

Constitution of the Manly Warringah Australian Football Club Inc

Under the Associations Incorporation Act 2009

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Part 1 – Preliminary

1. Preliminary

Objects

The objects of the Club shall be to:-

- i. To promote, advance, cultivate and foster the Australian game of football
- ii. To assist in the educational advancement of the community by means of the development of a sense of fair play and love of sport, and in particular the Australian National game of Football.
- iii. To encourage, advance and assist in the development of an improved standard of physical fitness in all members of the community both individually and collectively.

Definitions

(1) In this constitution:

Director-General means the Director-General of the Department of Services, Technology and Administration.

life member means a person who is granted life membership of the Club by the Committee.

ordinary committee member means a member of the committee who is not an office-bearer of the Club.

player member means a person who is granted membership of the Club having paid the fee stipulated by the Committee and whose application for registration as a player has been accepted by the Committee and the governing body of the competition with whom the Club is affiliated.

secretary means:

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

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

social member means a person who is granted membership of the Club having paid the fee stipulated by the Committee and whose application has been accepted by the Committee.

the Club means the Manly Warringah Australian Football Club

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

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

- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 - Membership

2. Membership generally

- (1) A person is eligible to be a member of the Club if
 - (a) the person is a natural person, and
 - (b) the person has been nominated and approved for membership of the Club in accordance with clause 3.
- (2) A person is taken to be a member of the Club if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the Club - a member of that unincorporated body immediately before the registration of the Club, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the Club if the person was one of the individuals on whose behalf an application for registration of the Club under section 6 (1) (a) of the Act was made.
- (4) Until such time, as otherwise determined by an Annual General Meeting, membership of the club shall be open to those persons on payment of the applicable Annual Membership Subscription which shall be decided by the Committee. Junior playing members under seventeen years of age on the first of January in each year will be exempt from the payment of dues and deemed financial members of the Club.

3. Nomination for membership

- (1) A nomination of a person for membership of the Club:
 - (a) must be made by a member of the association in writing in a format prescribed by the Committee, and
 - (b) must be lodged with the secretary of the Club or the governing competition body to which then Club is affiliated.

(2) As soon as practicable after receiving a nomination for membership, the secretary may refer the nomination to the committee which is to determine whether to approve or to reject the nomination.

(3) As soon as practicable after the committee makes that determination, the secretary must:

- (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
- (b) if the committee approved the nomination, request the nominee to pay (within the period of 7 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.

(4) The secretary must, on payment by the nominee of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Club.

4. Cessation of membership

A person ceases to be a member of the Club if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Club, or
- (d) fails to pay the relevant annual membership fee under clause 8 on or before the date that the fee is due.

5. Membership entitlements not transferable

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

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

6. Resignation of membership

(1) A member of the Club may resign from membership of the Club by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

(2) If a member of the Club ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

(1) The public officer of the Club must establish and maintain a register of members of the Club specifying the name and postal or residential address of each

person who is a member of the Club together with the date on which the person became a member.

- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the Club, or
 - (b) if the Club has no premises, at the Club's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

- (1) A member of the Club must, on admission to membership, pay to the Club a fee as determined by the committee, from time to time for the relevant membership class.
- (2) A member of the Club must pay to the Club the relevant annual membership fee in the relevant periods below.
- (3) Membership shall run for the period of 1 November through to 31 October of the following year. The membership fee will not be subject to reduction or 'pro-rated' without the express approval of the Committee.
- (4) A player member, shall not be eligible for selection if payment of designated fee is not made prior to the selection of the team during the season. Subject to clause 8(3) no person can play for the Club if they have not paid the designated fee for a Player Member.
- (5) Membership may be offered in separate classes, each shall have voting rights. Such classes may incur differing fees as the discretion of the Committee. Creation of any new classes will require agreement of a general meeting on the basis of a simple majority. Such classes shall include:
 - (a) Player members
 - (b) Social members
 - (c) Life members
- (6) Players under 17 years of age at 1 January will be exempt from the payment of fees and will be deemed financial members of the Club, if they are currently registered to play with another Club affiliated with the ACT/NSW AFL and have paid such fees as levied by that other Club.

9. Members' liabilities

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

10. Resolution of disputes

(1) A dispute between a member and another member (in their capacity as members) of the Club, or a dispute between a member or members and the Club, are to be referred to the Club's Dispute Resolution Panel. If the dispute remains unresolved, the dispute is to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.

(2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.

(3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration. If a dispute proceeds to arbitration, the party making such application must establish the capacity to pay the costs of the Arbitration. Such arbitrator shall, absent agreement between the parties be conducted pursuant to the rules of LEADR – Association of Dispute Resolvers and nomination of the Arbitrator shall be made by the Chairperson of LEADR.

11. Disciplining of members

(1) A complaint may be made to the committee by any person that a member of the Club:

- (a) has refused or neglected to comply with a provision or provisions of this constitution, or
- (b) has wilfully acted in a manner prejudicial to the interests of the Club.

(2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.

(3) If the committee decides to deal with the complaint, the committee:

- (a) must refer the matter to the Club's Dispute Resolution Panel, and
- (b) cause notice of the complaint to be served on the member concerned, and
- (c) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
- (d) must take into consideration any submissions made by the member in connection with the complaint.

(4) The committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

(5) The Committee shall have power to expel any member who shall be found guilty of such conduct as shall, in the opinion of the Committee render such member of the Club unfit to continue a member thereof. Any member so expelled may, within one month of the expulsion, appeal against the decision of the Committee to a Special General Meeting of the Club to be called as herein provided.

(6) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.

(7) The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 12, whichever is the later.

12. Right of appeal of disciplined member

(1) A member may appeal to the Club in general meeting against a resolution of the committee under clause 11, within one month after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.

(2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.

(3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the Club to be held within 28 days after the date on which the secretary received the notice.

(4) At a general meeting of the Club convened under subclause (3):

- (a) no business other than the question of the appeal is to be transacted, and
- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

(5) The appeal is to be determined by a simple majority of votes cast by members of the Club.

Part 3 - The Committee

13. Powers of the committee

Subject to the Act, the Regulation and this constitution and to any resolution passed by the Club in general meeting, the committee:

- (a) is to control and manage the affairs of the Club, and
- (b) may exercise all such functions as may be exercised by the Club, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Club, and

- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Club.
- (d) The Committee shall have the sole management of the affairs and concerns of the Club, and shall have power to perform all such acts and deeds as shall appear to it desirable or essential for the proper management of the Club. The whole of the assets and property of the Club shall be vested in the Committee, or independent Trustees, appointed by the Committee for a specified term. All matters involving the expenditure of Club funds (other than petty cash expenditure) shall be determined by the Committee.
- (e) The Committee shall appoint a Delegate or Delegates to represent the Club on the Sydney AFL or such other bodies to which the Club may be affiliated. Such a delegate shall report fully to the Committee.
- (f) In the event of any question not provided for by these Rules arising, the Committee shall have full power to act in the matter as it considers fit
- (g) The Committee shall have power to make such By-Laws as may be deemed advisable for carrying out the objects of the Club, and to vary or rescind such laws from time to time if necessary. Provided always that such By-Laws shall not interfere with the Constitution as written herein, also providing that Notice of Motion has been given of such intention to vary or rescind such By-Laws at the previous meeting.

14. Composition and membership of committee

- (1) The committee is to consist of:
 - (a) the office-bearers of the Club, and
 - (b) any number of ordinary committee members, each of whom is to be elected at the annual general meeting of the Club under clause 15.
- (2) The total number of committee members is to be at least 5.
- (3) The office-bearers of the Club will form an Executive Committee with the following portfolios:
 - (a) President
 - (b) Secretary
 - (c) Treasurer
 - (d) Operations Director
 - (e) Football Director
 - (f) Vice President (if not held concurrently by an existing member of the Executive Committee)

Each Director can appoint as many assistants or committees necessary to fulfil their duties.

- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).
- (5) Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

15. Election of committee members

- (1) Nominations of candidates for election as office-bearers of the Club or as ordinary committee members:
- (a) Nominations for positions on the Committee may be lodged with the Secretary in writing prior, to the Annual General Meeting, or nominations may be called for at the Annual General Meeting of the Club.
 - (b) All candidates for office, together with the proposer and seconder, must be full financial members at the time of nomination.
 - (c) All nominations must be signed by the proposer and seconder and endorsed by the candidate as signifying his or her approval of such nomination.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the Club must be a member of the Club pursuant to Clause 42, or must become so within 7 calendar days of such nomination. If the nominee is elected and is not a financial member of the Club, the position will be declared vacant and be treated as a casual vacancy pursuant to Clause 18.

16. Secretary

- (1) The secretary of the Club must, as soon as practicable after being appointed as secretary, lodge notice with the Club of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and

- (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The Secretary shall attend and take minutes of Committee Meetings, conduct correspondence under the direction of the Committee, and generally carry out the policy and instructions of the Committee.
- (5) The Secretary's Assistant shall assist the Secretary as required in all the above mentioned duties.

17. Treasurer

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

- (a) that all money due to the Club is collected and received and that all payments authorised by the Club are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.
- (c) The Treasurer shall receive all monies and bank as soon as possible but preferably within seven days of receipt in the account of the Manly Warringah Australian Football Club. The Treasurer shall also keep a correct account of the income and expenditure, submit an extract thereof to the Committee, as and when required so to do, and attend promptly to the payment of all accounts passed by the Committee. All cheques drawn on the Club's Bank Account must be signed by any two of the following:- Treasurer, President or one other member of the Committee appointed for such purpose.

18. Casual vacancies

(1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

(2) A casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or
- (b) ceases to be a member of the Club, or
- (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 19, or
- (f) becomes a mentally incapacitated person, or

- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

(3) The Committee may from time to time fill casual vacancies on any portfolio and appoint sub-committees for matters of special interest that may require investigation; such sub-committees shall report the result of any such investigation to the Committee.

19. Removal of committee members

(1) The Club in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

(2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the Club, the secretary or the president may send a copy of the representations to each member of the Club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

(3) Any Directors excepting the President, absenting themselves from three consecutive meetings without forwarding a satisfactory explanation in writing shall be deemed to have vacated office. The Committee may grant leave of absence.

20. Committee meetings and quorum

(1) The Committee shall meet at least monthly (or some other regular period decided upon) from the date of the Annual Meeting throughout the football season in each year. Subsequent to the termination of each football season and the date of the next Annual Meeting, the Committee shall meet quarterly or at such times as the Committee may determine.

(2) The President shall take the chair at each General or Directors Meeting but in the event, of neither being present at the meeting the members shall appoint a Chairman for the occasion who shall act as such for the duration of the meeting. The Chairman of any meeting, in addition to his or her ordinary vote, shall have a casting vote. Additional meetings of the committee may be convened by the president or by any member of the committee.

(3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.

- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (4a) Committee members who wish to propose a motion at a forthcoming meeting must lodge the proposed motion with the Secretary within 7 days of the meeting. The Secretary will notify the Executive Committee members of the motion who will, in their absolute discretion, decide, by a simple majority vote, whether to table the motion at a general meeting of the Committee.
- (5) At all meetings of the Committee a quorum shall consist of at least five Committee Members. At all other Meetings a quorum shall consist of at least one half of the members of the particular portfolio committee.
- (6) No business is to be transacted by the committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
- (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.
- (9) A Team Manager for each team shall be appointed by the Committee. Such Team Manager shall be responsible for the fielding of their respective team, the collection of player fees and other moneys incidental to their respective teams, and the paying in of all such monies to the Finance Director.

21. Delegation by committee to sub-committee

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Club as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) The Director of any portfolio shall be empowered to call special meetings sub committees if in their opinion, circumstances warrant such action.

22. Voting and decisions

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 - General Meetings

23. Annual general meetings - holding of

- (1) The Club must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Club must hold its annual general meetings:
 - (a) within 6 months after the close of the Club's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
- (3) The Annual General Meeting of the Club shall be held no later than the 31st day of December in each year (the date and place of meeting to be decided by the Committee) for the purpose of receiving the Annual Report and Balance Sheet, the election (by ballot if necessary) of five office bearers and any number of Committee members. The Annual Meeting shall also elect two (2) auditors and consider any other business submitted to the Meeting in a proper manner and, in accordance, with the Constitution here within.

24. Annual general meetings - calling of and business at

- (1) The annual general meeting of the Club is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the committee reports on the activities of the Club during the last preceding financial year,
 - (c) to elect office-bearers of the Club and ordinary committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25. Special general meetings - calling of

- (1) The President or any Director shall call a Special General Meeting on receiving a requisition setting forth the objects of the proposed meeting signed by twelve members. Seven days' notice of such Special General Meeting shall be given where the Club Notices are displayed or in the daily press. Such Special General Meeting shall be held within fourteen days from the date of such requisition, and at least fourteen members shall be present to constitute a quorum at such a Special General Meeting.
- (2) The Committee shall have power to call a Special General Meeting of the Club whenever they have matters under consideration upon which it may be deemed necessary or desirable to obtain the opinions of the members. The same notice shall be given in this instance as for a Special General Meeting called on the requisition of members.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

(5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

26. Notice

(1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

(2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

(3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).

(4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

27. Quorum for general meetings

(1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

(2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

(2a) Fourteen members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a special general meeting

(3) If within half an hour after the appointed time for the commencement of a general meeting or special general meeting a quorum is not present, the meeting:

- (a) if convened on the requisition of members, is to be dissolved, and
- (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

(4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

28. Presiding member

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

29. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of decisions

- (1) A question arising at a general meeting of the Club is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 2 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31. Special resolutions

A special resolution may only be passed by the Club in accordance with section 39 of the Act.

32. Voting

- (1) On any question arising at a general meeting of the Club a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

(3) A member is not entitled to vote at any general meeting of the Club unless all money due and payable by the member to the Club has been paid.

(4) A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.

(5) At all meetings of the Club, financial members of the Club only shall be entitled to vote. The vote of every meeting excepting as elsewhere specified shall be determined by a show of hands unless a ballot be demanded by any two members.

(6) Any of the present Rules may be altered, repealed, or a new rule introduced by a simple majority at the Annual Meeting of the Club or by three-fifths majority of the members present at a Special General meeting of the Club, providing due notice of motion in writing, signed by the proposer and seconder has been lodged fourteen days prior to the Annual Meeting or a Special General Meeting of the Club.

33. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

34. Postal ballots

(1) The Club may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).

(2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

35. Insurance

The Club may effect and maintain insurance.

36. Funds - source

(1) The funds of the Club are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the committee determines.

(2) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.

(3) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

37. Funds - management

(1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the committee determines.

(2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the Club, being members or employees authorised to do so by the committee.

38. Change of name, objects and constitution

An application to the Director-General for registration of a change in the Club's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

39. Custody of books etc

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

40. Inspection of books etc

(1) The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:

- (a) records, books and other financial documents of the Club,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the Club.

(2) A member of the Club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

41. Service of notices

(1) For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission, email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42. Financial year

(1) The financial year of the Club shall be deemed to commence on the first day of November of each year and terminate on the thirty-first day of October of each year. All members shall be deemed to be financial for the purpose of voting at the Annual Meeting, or for nomination purposes, if the Annual subscription has been paid prior to the end of the financial year.

(2) The accounts of the Club shall be audited by two (2) auditors elected at the Annual General Meeting, one of whom shall be a member of the Committee, and a Statement of Receipts and Expenditure by the Finance Director duly audited shall be presented with a Report at the Annual General Meeting of the Club.

43. Team Selection

The Selection Panel shall comprise the Director of Football, Coaches and Captain. At any time the Committee have power to appoint additional members.

44. Uniform

It shall be compulsory on the part of the players to wear the registered uniform of the club.

45. Selection of Captain and Vice Captain:

(1) No later than the last training night in the week prior to the first competition game of each year, the Director of Football and the Coaches shall select the Captain and Vice Captains of each grade. These respective appointments to be sanctioned by the Committee.

(2) In the event, of the Captain or the Vice Captain resigning during the season, or being prevented owing to injury or any other circumstances from taking their place in the selected team, the Director of Football shall (in council with the Coaches), as early as practicable, appoint a successor or a deputy for the time being whichever is deemed advisable, to fill any such vacancy, or to act for the necessary period.

(3) If for any reason during the progress of the playing season the Committee considers it desirable in the interest of the Club to vary or rescind the appointment of Coach, Captain or Vice-Captain it is empowered at any Committee Meeting of which seven days' notice in writing has been given to members that such action is contemplated, and provided always that at least half of the Directors are present there at when, and if, any vote discloses a majority in favour of affecting such a change, to take action accordingly.

46. Captain in the Field

The Captain shall have the management responsibility of the team entrusted to his or her command, and decide for it in all matters of dispute, which may arise in the field of play, after full consultation with the team Coach.

47. Conduct in the field:

(1) The captain is required to inform the Director of Football, Coach and Committee after the occurrence in the field of any act of disobedience, bad language, or unseemly conduct of any player calculated to lower the dignity of the club.

(2) Any player, or players, disobeying the orders of the Captain, which on the field or using abusive or bad language, shall be dealt with as the Director of Football and Committee may determine.

48. Members to play in matches

All players to play in the matches shall be chosen by the Selection Panel. In the event, of any member chosen to play in the match, being absent, the Selection Panel member present at the ground will nominate a player to fill the vacancy thus occurred. In the event, of no member of the Selection Panel being present at the ground, the Captain and the Vice-Captain shall act on their own judgement.

49. Clearances

All player clearances are to be handled by the Director of Football in consultation with the Committee if necessary.

50. Income and Property

The income and property of the Club derived shall be applied solely towards the promotion of the objectives of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Club provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Club or to any member in return for any services actually rendered to the Club or reasonable or proper rent for premises let by any member to the Club.

51. Dissolution of the Club

The Club shall not be dissolved except at a General Meeting of the Club especially convened for the purpose and by a resolution carried by a majority of four-fifths of the votes recorded in respect of the same. If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid or distributed among the members of the Club but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the Club and which shall also prohibit the distribution of its, or their property, among its or their members such institutions to be determined by the members of the Club at or before the time of dissolution or in default thereof by the Chief Judge of such Court as may have or acquire jurisdiction in the matter.

Appendix 1

Application Form for membership of the Manly Warringah Australian Football Club

APPLICATION FOR MEMBERSHIP

.....

[*name of Club*]

Incorporated (incorporated under the *Associations Incorporation Act 2009*)

I,

[*full name of applicant*]

of

[*address*]

.....

[*occupation*]

hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

I seek membership as (tick one box only):

Playing member

Social Member

.....

Signature of applicant

Date

I,

[*full name*]

a member of the Club, nominate the applicant for membership of the Club.

.....

Signature of proposer

Date

I,

[*full name*]

a member of the association, second the nomination of the applicant for membership of the Club.

.....

Signature of seconder

Date