



Constitution

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MOSMAN FOOTBALL CLUB

ABN 77 896 130 404

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1. NAME OF CLUB

The name of the Club is Mosman Football Club Inc (**Club**).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

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

“**Board**” means the body managing the Club and consisting of the directors.

“**By-Laws**” means a By-Law made under **Rule 37** and includes any other rules, regulations or policies made by the Board from time to time.

“**Constitution**” means this Constitution of the Club.

“**Director**” means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

“**Elected Director**” has the meaning given to it in **Rule 15.1(a)**.

“**FFA**” means Football Federation Australia Limited, the National Sporting Organisation for Football in Australia.

“**FIFA**” means Federation Internationale de Football Association, the International Federation for Football.

“**Financial year**” means the year commencing on 1 April and ending on 31 March the following year, or as amended from time to time by the Board.

“**FNSW**” means Football NSW Limited, the State Sporting Organisation for Football in New South Wales.

“**Football**” means the sport of football as recognised by FIFA from time to time.

“**General Meeting**” means the annual or any special general meeting of the Club.

“**Individual Member**” means a registered, financial Member of the Club for the winter Football competition or such other competition determined by the Board who is at least 18 years of age.

“**Intellectual Property**” means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

“**Junior Member**” means a registered Member of the Club for the winter Football competition or such other competition determined by the Board who is younger than 18 years of age.

“**Laws of the Game**” means the laws of the game as published by FIFA from time to time.

“Life Member” means an Individual appointed as a Life Member of the Club under **Rule 6.5**.

“Local Area” means the geographical area for which the Club is responsible as recognised by the MWFA of which the Club is a Member and/or Football NSW Limited and includes other areas the Club may operate within from time to time.

“Member” means a Member of the Club for the time being under **Rule 6**.

“MWFA” means the Manly Warringah Football Association, the regional Football organisation of which the Club is a member.

“Objects” means the Objects of the Club in **Rule 3.1**.

“Parent Member” has the meaning given to it in **Rule 6.3(a)**.

“Public Officer” means the person appointed to be the public officer of the Club in accordance with the Act.

“Register” means a register of Members kept and maintained in accordance with **Rule 8**.

“Special Resolution” means a Special Resolution defined in the Act.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders unless expressly stated otherwise;
- (e) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (f) a reference 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.

2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.4 The Act

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. Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS, COLOURS, LOGO AND LAWS OF THE GAME

3.1 Objects

The Club is established solely for the Objects. The Objects of the Club shall be to:

- (a) conduct, encourage, promote, advance and administer Football throughout the Local Area;
- (b) act, at all times, on behalf of and in the interest of the Members and Football in the Local Area;
- (c) affiliate and otherwise liaise with the MWFA, FNSW and/or FFA of which the Club is a member 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 FFA or FIFA and as modified by the MWFA from time to time, or the Club for any internal competition, as may be necessary for the management and control of Football and related activities generally in the Local Area;
- (e) advance the operations and activities of the Club throughout the Local Area;
- (f) have regard to the public interest in its operations; and
- (g) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3.2 Colours and logo

- (a) The representative colours of the Club shall be predominantly sky blue and may be modified from time to time by the Board.
- (b) All teams representing the Club in all official matches must wear official club kit as endorsed by the Board.
- (c) Alternative kits can be worn only with express permission of the Board and as endorsed by the MWFA.
- (d) The logo of the Club shall be an image related to a whale, and may be modified from time to time by the Board.
- (e) The logo may only be used with the express permission of the Board (which may be withdrawn at any time by the Board).

3.3 Laws of the Game

The Club recognises, adopts and will enforce the Laws of the Game as modified by the MWFA from time to time or the Club for any internal competition.

4. **POWERS OF THE CLUB**

Solely for furthering the Objects, the Club has, in addition to the rights, powers and privileges conferred on it under the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

5. **MEMBERSHIP OF FOOTBALL NSW AND MWFA**

The Club shall be affiliated with, and a member of, FFA, FNSW and the MWFA and shall pay affiliation fees and send representatives and/or delegates to those organisations as specified by the rules of the respective organisations.

6. **MEMBERS**

6.1 **Minimum number of Members**

The Club must have at least 5 Members.

6.2 **Categories of Members**

The Members of the Club shall consist of:

- (a) Life Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings;
- (b) Individual Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings;
- (c) Parent Members, who subject to this Constitution, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings;
- (d) Junior Members, who subject to this Constitution, shall have no right to receive notice of General Meetings and no right to be present or debate or vote at General Meetings.
- (e) any other member who is approved by the Board or its nominee in accordance with **Rule 7.2(a)**.

6.3 **Parent Members**

- (a) A parent or guardian of a Junior Member may be admitted by the Club as a Parent Member.
- (b) Both parents or guardians of a Junior Member may be a Parent Member, however only one of the parents or guardians is entitled to a vote at General Meetings of the Club. If there is a dispute about which Parent Member may exercise such voting rights, the Club will determine the dispute at its discretion.

6.4 **Junior Members**

- (a) All Members who are less than 18 years of age are Junior Members.

- (b) Junior Members are not entitled to a vote at General Meetings of the Club.

6.5 Life Members

- (a) The Board may confer life membership (subject to **Rule 6.5(b)**) upon any natural person who has rendered distinguished service to the Club.
- (b) A person must accept or reject the Club's resolution to confer life membership upon them in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.

7. MEMBERSHIP APPLICATION

7.1 Application for Membership

An application for membership must be:

- (a) in writing (including electronically) on the form prescribed from time to time by the Board (if any), from the applicant or its nominated representative and lodged with the Club; and
- (b) accompanied by the appropriate fee (if any).

7.2 Discretion to Accept or Reject Application

- (a) The Board or its nominee may accept or reject an application whether the applicant has complied with the requirements in **Rule 7.1** or not. The Board shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Board or its nominee accepts an application, the applicant shall become a Member. Membership shall be deemed to commence upon acceptance of the application by the Board or its nominee. The Register shall be amended accordingly as soon as practicable.
- (c) Where the Board or its nominee rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Board.

7.3 Renewal

- (a) Members (other than Life Members) must renew their membership annually and pay the prescribed fee in accordance with the procedures set down by the Club in the By-Laws from time to time.
- (b) If a Member has failed to pay their prescribed annual membership fee 30 days after it is due that Member's membership will automatically terminate.

7.4 Deemed Membership

- (a) 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.

- (b) Any Members of the Club, prior to approval of this Constitution under the Act, who are not deemed Members under **Rule 7.4(a)** shall be entitled to carry on such functions analogous to their previous functions as are provided for under this Constitution.

7.5 General

- (a) No Member whose membership ceases has any claim against the Club or the Directors for damages or otherwise arising from cessation or termination of membership.
- (b) Membership is personal to each Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (c) Members must treat all staff, contractors and representatives of the Club and all other Members with respect and courtesy at all times.
- (d) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Club or Football or the codes of conduct of the Club and/or MWFA.

7.6 Limited Liability

Members have no liability except as set out in **Rule 34(c)**.

8. REGISTER OF MEMBERS

8.1 Club to Keep Register

The Club shall keep and maintain a Register in which shall be entered such information as is required under the Act from time to time including but not limited to (as a minimum):

- (a) the full name, address and date of entry of each Member; and
- (b) where applicable, the date of termination of membership of any Member.

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

8.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

8.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

9. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the By-Laws;
- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (c) by submitting to this Constitution and By-Laws they are subject to the jurisdiction of the Club, the MWFA, FNSW and FFA;
- (d) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of the Club, the Members and the sport of Football;
- (e) the Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Football;
- (f) they are entitled to all benefits, advantages, privileges and services of Club membership;
- (g) if their membership ceases they will have no claim against the Club or the Directors for damages or otherwise arising from cessation or termination of membership; and
- (h) a right, privilege or obligation of a Member by reason of their membership of the Club is not capable of being transferred or transmitted to another Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.

10. DISCONTINUANCE OF MEMBERSHIP

10.1 Notice of Resignation

- (a) A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving one month's notice in writing to the Club.
- (b) Once the Club receives a notice of resignation of membership given under **Rule 10.1(a)**, it will make an entry in the Register that records the date on which the Member ceased to be a Member.

10.2 Discontinuance for Breach

- (a) Membership of the Club may be discontinued by the Board upon breach of any rule of this Constitution or the By-Laws, including, but not limited to, the failure to pay any monies owed to the Club, failure to comply with the By-Laws or this Constitution or any resolutions or determinations made or passed by the Board or any authorised committee of the Board.
- (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 and/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 to the

Member. The Register shall be amended to reflect any discontinuance of membership under this **Rule 10.2** as soon as practicable.

- (d) In circumstances where a Junior Member's membership shall be discontinued under Rule 10.2(a), the membership of the Parent Member of the Junior Member in that capacity shall also be discontinued and the Club will provide the notice and amend the Register as specified in Rule 10.2(c).
- (e) In circumstances where a Parent Member's membership shall be discontinued under Rule 10.2(a), the Board will determine in its discretion if the membership of the Junior Member of the Parent Member shall also be discontinued and provide the notice and amend the Register as specified in Rule 10.2(c).

10.3 Member to Re-Apply

A Member whose membership has been discontinued under **Rules 10.1** or **10.2**:

- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Board.

10.4 Discontinuance for Failure to Renew

Membership of the Club (except Life Membership) is automatically discontinued if a Member (except a Life Member) has not reapplied for membership of the Club in accordance with the procedures set down by the Club in By-Laws from time to time.

10.5 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.

10.6 Membership may be Reinstated

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

10.7 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded in accordance with the applicable By-Laws as determined and published from time to time.

11. DISCIPLINE

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;
- (ii) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Club and/or Football, including breaching the Club, MWFA or FFA code of conduct; or
- (iii) brought the Club, any other Member or Football into disrepute,

the Board may by resolution 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, penalties and the appeal mechanisms of the Club in this Constitution.

11.2 Provisional Suspension

- (a) Upon establishing a disciplinary committee in accordance with **Rule 11.1** the Board may by resolution provisionally suspend the Member subject to the Disciplinary Hearing until such time as the disciplinary committee makes a finding.
- (b) The disciplinary committee may lift a provisional suspension prior to making a finding at the Disciplinary Hearing.

11.3 Disciplinary Committee Members

The members of the disciplinary committee:

- (a) will include one Director;
- (b) may be Members or anyone else; but
- (c) will not be biased against, or in favour of, the Member concerned.

11.4 Alleged Breach

- (a) Where a disciplinary committee is established, the Club shall provide to the Member not earlier than 28 days and not later than 14 days before the Disciplinary Hearing is to be held, a notice in writing:
 - (i) setting out the alleged breach of the Member and the grounds on which it is based;
 - (ii) stating that the Member may address the disciplinary committee at the Disciplinary Hearing;
 - (iii) stating the date, place and time of that Disciplinary Hearing;
 - (iv) informing the Member that he or she may do one or more of the following:
 - (A) attend that Disciplinary Hearing;

- (B) have a support person in attendance at the Disciplinary Hearing, provided such support person is not a legal representative of the Member; and
 - (C) give the disciplinary committee prior to that meeting a written statement regarding the alleged breach in accordance with Rule 11.4(c).
- (b) The Member must confirm their attendance at the Disciplinary Hearing to the Secretary of the Club in writing at least 2 business days prior to the Disciplinary Hearing.
 - (c) The Member must provide to the disciplinary committee any written statement it wishes to rely on during the Disciplinary Hearing at least 2 business days prior to the Disciplinary Hearing.
 - (d) Junior Members must have a support person in attendance at the Disciplinary Hearing.

11.5 Determination of Disciplinary Committee

- (a) The disciplinary committee shall determine at the Disciplinary Hearing whether the alleged breach occurred.
- (b) The disciplinary committee shall ensure that the Disciplinary Hearing accords with the principles of natural justice by ensuring that:
 - (i) the Member has the opportunity to be heard and to call witnesses; and
 - (ii) due consideration is given to any written statement submitted prior to the Disciplinary Hearing by the Member or a witness,

before determining whether the alleged breach occurred.
- (c) If the disciplinary committee determines there was a breach under **Rule 11.5(a)**, it will determine what penalty (if any) shall be given to the Member, and give notice of this to the Secretary of the Club. The Secretary of the Club will inform the Member within 7 days in writing of this decision.
- (d) The penalties able to be given to the Member by the disciplinary committee include:
 - (i) expel a Member from the Club; or
 - (ii) suspend a Member from membership of the Club or accessing certain privileges of membership for a specified period; or
 - (iii) fine a Member; or
 - (iv) impose such other penalty, action or educative process as the disciplinary committee sees fit which shall include but is not limited to removing that Member from the office of being a Director (if the relevant Member is a Director).

- (e) The decision of the disciplinary committee under this Rule 11.5 shall be final and binding on the parties, subject to an appeal lodged in accordance with Rule 11.6.

11.6 Appeal

- (a) Subject to **Rule 11.6(b)**, an appeal tribunal may be appointed by the Board to hear and adjudicate on any appeal lodged by a Member against the decision of the disciplinary committee.
- (b) Subject to Rule 11.8(a), an appeal may only be lodged:
 - (i) by a party directly affected by a decision; and
 - (ii) on the grounds that new information or evidence can be presented that was not available at the time of the original decision being appealed against.

11.7 Appeal Tribunal

- (a) The Board will appoint an appeal tribunal to determine an appeal lodged in accordance with the provisions of **Rule 11.6**. The composition of an appeal tribunal shall be:
 - (i) an individual with legal training or experience in dispute resolution; or
 - (ii) a panel of 2 or 3 persons deemed suitable by the Board including, without limitation, a chairperson with legal training or experience in dispute resolution.
- (b) No member of the appeal tribunal pursuant to **Rules 11.7(a)(i)** and **11.7(a)(ii)** may have been a party to or directly interested in the decision under appeal or the original matter brought for determination.

11.8 Appeals Process

- (a) A request for an appeal against a decision of the disciplinary committee must be made by the relevant party by providing notice in writing to the Secretary of the Club within 5 days of the relevant party being given notice of the disciplinary committee decision.
- (b) The lodgement of appeal must be accompanied by payment of an appeal fee as determined by the Board from time to time. The fee shall be fully refundable if the appeal is successful.
- (c) The Board shall determine whether the appeal falls within the grounds for appeal pursuant to **Rule 11.6(b)**. If satisfied, an appeal tribunal will be appointed as soon as practicable after lodgement of the appeal.
- (d) The appeal tribunal will schedule a date and venue for a hearing as soon as possible and circumstances permitting, no later than 30 days after lodgement of the appeal.

- (e) If, as the circumstances may be, all parties are unable to be present at an appeal hearing, they may participate by teleconference or other medium as determined appropriate at the discretion of the appeal tribunal.
- (f) The parties will be advised of the grounds for appeal and invited to lodge written submissions which must be received by the appeal tribunal no later than 2 business days prior to the scheduled appeal hearing. Written submissions will be distributed to the appeal tribunal in a timely manner prior to the hearing.
- (g) The appeal tribunal will consider the appeal in accordance with the principles of natural justice as broadly outlined in **Rule 11.5(b)**.
- (h) The appeal tribunal may adjourn a hearing to obtain further information or evidence.
- (i) Upon conclusion of the appeal process, the appeal tribunal shall:
 - (i) uphold the appeal and rescind the original decision; or
 - (ii) dismiss the appeal; or
 - (iii) dismiss the appeal and review the penalty within the provisions of **Rule 11.5(d)**.
- (j) The decision of the appeal tribunal shall be final and binding on the parties.
- (k) The appeal tribunal must forward to the Board a written report outlining their determination of the matter.

11.9 MWFA disciplinary processes

No disciplinary processes initiated or disciplinary sanctions imposed by the MWFA, FNSW or FFA limit the ability of the Club to take disciplinary action in accordance with this **Rule 11**.

12. SUBSCRIPTIONS AND FEES

12.1 Fees payable by Members

- (a) The Directors must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual membership fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and due date for payment.
- (b) Each Member must pay to the Club the amounts determined under this **Rule 12** in accordance with **Rule 12.1(a)(iv)**.

12.2 Non-Payment of Fees

- (a) Subject to **Rule 12.2(b)** but notwithstanding any other rule of this Constitution, the right of a Member to attend and vote at a General Meeting may, at the discretion of the Directors, be suspended while the payment of any subscription or other amount determined under **Rules 12.1(a)(i), 12.1(a)(ii) or 12.1(a)(iii)** are in arrears.
- (b) Where a Member is in arrears for any amount the Board may enter an arrangement with the Member for the payment of the amount.

13. EXISTING DIRECTORS

The members of the administrative or governing body (by whatever name called) of the Club in office immediately prior to approval of this Constitution under the Act shall be deemed to be Elected Directors of the Board under Rule 16 following adoption of this Constitution and shall continue in those positions until the next annual general meeting and at such meeting the positions on the Board shall be filled, vacated and otherwise dealt in accordance with **Rule 16.5**. Any prior position titles that were applicable to the members of the administrative or governing body (by whatever name called) of the Club in office immediately prior to approval of this Constitution shall no longer apply following adoption of this Constitution.

14. POWERS OF THE BOARD

14.1 Directors to manage the Club

The Directors are to manage the Club's business and may exercise those of the Club's powers that are not required, by the Act or by this Constitution, to be exercised by the Club in General Meeting.

14.2 Specific powers of Directors

Without limiting **Rule 14.1**, the Directors may exercise all the Club's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Club or of any other person.

14.3 Time, etc.

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

14.4 Code of Conduct

- (a) The Directors will use reasonable endeavours to adopt a code of conduct for the Directors.
- (b) The Directors will periodically review the code of conduct in light of the general principles of good corporate governance.

15. COMPOSITION OF THE BOARD

15.1 Composition of the Board

The Board shall comprise:

- (a) five to seven elected Directors who must all be Members and who shall be elected under **Rule 16 (Elected Directors)**; and
- (b) up to two appointed Directors who need not be Members and who may be appointed by the Directors in accordance with **Rule 17**.

15.2 Election and Appointment of Directors

- (a) The Elected Directors shall be elected under **Rule 16**.
- (b) The appointed Directors may be appointed under **Rule 17**.

15.3 Portfolios

- (a) The Board may allocate portfolios to Directors.
- (b) As soon as possible, but no later than one month after the election, the Board must appoint a President, Vice-President, Treasurer and Secretary from amongst its number. The term of the appointment shall be one (1) year and each person is eligible for re-appointment.

15.4 Remuneration of Directors

A Director must not be paid for services as a Director but, with the approval of the Directors and subject to the Act, may be:

- (a) paid by the Club for services rendered to it other than as a Director as permitted by Rule 33(d)(i); and
- (b) reimbursed by the Club for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Board or the Club; or
 - (ii) otherwise engaged on the affairs of the Club.

16. ELECTED DIRECTORS

16.1 Nomination for Board

- (a) When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be determined by the Board from time to time.
- (b) Nominees for Elected Director positions must declare any position they hold in the MWFA, FNSW or FFA.

16.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) on the prescribed form (if any) provided for that purpose;
- (c) signed by two Individual Members; and
- (d) certified by the nominee (who must be a Member) expressing their willingness to accept the position for which they are nominated.

16.3 Elections

- (a) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, or if a person is not approved by the majority of Members under **Rule 16.3(a)**, the positions will be deemed casual vacancies under **Rule 18.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order for each vacancy on the Board.
- (d) Voting shall be conducted in such a manner and by such a method as determined by the Board from time to time.

16.4 Term of Appointment for Elected Directors

- (a) Subject to the transitional provisions in Rule 13 and **Rule 16.5**, Directors elected under **Rule 16** shall be elected for a term of two years but are eligible for re-election subject to **Rule 16.4(b)**. Subject to provisions in this Constitution relating to early retirement or removal of Directors, Elected Directors shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following that election.
- (b) A Director may not serve more than 3 consecutive terms as a Director. However, the effect of this rule shall commence on the date this Constitution is adopted and any term served prior to the adoption of this Constitution shall not be counted for the purposes of this **Rule 16.4**.

16.5 Transitional Provisions

- (a) At the first annual general meeting (**First AGM**) following adoption of the Constitution, the Club will elect between five and seven Elected Directors in accordance with the process provided in **Rule 16.3**.
- (b) If the number of the Elected Directors elected under **Rule 16.5(a)** is seven, then four of the Elected Directors shall be elected for a term of two years until the second Annual General Meeting following the First AGM. Otherwise, three

of the Elected Directors shall be elected for a term of two years until the second Annual General Meeting following the First AGM.

- (c) The remaining Elected Directors elected under **Rule 16.5(a)**, whose terms are not governed by **Rule 16.5(b)**, shall be elected for a one year period until the first Annual General Meeting following the First AGM.
- (d) Following election under **Rule 16.3** and the expiration of terms of Elected Directors in accordance with **Rule 16.5(b) and 16.5(c)**, the positions of Elected Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.
- (e) If the Elected Directors elected under **Rule 16.5(b) and 16.5(c)** are unable to agree on which of their number are elected for a period until the first annual General Meeting following the First AGM, then they will be decided by lot.

17. APPOINTED DIRECTORS

17.1 Appointment of Directors

The Elected Directors may appoint up to two (2) appointed Directors.

17.2 Qualifications for Appointed Directors

The appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be Members.

17.3 Term of Appointment

- (a) Appointed directors may be appointed by the Elected Directors under this Constitution for a term of one or two years, which shall commence from the first Board meeting after the annual general meeting until after the conclusion of the first or second annual general meeting, as applicable, that follows.
- (b) Appointed Directors may be appointed to ensure rotational terms that coincide with the Elected Directors' rotational terms.
- (c) Any adjustment to the term of appointed Directors appointed under this Constitution necessary to ensure rotational terms under this Constitution shall be determined by the Board.
- (d) Following the adoption of this Constitution, no person who has served as an appointed Director for a period of 3 years in total shall be eligible for appointment as an appointed Director until the next annual general meeting following the date of conclusion of his or her last term as an appointed Director.

18. VACANCIES ON THE BOARD

18.1 Casual Vacancies

Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified Members of the Club. Any

casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

18.2 Grounds for Termination of Director

In addition to the circumstances 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) is no longer 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 in writing to the Club;
- (f) is absent without the consent of the Board from meetings of the Board held during a period of six months;
- (g) holds any office of employment with the Club without the approval of the Board;
- (h) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest;
- (i) in the opinion of the Board (but subject always to this Constitution):
 - (i) has acted in a manner unbecoming or prejudicial to the Objects and interests of the Club; or
 - (ii) has brought the Club into disrepute.
- (j) is removed by Special Resolution; or
- (k) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth.)*.

18.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act. However, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Director to a number sufficient to constitute a quorum.

19. MEETINGS OF THE BOARD

19.1 Board to Meet

The Board shall meet as often as is deemed necessary, but must meet at least six times, in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to this Constitution, it may adjourn and

otherwise regulate its meetings as it thinks fit. A Director may at any time convene a meeting of the Board within reasonable time.

19.2 Decisions of Board

- (a) Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one vote on any question. Where voting is equal, the chairperson may exercise a casting vote, but is not required to do so.
- (b) Where instructed by the Board, the Secretary shall notify all Members by means of notices approved by the Board and prepared and issued by the Club of administrative decisions made at the Board meeting within 14 days of the conclusion of that meeting.

19.3 Resolutions Not in Meeting

- (a) A resolution in writing that has been signed or assented to by email or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board 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 or this Constitution. The notice will specify that Directors are not required to be present in person.
 - (iii) If a failure in communications prevents **Rule 19.3(b)(i)** from being satisfied by the 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 **Rule 19.3(b)(i)** is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.
 - (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 the meeting, provided a Director is there present. 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.

19.4 Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is at least 51% of the Directors.

19.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence or written consent), not less than two (2) days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director when notice of the meeting is provided.

19.6 Chairperson

- (a) The President shall chair any Board meeting at which they are present. If the President is not present, or is unwilling or unable to preside, the Vice-President, is to preside as chairperson.
- (b) If the President and Vice-President are not present, or are unwilling or unable to preside at a Board meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only.

19.7 Conflict of Interest

A Director shall declare his or her interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. They shall, unless otherwise determined by the Board, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Director casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board. If this is not possible, the matter shall be adjourned or deferred.

19.8 Disclosure of Interests

- (a) The nature of the interest of a Director must be declared at the meeting of the Board at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Board at the next meeting of the Board. If a Director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes interested.
- (b) All disclosed interests must also be disclosed to each annual general meeting in accordance with the Act.

19.9 General Disclosure

A general notice stating that a Director is a member of any specified firm or company and that they are is 'interested' in all transactions with that firm or company is sufficient declaration under **Rule 19.8**. After the distribution of the general notice, it is not necessary for the Director to give a special notice regarding any particular transaction with that firm or company.

19.10 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Director in accordance with **Rules 19.7, 19.8** and/or **19.9** must be recorded in the minutes of the relevant meeting.

19.11 Minutes

- (a) The Directors must cause minutes of meetings to be made and kept according to the Act and the *Corporations Act 2001* (Cth).
- (b) The minutes of Directors meetings shall not be available for inspection or copying by the Members.

20. PUBLIC OFFICER

20.1 Appointment of Public Officer

The Board shall ensure that a person is appointed as Public Officer in accordance with the Act. The Public Officer may also be a Director.

20.2 Role of Public Officer

The Public Officer will be familiar with the provisions of the Act and will use their best endeavours to ensure that all documents, financial statements, reports and statutory declarations are lodged by the prescribed date and advise the President if any item to be lodged is not available. The Public Officer may attend all Board meetings and General Meetings and must receive notice of such meetings but is not entitled to vote in this capacity, but may vote in another capacity if entitled to do so.

20.3 Removal of Public Officer

The Board may at any time remove the Public Officer and appoint a new Public Officer provided the person complies with the requirement in the Act.

20.4 Vacation of Office

The Public Officer shall be deemed to have vacated their position in the following circumstances;

- (a) death;
- (b) resignation;
- (c) removal by the Board or at a General Meeting;
- (d) bankruptcy or financial insolvency;
- (e) mental illness; or
- (f) residency outside the geographical boundaries as required by the Act.

21. DELEGATIONS

21.1 Board May Delegate Functions

The Board may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions.

It will determine what powers these committees are given. In exercising its power under this rule, the Board must take into account broad stakeholder involvement.

21.2 Delegation by Instrument

In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board or the executive officer by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.

21.3 Delegated Function Exercised in Accordance with Terms

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.

21.4 Procedure of Delegated Entity

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 19**. 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. The entity shall also provide any other reports, minutes and information required by the Board.

21.5 Delegation May Be Conditional

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.

21.6 Revocation of Delegation

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.

22. MEETINGS

- (a) The Club's annual general meeting shall be held in accordance with the Act and this Constitution. It should be held on a date and at a venue determined by the Board.
- (b) All General Meetings other than the annual general meeting shall be special General Meetings and shall be held in accordance with this Constitution.

23. SPECIAL GENERAL MEETINGS

23.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a special general meeting. When, but for this rule, more than fifteen months elapses between annual general meetings, the Board shall convene a special general meeting before the expiration of that period.

23.2 Requisition of Special General Meetings

- (a) The secretary will convene a special general meeting when 50 members or 5 per cent of the total number of members entitled to vote submit a requisition in writing.
- (b) The requisition for a special general meeting shall be in writing and state the object(s) of the meeting, be signed by the Members making the requisition and must be sent to the Club by both post and electronic mail in accordance with **Rule 39**. The requisition may consist of several documents in a similar 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 one month after the date in 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 no later than three months after that date.
- (d) A special general meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Board.

24. NOTICE OF GENERAL MEETING

- (a) Notice of every General Meeting shall be given to every Life Member, Individual Member and Parent Member entitled to receive notice. Notices shall be sent electronically to the email addresses appearing in the Club's Register. The auditor and Directors shall also be entitled to receive notice of every General Meeting. This will be sent to the auditor's last known address. No other person shall be entitled, as of right, to receive notices of General Meetings.
- (b) At least twenty-one (21) days' notice of the business to be transacted at a General Meeting shall be given to those Members entitled to receive notice, together with:
 - (i) all information required to be included in accordance with the Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution; and
 - (iii) where applicable, any notice of motion received from any Member or Director.
- (c) Notice of every General Meeting shall be given in the manner authorised in **Rule 39**.

25. BUSINESS

- (a) The business to be transacted at the annual general meeting includes the consideration of accounts and the reports of the Board and auditors, the election of directors under this Constitution and the appointment of the auditors.
- (b) All business that is transacted at a general meeting and at an annual general meeting, with the exception of those matters set down in **Rule 25(a)**, shall be special business.
- (c) No business other than that stated on the notice for a general meeting shall be transacted at that meeting.

26. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the Club no less than thirty days (excluding receiving date and meeting date) prior to the General Meeting.

27. PROCEEDINGS AT GENERAL MEETINGS

27.1 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 five Members.

27.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General Meeting.

27.3 Quorum and time – special General Meetings

If within 30 minutes after the time appointed for a special General Meeting, or at any other time during the meeting, a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to such other day, time and place as the chair determines.

27.4 Quorum and time – annual General Meetings

- (a) If within 30 minutes after the time appointed for an annual General Meeting, or at any other time during the meeting, a quorum is not present, the annual General Meeting stands adjourned to such other day, time and place as the chairperson determines.
- (b) Where an annual General Meeting has been adjourned under **Rule 27.4(a)**, such voting Members as are represented by their appointed, authorised representative or proxy on the adjourned date shall constitute a quorum.

27.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an annual General Meeting) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this rule does not apply to a General Meeting convened by:

- (a) Members according to the Act;
- (b) the Directors at the request of Members; or
- (c) a Court.

27.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member; and
- (b) each other person entitled to notice of a General Meeting under this Constitution or the Act,

at least 7 days prior to the date of the General Meeting.

27.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in 2 or more places, the technology that will be used to hold the meeting in that manner.

27.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **Rule 27.6**.

27.9 Business at postponed General Meeting

The only business that may be transacted at a postponed General Meeting is the business specified in the notice originally convening the meeting.

27.10 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

27.11 President to Preside

The President, or in the President's absence, the Vice-President, shall, subject to this Constitution, preside as chair at every General Meeting except:

- (a) in relation to any election for which the chairperson is a nominee; or
- (b) where a conflict of interest exists.

If the President and the Vice-President are not present, or are unwilling or unable to preside, the remaining Directors present shall appoint another Director to preside as chairperson for that meeting only.

27.12 Conduct of General Meetings

- (a) The chair of a General Meeting:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the *Corporations Act 2001* (Cth), terminate discussion or debate on any matter whenever he or she consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the chair under this **Rule 27.12** is final.

27.13 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the chairperson. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- (b) 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. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Rule 27.13(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

27.14 Questions decided by majority

Subject to the requirements of the Act (if any) and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

27.15 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) a simple majority of the Members.

27.16 Recording of Determinations

Unless a poll is demanded under **Rule 27.15**, the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the Club's book of proceedings.

27.17 Where Poll Demanded

If a poll is duly demanded under **Rule 27.15** it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

27.18 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the chairperson, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

27.19 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the chairperson must decide it and the chairperson's decision made in good faith is final.

27.20 Minutes

- (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) the financial statements submitted to the Members in accordance with the Act; and
 - (ii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of each General Meeting must be signed by the person presiding at the meeting, or the person presiding at the next General Meeting, verifying their accuracy.

28. VOTING AT GENERAL MEETINGS

28.1 Members Entitled to Vote

- (a) Each Individual Member and Life Member shall be entitled to one vote at General Meetings.
- (b) A Parent Member:
 - (i) is entitled to one vote at General Meetings for each Junior Member that Parent Member is representing.
 - (ii) is not eligible to vote as a representative of a Junior Member at a General Meeting of the Club if the other parent of that Junior Member is exercising voting rights in relation to that Junior Member at the same General Meeting of the Club.
- (c) No other Member shall be entitled to vote but shall, subject to this Constitution, have and be entitled to exercise those rights set out in **Rule 6** and this **Rule 28.1**.

28.2 Chairperson May Exercise Casting Vote

Where voting at General Meetings is equal, the chairperson may exercise a casting vote, but is not required to do so.

28.3 Proxy Voting

- (a) At the discretion of the Board, proxy voting shall be permitted at all General Meetings provided a proxy form in the form approved by the Board from time to time, has been duly completed and executed and is lodged with the Club at least seventy-two (72) hours before the commencement of the meeting.
- (b) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. For the proxy to be valid the Member must instruct the proxy to vote either in favour of or against any proposed resolutions which must be set out in the proxy

28.4 Postal and electronic voting

- (a) Postal voting or voting by electronic communication may be permitted from time to time in such instances and on such resolutions as the Directors may determine.
- (b) When permitted by the Directors, postal or electronic voting shall be conducted in accordance with the Act, including that any particular resolution voted on by postal ballot or electronic communication must only be voted on using that method, and not in conjunction with voting in person at the General Meeting.

29. TELECOMMUNICATION MEETINGS OF THE CLUB

29.1 Telecommunication meeting

- (a) A General Meeting or a Board meeting may be held by means of a telecommunication meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Board meeting (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **Rule 29**.

29.2 Conduct of telecommunication meeting

The following provisions apply to a telecommunication meeting of the Club:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting;
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

30. GRIEVANCE PROCEDURE

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a Member and:
 - (i) another Member; or
 - (ii) 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 relevant 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 ten (10) days, refer the dispute to Board who will refer the dispute to the appropriate body for resolution including, but not limited to, the MWFA.
- (d) The Board may prescribe additional grievance procedures in the By-Laws consistent with this **Rule 30**.

31. RECORDS AND ACCOUNTS

31.1 Records

- (a) The Club shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Club and the Board). It shall produce these as appropriate at each Board or general meeting.
- (b) Records and minutes may be kept in written or electronic form. If kept in electronic form, the records and minutes must be able to be converted into hard copy.

31.2 Records Kept in Accordance with the Act

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of account shall be kept in the care and control of the Board.

31.3 Inspection of Records

- (a) Members may on request inspect free of charge:
 - (i) the minutes of general meetings; and
 - (ii) subject to **Rule 31.3(b)**, the financial records, books, securities and any other relevant document of the Club.
- (b) The Board may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

- (c) The Board must on request make copies of these rules available to Members and applicants for membership free of charge.
- (d) Subject to **Rule 31.3(b)**, a Member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- (e) For the purposes of this rule, relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following:
 - (i) its financial statements;
 - (ii) its financial records; and
 - (iii) records and documents relating to transactions, dealings, business or property of the Club.

31.4 Board to Submit Accounts

The Board shall submit the Club's statements of account to the Members at the annual general meeting in accordance with this Constitution and the Act.

31.5 Negotiable Instruments

All cheques and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised directors or in such other manner as the Board determines from time to time.

32. AUDITOR

- (a) A properly qualified auditor or auditors shall be appointed by the Club in a general meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth.)* and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the Club in a general meeting.
- (b) The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

33. INCOME AND PROPERTY OF THE CLUB

- (a) Income and property of the Club shall be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships, fees for coaching programs and other such sources as the Board determines from time to time.
- (b) The income and property of the Club shall be applied solely towards the promotion of the Objects.
- (c) Except as prescribed in this Constitution or the Act:

- (i) 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; and
 - (ii) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.
- (d) Payment in good faith of or to any Member can be made for:
- (i) any services actually rendered to the Club whether as an employee, Director 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
 - (v) any out-of-pocket expenses incurred by a Member on behalf of the Club.

Nothing in **Rules 33 (b) or (c)** preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

34. **WINDING UP**

- (a) Subject to this Constitution the Club may be wound up in accordance with the Act.
- (b) The liability of the Members of the Club is limited.
- (c) Every Member undertakes to contribute to the assets of the Club in the event of it being wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar (\$1.00).

35. **DISTRIBUTION OF PROPERTY ON WINDING UP**

If upon winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects similar to those of the Club. The organisation(s) must prohibit the distribution of its income and property among its Members to an extent at least as great as that imposed on the Club by this Constitution. The organisation(s) is to be determined by the Members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

36. ALTERATION OF CONSTITUTION

This Constitution shall not be altered except by Special Resolution.

37. BY-LAWS

37.1 Board to Formulate By-Laws

The Board may formulate, issue, adopt, interpret and amend By-Laws for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and Football in the Local Area. Such By-Laws must be consistent with the Constitution and any policy directives of the Board.

37.2 By-Laws Binding

All By-Laws are binding on the Club and all Members.

37.3 Regulations Deemed Applicable

All clauses, rules, by-laws and regulations of the Club in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be By-Laws and shall continue to apply.

37.4 Communications Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by means of communications approved by the Board and prepared and issued by the Club. The Club shall take reasonable steps to distribute information in the communications to Members. The matters in the communications are binding on all Members.

38. STATUS AND COMPLIANCE OF CLUB

38.1 Recognition of Club

The Club is a Member of the MWFA and FNSW, is recognised by those bodies as the entity responsible for the delivery of Football in the Local Area and is subject to compliance with this Constitution. The MWFA and FNSW Constitutions shall continue to be so recognised and shall administer Football in the Local Area in accordance with the Objects.

38.2 MWFA and FNSW

The Club may not resign, disaffiliate or otherwise seek to withdraw from MWFA and/or FNSW without approval by Special Resolution.

39. NOTICE

- (a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post or electronic mail to the Member's registered address or electronic mail address.
- (b) Notices may be given to the Club by electronic mail to the Secretary of the Club at mosmanfc.secretary@gmail.com.

- (c) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.
- (d) Where a notice is sent by electronic mail, delivery of the document is taken to:
 - (i) be effected by properly addressing and transmitting the electronic transmission; and
 - (ii) have been delivered immediately upon receipt of confirmation by the sender confirming the electronic transmission was sent to/or received at the electronic mail address to which it was sent.

40. **INDEMNITY**

- (a) Every director and employee of the Club will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as director or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Club shall indemnify its directors and employees against
 - (i) every liability incurred by the person in that capacity (except a liability for legal costs); and
 - (ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
 - (A) the Club is forbidden by statute to indemnify the person against the liability or legal costs;
 - (B) an indemnity by the Club of the person against the liability or legal costs would, if given, be made void by statute. or
 - (C) the liability did not arise out of conduct in good faith.

41. **REGISTERED ADDRESS**

The registered address of the Club must be:

- (a) an address where the Public Officer can generally be found and where documents can be served on the Public Officer; and
- (b) in New South Wales.