (i) President;
 - (ii) Vice President;
 - (iii) Treasurer; and

(iv) Secretary,

who for the avoidance of doubt shall be Directors and must all be Members at least 18 years of age who shall be elected in accordance with rule 20; and

(v) four other Directors, who must all be Members, at least 18 years of age and who shall be elected in accordance with rule 20.

19.3 Portfolios

If the Board considers it appropriate, in order to further the Objects, it may allocate Directors to specific portfolios, with specific responsibilities, as determined at the discretion of the Board.

19.4 Right to Co-Opt

It is expressly acknowledged that the Board may co-opt any person with appropriate experience or expertise to assist the Board in respect of such matters and on such terms as the Board thinks fit. Any person so co-opted shall not be a Director, and shall not exercise the rights of a Director, but shall act in an advisory role only.

19.5 Term of Office of Directors

- (a) Subject to rule 21, each Director shall take office from the conclusion of the Annual General Meeting at which they are elected and shall hold office until the conclusion of the next Annual General Meeting following their election.
- (b) Directors are eligible for re-election, although no Director may serve more than four consecutive terms unless the Board at the time consents to the proposed additional term. However, that Director shall be eligible to return to the Board following an absence of at least 12 months.

19.6 Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 38(b) shall apply from the date of adoption of this Constitution.

20. ELECTION OF DIRECTORS

- (a) At least 21 days prior to the proposed date of the Annual General Meeting, the Secretary shall call for nominations from Members for Director positions falling vacant. All Members shall be notified of the call for nominations in a manner determined by the Board.
- (b) Candidates must:
 - (i) be aged 18 years or over; and
 - (ii) reside in Australia.
- (c) Nominations of candidates for election as Directors shall be:
 - (i) made in writing on the form provided by the Club from time to time (if any), signed by two Members at least 18 years of age as nominees and accompanied by the written consent of the nominee. The candidate must be a Member at least 18 years of age;
 - (ii) if the candidate is nominating for the position of President, Vice President, Treasurer or Secretary, specify the candidate is so doing; and
 - (ii) delivered to the Secretary or person nominated by the Board by the date specified on the call for nominations.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, including for the individual positions of President, Vice President, Treasurer and Secretary, or if

there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.

- (e) If there are insufficient nominations received to fill all vacancies on the Board or there are no nominations for any of the individual positions of President, Vice President, Treasurer and Secretary, the remaining positions will be deemed casual vacancies under rule 21.3.
- (f) If the number of nominations exceeds the number of vacancies to be filled, or if there is more than one nomination for any of the positions of President, Vice President, Treasurer and Secretary, voting papers shall be prepared by the Board containing the names of the candidates for each vacancy on the Board.
- (g) Voting shall be conducted at the Annual General Meeting in such a manner and by such a method as determined by the Board from time to time.

21. VACANCIES ON THE BOARD

21.1 Grounds for Termination of Directors

For the purposes of this Constitution and in addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) ceases to be a Member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) resigns their office by notice in writing given to the Club;
- (f) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of the interest as required by the Act;
- (g) is removed from office in accordance with this Constitution;
- (h) has been expelled or suspended from membership (without further recourse under this Constitution);
- (i) fails to attend 3 consecutive meetings of the Board without having previously obtained leave of absence in accordance with rule 22.5 or provided reasonable excuse for such absence; or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth).

21.2 Removal of Director

- (a) The Club in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office and appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in rule 21.2(a) makes representations in writing to the Secretary or the President and requests that such representations be notified to the Members, the Secretary or the President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

21.3 Casual Vacancy

In the event of a casual vacancy in the office of any Director, the Board may appoint an appropriate Member (who is at least 18 years of age) to the vacant office and the person so appointed may continue in office up to the end of the term of the Director they are replacing.

22. QUORUM AND PROCEDURE AT BOARD MEETINGS

22.1 Convening a Board Meeting

- (a) The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Unless all Directors agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with rule 22.2, not less than two days written notice of Board meeting shall be given to each Director.
- (c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally; or
 - (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched), in accordance with the Director's last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

22.2 Urgent Board Meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 22.1 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- (b) Any resolution made at an urgent Board meeting must be passed by an absolute majority of the Board.

22.3 Quorum

- (a) Five (5) Directors shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week, or any date, time and place determined by the President.
- (c) The Board may act notwithstanding any casual vacancy. However, if there are casual vacancies in the office of a Director such that the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, those Directors may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

22.4 Procedures at Board meetings

- (a) At meetings of the Board, the President shall chair the meeting. If the President is absent or unwilling to act, the Vice President shall chair the meeting. If the Vice President is also absent or unwilling to act, the Board shall appoint one of its members to chair that meeting only.
- (b) Questions arising at a meeting of the Board shall be:

- (i) determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine; and
 - (ii) decided by a majority of votes and a determination of a majority of Directors shall be deemed a determination of the Board.
- (c) All Directors present shall have one vote on any question. In the event of an equality of votes on any question, the motion shall fail; neither the President nor chair may exercise a second or casting vote.
- (d) Voting by proxy is not permitted.
- (e) A resolution in writing signed or assented to by facsimile or other form of electronic communication by all the voting Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (f) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Directors may be held where one or more of the Directors is not physically present at the meeting, provided that:
 - (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) any meeting held where one or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

22.5 Leave of absence

- (a) The Board may grant a Director leave of absence from Board meetings for a period not exceeding 3 months.
- (b) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Director to seek the leave in advance.

23. DIRECTORS' INTERESTS

23.1 Material Personal Interests

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This rule 23.1 does not apply to a material personal interest that:

- (i) exists only because the Director belongs to a class of persons for whose benefit the Club is established; or
- (ii) that the Director has in common with all, or a substantial proportion of the Members.
- (d) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (e) It is the duty of the Secretary to record in the minutes any declaration made, or any general notice given by a Director in accordance with this rule 23.1.

23.2 Financial Interest

- (a) A Director is disqualified from:
 - (i) holding any place of profit or position of employment in the Club, or in any company or incorporated association in which the Club is a shareholder or otherwise interested; or
 - (ii) contracting with the Club either as vendor, purchaser or otherwise, except with express resolution of approval of the Board.
- (b) Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Club without the approval of the Board, will be voided for such reason.
- (c) The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.
- (d) A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under rule 23.2(c) for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (e) It is the duty of the Secretary to record in the minutes any declaration made or any general notice given by a Director in accordance with rule 23.2.

23.3 Conflicts

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the Director is interested. If the Director votes, the vote shall not be counted.

24. DELEGATED POWERS

24.1 Board May Delegate Functions

- (a) The Board may, by instrument in writing, create, establish or appoint from amongst its own Members, or otherwise, special committees, subcommittees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines.
- (b) In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.

- (c) At any time, the Board may, by instrument in writing, revoke wholly or in part any delegation made under this rule. It may amend or repeal any decision made by a body or person under this rule.

24.2 Exercise of Delegated Functions

- (a) A function, the exercise of which has been delegated under this rule, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- (b) A delegation under this rule may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation.

24.3 Procedure of Delegated Entity

- (a) The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under rule 22.
- (b) The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions.
- (c) The entity shall also provide any other reports, minutes and information required by the Board.

24.4 Committees

- (a) As set out in rule 24.1, the Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such Committees as it thinks fit. The Board may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such Committee.
- (b) The Board may establish an unrestricted number of Committees.
- (c) The Board shall determine in writing the duties and powers afforded to any Committee and the Committee shall, in the exercise of such delegated powers, conform to any directions or By-Laws that may be prescribed by the Board.
- (d) The Directors shall be ex-officio members of any Committee so appointed.

25. DUTIES

25.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.
- (b) The Board is collectively responsible for ensuring that the Club complies with the Act and that individual Directors comply with this Constitution.
- (c) In addition to any duties imposed by this Constitution, a Director must perform any other duties imposed from time to time by resolution at a General Meeting.
- (d) The Board must ensure that the Club complies with all requirements in the Act regarding financial statements.

25.2 Public Officer

- (a) There must be a Public Officer who is to be appointed by the Directors under the Act.
- (b) In addition to the manner in which the office of Public Officer becomes vacant under the Act, the Directors may suspend or remove the Public Officer from that office.

- (c) The Public Officer holds office on the terms and conditions and with the powers, duties and authorities, determined by the Act and the Directors.
- (d) The Public Officer must give the registrar notice of his or her appointment within 28 days after the appointment in accordance with the Act.
- (e) If the position of Public Officer becomes vacant, the Board must appoint a person to the position within 28 days after the vacancy arises.

25.3 Financial Duties

- (a) The Board must:
 - (i) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club;
 - (ii) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt;
 - (iii) make any payments authorised by the Club or by a General Meeting of the Club from the Club's funds;
 - (iv) ensure that the financial records of the Club are kept and distributed in accordance with the Act;
 - (v) coordinate the preparation of the financial statements of the Club and their submission to the Annual General Meeting of the Club;
 - (vi) ensure that at least two Directors have access to the accounts and financial records of the Club; and
 - (vii) keep in their custody or under their control:
 - (A) the financial records for the current financial year; and
 - (B) any other financial records as authorised by the Board.
- (b) The Board may allocate responsibility for the financial duties described at rule 25.3(a) to a portfolio or Director in accordance with rule 19.3.

26. MINUTES OF BOARD MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board meeting in accordance with the Act.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) any interest declared under rules 23.1 or 23.2.
- (c) The minutes of Board meetings shall not be available for inspection or copying by the Members.

PART V – MISCELLANEOUS

27. BY-LAWS

27.1 Board to Formulate By-Laws

The Board may formulate, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Club and for the advancement of the Objects as it thinks necessary or desirable. Such By-Laws must be consistent with the Constitution.

27.2 By-Laws Binding

All By-Laws made under this rule shall be binding on the Club and Members of the Club.

27.3 By-Law Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 38(d) shall apply from the date of adoption of this Constitution.

27.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members of the Club by means of Notices approved and issued by the Board.

28. FUNDS, RECORDS AND ACCOUNTS

28.1 Sources of Funds

The funds of the Club shall be derived from Annual Subscriptions, donations and such other sources as the Board determines.

28.2 Management of funds

- (a) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (b) The Board may authorise one Director to expend funds on behalf of the Club up to a specified limit without requiring approval from the Board for each item on which the funds are expended. This may be as a part of a designated portfolio in accordance with rule 19.3.
- (c) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after the receipt.
- (d) With the approval of the Board, one Director may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction. This may be as a part of a designated portfolio in accordance with rule 19.3.

28.3 Club to Keep Records

- (a) The Club shall establish and maintain, in accordance with the Act and this Constitution, proper accounting and other records and minutes concerning all transactions, business, meetings and dealings of the Club and the Board. These records and minutes shall be produced as appropriate at each Board or General Meeting.
- (b) All records and minutes kept in accordance with rule 28.3(a) shall be kept in the care and control of the Board in accordance with rule 31.

28.4 Board to Submit Accounts

The Board shall submit to the Members at the Annual General Meeting the statements of account of the Club in accordance with this Constitution and the Act.

28.5 Accounts Conclusive

The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards to any error discovered in them within 3 months after such approval or adoption.

29. AUDIT OF ACCOUNTS

The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an independent and duly qualified accountant at the conclusion of each Financial Year.

30. APPLICATION OF INCOME

- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects of the Club as set out in this Constitution.
 - (b) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
 - (c) Nothing in this rule 30 shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:
 - (i) any services rendered to the Club whether as an employee or otherwise;
 - (ii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Club; or
 - (iv) any out-of-pocket expenses incurred by the Member on behalf of the Club,
- provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

31. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Board shall designate a Director to keep in his or her custody or control all books, minutes, documents and securities of the Club.
- (b) If requested by a Member, the Board must permit such Member to inspect:
 - (i) the rules of the Club; or
 - (ii) the minutes of each General Meeting, including financial statements submitted at the General Meeting.
- (c) Upon written request and payment of a fee determined by the Board from time to time, a Member may obtain a copy of the documents listed at rule 31(b).
- (d) If requested by a Member and subject to the Act, the Board must permit such Member to inspect the Register.
- (e) Subject to the Act and rules 31(b) and 31(d), no Member is entitled to inspect and copy the financial records, accounts, books, securities or other Relevant Documents of the Club, unless authorised in writing by the Board.

32. SIGNING OF NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, banker's drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two of the President, Vice President, Treasurer and Secretary or in such manner as the Board determines.

33. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution in accordance with the Act and in compliance with all other procedures under the Act (if any).

34. DISSOLUTION

- (a) The Club may be wound up voluntarily by Special Resolution.
- (b) In the event of the Club being wound up, the liability of the Members shall be limited to any outstanding monies due and payable to the Club, including the amount of the Annual Subscription payable in respect of the current Financial Year. No other amount shall be payable by the Member.
- (c) If upon winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some other organisation having objects similar to the Objects of the Club and which prohibits the distribution of its or their income and property among its or their members and which is also not carried on for the profit or gain to its members. Such body or bodies will be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.

35. INDEMNITY

- (a) Every Director, officer, auditor and employee of the Club shall be indemnified out of the property or assets of the Club against any liability incurred by him/her in his/her capacity as Director, officer, auditor or employee in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to him or her by the Court.
- (b) The Club shall indemnify its Directors, officers, auditors and employees against all damages and costs (including legal costs) for which any such Directors, officer, auditor or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - (i) in the case of a Director or officer, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
 - (ii) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Club.

36. SERVICE OF NOTICES

- (a) Notices may be given to Members entitled under this Constitution to receive any notice by:
 - (i) posting the notice on the football notice board at the Club's premises; (ii) posting the notice on the Club's official website; or
 - (iii) sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is posted to the Club's football notice board or website, service of the notice shall be deemed to be effected at the time the notice is posted.

- (c) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (d) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to the correct facsimile number.
- (e) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and transmitting the electronic transmission with delivery of the document taken to have been delivered on the business day following its transmission.

37. REGISTERED ADDRESS

The registered address of the Club is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address, the postal address of the Secretary.

38. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this rule 38 shall apply from the date of adoption of this Constitution.
- (b) The members of the governing or managing body (by whatever name it is called) of the Club in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General Meeting following such approval, and thereafter the positions of the Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (c) Any consecutive terms served by each Director immediately prior to approval of this Constitution under the Act shall count towards the four consecutive terms under rule 19.5(b) after the adoption of this Constitution.
- (d) All rules, By-Laws and regulations of the Club in force at the date of the approval of this Constitution insofar as such rules, By-Laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this rule 38.
- (e) All individuals who are, prior to the approval of this Constitution, Members of the Club shall be deemed Members of the Club from the time of approval of this Constitution under the Act. All such Members shall provide the Club with such details as may be required by the Club under this Constitution within one month of the approval of this Constitution under the Act.