



FOOTBALL | FAMILY | PASSION

CONSTITUTION

Roselea Football Club
November 2024

Contents

CONSTITUTION OF ROSELEA FOOTBALL CLUB INCORPORATED	4
PART I – OBJECTS, POWERS AND INTERPRETATION.....	4
1. NAME.....	4
2. INTERPRETATION AND DEFINITIONS	4
3. THE ACT	7
4. CLUB VISION.....	7
5. CLUB MISSION	7
6. CLUB VALUES.....	8
7. OBJECTS OF CLUB.....	8
8. POWERS OF THE CLUB.....	9
PART II – MEMBERSHIP	10
9. LIABILITY OF MEMBERS	10
10. MEMBERSHIP OF CLUB.....	10
11. SUBSCRIPTIONS AND FEES	13
12. REGISTERS	14
13. DISCONTINUANCE OF MEMBERSHIP.....	14
14. DISCIPLINE OF MEMBERS.....	16
15. GRIEVANCE PROCEDURE	16
PART III- GENERAL MEETINGS.....	17
16. ANNUAL GENERAL MEETINGS	17
17. SPECIAL GENERAL MEETINGS.....	18
18. NOTICE OF GENERAL MEETING.....	18
19. PROCEEDINGS AT GENERAL MEETINGS.....	19
20. VOTING AT GENERAL MEETINGS	20
21. MINUTES OF GENERAL MEETINGS.....	21
PART IV – BOARD	22
22. BOARD.....	22
23. ELECTION OF DIRECTORS	24
24. VACANCY ON THE BOARD	25
25. QUORUM AND PROCEDURE AT BOARD MEETINGS.....	26
26. DIRECTORS’ INTERESTS.....	29
27. DELEGATED POWERS	30

28.	DUTIES of DIRECTORS	31
29.	MINUTES OF BOARD MEETINGS	33
PART V – MISCELLANEOUS.....		34
30.	REGULATIONS	34
31.	FUNDS, RECORDS AND ACCOUNTS	34
32.	AUDITOR	35
33.	APPLICATION OF INCOME.....	36
34.	CUSTODY OF BOOKS AND OTHER DOCUMENTS.....	36
35.	SIGNING OF NEGOTIABLE INSTRUMENTS.....	37
36.	ALTERATION OF CONSTITUTION.....	37
37.	DISSOLUTION	37
38.	INDEMNITY	37
39.	SERVICE OF NOTICES	38
40.	REGISTERED ADDRESS.....	38
41.	TRANSITIONAL ARRANGEMENTS	38

CONSTITUTION OF ROSELEA FOOTBALL CLUB INCORPORATED

PART I – OBJECTS, POWERS AND INTERPRETATION

1. NAME

The name of the incorporated association is Roselea Football Club Incorporated (**Club**).

2. INTERPRETATION AND DEFINITIONS

2.1 Definitions

In this Constitution, unless the contrary intention appears:

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

Annual General Meeting means a meeting of Members convened in accordance with Rule 16.

Annual Subscriptions means the annual fees payable by each category of Member as determined by the Board under Rule 11.

Board of Directors means the body managing the Club and consisting of the Directors under Rule 22.2.

Regulation means any Regulation made by the Board under Rule 30.

Club means Roselea Football Club Incorporated

Coaching Member means a natural person 18 years or older recognised by the Club as a Member under Rule 10.4(c) from time to time who is appointed as a coach (excluding assistant coaches) of one or more of the Club's football teams.

Committee means any committee of the Board created under Rule 27.4 from time to time.

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

Director means a member of the Board elected or appointed in accordance with this Constitution. (Refer to Rule 22.2 for List of Directors).

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

Financial Year means the year commencing 1 October and ending 30 September in the immediately following year.

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

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

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

General Committee means the standing sub-committee formed as an ongoing advisory sub-committee to the Board, under Rule 27

General Committee Member means a duly appointed member of the Club's General Committee

General Meeting means the annual or any Special General Meeting of the Club convened in accordance with Rule 17.

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

Life Member means an individual elected as such under Rule 10.7

Member means any person recognised as a member of the Club by the Board under Rule 10 from time to time.

NWSF means the North West Sydney Football or its successors.

Objects mean the objects of the Club under Rule 7

Parent Member means a natural person recognised by the Club as a Member under Rule 10.4(c) from time to time who is the parent or guardian of a registered club player who is under 18 years of age.

Playing Member means a natural person 18 years or older and recognised by the Club as a Member under Rule 10.4(c) from time to time who participates in one or more of the Club's Football teams.

Club President means the president for the time being of the Club appointed in accordance with Rule 23.

Public Officer means a person appointed as public officer under Rule 28.2.

Register means the register of Members kept in accordance with Rule 12.1.

Relevant Documents means the records and other documents, however recorded compiled or stored, that relate to the Club and management of the

Club and includes membership records, financial statements, financial records, and records and documents relating to transactions, dealings, business or property of the Club, but does not include minutes of Board meetings.

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

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

Volunteer Member means a natural person recognised by the Club as a Member under Rule 10.4(c) from time to time who holds any voluntary position within the Club.

2.2 Interpretation

In this Constitution:

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

2.3 Enforceability

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

3. THE ACT

- (a) The Club shall incorporate under the Act and shall remain incorporated. Words and phrases which are defined in the Act, and which are not specifically defined in Rule 2 above, have the same meanings in this Constitution as they do in the Act.
- (b) The model Rules made under the Act are expressly displaced by this Constitution.

4. CLUB VISION

Our vision is to be a leading, inclusive football club known for fostering a positive, family-friendly environment. We aim to inspire a lifelong passion for football and develop competitive players by providing mentorship, development opportunities, and support for all ages and abilities. By deepening community connections and expanding access, we strive to elevate the game and make a lasting impact.

5. CLUB MISSION

Our mission is to positively impact the local community by creating a lifelong passion for football, and to help raise the level and respect of the game within North West Sydney and surrounding areas.

We will encourage all people to meet and play football, regardless of age, gender, ethnicity, religious beliefs, sexual orientation, financial situation, social or competitive aspirations, skills or ability level.

We want to provide a safe, happy, positive, family friendly and professional environment which encourages early engagement with minis and youth players by providing mentorship, facilities, education and leadership for all ages and abilities.

We will provide opportunities for our men's and women's teams to enjoy playing football in a team environment which creates lifelong memories.

We will endeavour to provide opportunities to all players to reach their full potential and strive for their aspirational goals through encouragement and programs aimed at developing their abilities.

We aim to strengthen the existing passion within our local football community, expanding access to the sport for more individuals.

By being an active member of our community through service, partnerships and programs, our club plays a role in the leadership, development and personal growth of our players, officials and volunteers. As a community based not-for-profit entity which thrives on a solid financial foundation, we hope to inspire each registered player and coach to perform at their best and to enjoy their football, while helping create leaders and individuals that will inspire others to do the same.

6. CLUB VALUES

At Roselea FC, we have principles that guide our actions. These are our core values.

Integrity - Conducting all business matters ethically and professionally.

Teamwork - Developing an environment of unity and belonging for all of those that represent and are involved with the club.

Sports Ethics - To abide by the rules, spirit, and etiquette of the game. Show respect to all players, coaches, officials, and spectators.

Engagement - Understand and listen to all stakeholders of our club and to provide full transparency of all club and association matters.

Passion - Cultivating a deep-seated love for the game and a strong sense of belonging among our members.

7. OBJECTS OF CLUB

The Club is established solely for these Objects.

The Objects of the Club are to:

- (a) affiliate to, and otherwise liaise with, Football NSW, Football Australia and NWSF; and adopt their Rules and policy frameworks in order to further these Objects.
- (b) abide by, promulgate, enforce and secure uniformity in the application of the Rules of Football as may be determined from time to time by Football NSW, Football Australia and/or FIFA and or NWSF and as may be necessary for the management and control of Football and related activities in New South Wales;

- (c) nominate teams in NWSF competitions, and such other competitions as determined, by the Board from time to time;
- (d) raise and borrow any monies, and to buy, sell or otherwise deal with any real or personal property, required for the Objects of the Club upon such terms and conditions and/or on such securities as may be determined;
- (e) use and protect the intellectual property of the club;
- (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.

8. POWERS OF THE CLUB

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

PART II – MEMBERSHIP

9. LIABILITY OF MEMBERS

The liability of the Members of the Club is limited.

10. MEMBERSHIP OF CLUB

10.1 Minimum number of Members

The Club must have at least five Members.

10.2 Categories of Member

The Members of the Club shall consist of:

- (a) Playing Members, who are at least 18 years of age at the date of the relevant General Meeting, shall have the right to be present, debate and vote at General Meetings;
- (b) Parent Members, who are at least 18 years of age at the date of the relevant General Meeting, shall have the right to be present, debate and vote at General Meetings subject to:
 - i) Any Parent Member shall have only 1 vote irrespective of the number of dependent children registered as players; and
 - ii) Each registered player under the age of 18 will empower only one Parent Member
- (c) Volunteer Members, who are at least 18 years of age at the date of the relevant General Meeting, shall have the right to be present, debate and vote at General Meetings.
- (d) Coaching Members, who are subject to being at least 18 years of age at the date of the relevant General Meeting, shall have the right to be present, debate and vote at General Meetings; each team shall empower only one “coaching member”.
- (e) Life Members, who shall have the right to be present, debate and vote at General Meetings; and
- (f) such other category or categories of membership as determined by the Board from time to time.

10.3 Application for Membership

- (a) To be eligible for membership as a valid Member, the applicant must be a natural person and meet any other criteria set by the Board from time to time.

- (b) Subject to this Constitution, or any procedures set by the Board from time to time, an application for membership must be in the form prescribed by the Board from time to time;
 - (i) accompanied by the appropriate fee or fees, if any; and
 - (ii) lodged with the Board or its nominee.

10.4 Discretion to Accept or Reject Application

- (a) The Board may accept or reject an application whether the applicant has complied with the requirements in Rule 10.3 or not, and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) If the Board rejects an application for membership, it shall, as soon as practicable, notify the applicant in writing that their application for membership is not approved. If the Board rejects an application, it shall refund any fees forwarded with the application, less any deductions or retentions as indicated in the Regulations, as amended from time to time.
- (c) If a person satisfies the criteria set by Rule 10.3 and the Board accepts the application for membership, the applicant shall be deemed a Playing Member, Parent Member, Volunteer Member or Coaching Member as described in their application, subject always to this Constitution. Membership of the Club shall be deemed to commence upon acceptance of the application by the Board. The Register shall be updated accordingly as soon as practicable.
- (d) An applicant who is rejected for membership may lodge a grievance dispute as set out in Rule 15.

10.5 Renewal of membership

- (a) Members, excluding Life Members, must reapply for membership of the Club each Year in accordance with the procedures set down by the Board from time to time.
- (b) Period of Membership - all memberships shall lapse on 31 December each year.
- (c) Upon re-application a Member must provide details of any change in their personal details, and any other information reasonably required by the Club.
- (d) Notwithstanding (b) above, all Directors elected at the Club's Annual General Meeting shall remain a Director subject to renewing their membership by 31 January in the following year.

10.6 Deemed Membership

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

10.7 Life Members

- a) The Board may recommend to the Annual General Meeting any natural person as a nominee for Life Membership of the Club subject to the following:
 - (i) Any nominee for Life Membership must have rendered distinguished and conspicuous service to the club for a minimum of 7 years.
 - (ii) A resolution of the Annual General Meeting to confer life membership on the recommendation of the Board must be a Special Resolution.
 - (iii) Upon acceptance of Life Membership, the person's details shall be entered on the Life Member Register, and from the time of entry on the Register the person shall be a Life Member but remain fully subject to this Constitution.

- b) Life Members shall have the following rights and benefits:
 - (i) the right to be present, debate and vote at General Meetings.
 - (ii) the privilege of joining any team of the Club, for which they may otherwise be eligible, without the need to pay any team or competition fees.
 - (iii) other benefits as determined by the Board from time to time.

- c) Life Membership shall only be removed when the Life Member is found to have brought the club into disrepute and / or to have acted contrary to the Objects of the Club as set out in Rule 7 of this Constitution:
 - (i) The Board may only resolve to remove a Life Member in acceptance of a recommendation of a Special Disciplinary Committee convened to hear the case for removal of the Life Member. Such a committee to be convened in accordance with the Club's Disciplinary & Grievance Procedure as sanctioned under the Club Regulations.
 - (ii) Removal of a Life Member shall require a resolution of the Board with an approval vote of more than two thirds (2/3) of Directors present and entitled to vote.

10.8 Effect of Membership

- a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Club. All members are bound by this Constitution and the Regulations enacted under it.
 - (ii) they shall comply with and observe this Constitution and related Regulations.

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

11. SUBSCRIPTIONS AND FEES

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

12. REGISTERS

12.1 Club to Keep Register of Members

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

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

12.2 Change to Member details

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

12.3 Inspection of Register

Inspection of the Register will only be available as required by the Act and in accordance with Rule 34(d).

12.4 Use of Register

Subject to confidentiality considerations and the Privacy Act 1988 (Cth), the Register may be used by the Club to further the Objects, as the Board considers appropriate.

13. DISCONTINUANCE OF MEMBERSHIP

13.1 Discontinuance by Notice of Resignation

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

13.2 Discontinuance by Breach

- (a) Membership of the Club may be discontinued by the Board upon breach of any rule of this Constitution, including but not limited to the failure to pay any monies owed to the Club, failure to comply with the Regulations or any resolution or determination made or passed by the Board or any duly authorised committee.
- (b) Where a Member fails, in the Board's view, to adequately explain or remedy the breach, that Member's membership shall be discontinued under rule 13.2(a) by the Club giving written notice of the discontinuance.
- (c) Discontinuance of membership under Rule 13 shall require a two thirds (2/3s) majority of Board members present and entitled to vote.
- (d) Membership shall not be discontinued by the Board under rule 13.2(a) without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.

13.3 Discontinuance by Failure to Pay Subscription

- (a) A Member is taken to have resigned if:
 - (i) the Member's Annual Subscription is outstanding more than three months after the due date determined by the Board in accordance with Rule 11(b) and the Member fails to pay the Annual Subscription by that time.

Then that Member's membership will automatically be deemed to have lapsed from that time, or,
 - (ii) if no Annual Subscription is payable, and the Club has made a written request to the Member to confirm that he or she wishes to remain a Member; and the Member has not, within three months after receiving that request, confirmed in writing that he or she wishes to remain a Member.
- (b) Should a sufficient explanation be made to the Board for the failure to pay a subscription or reason for not responding to a request, the Board shall have the power to restore the Membership upon payment of the amount due (if any).

13.4 Forfeiture of Rights

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

13.5 Membership may be Reinstated

Membership which has been discontinued under this Rule 13 may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate.

13.6 Refund of Membership Fees

- (a) Membership Fees or subscriptions paid by any discontinued member may be refunded in accordance with any Regulation or Policy of the club.
- (b) where such refund is not set out in Club Policy or Regulation, The Board shall be empowered to determine if a refund shall be paid including any pro-rata level.

14. DISCIPLINE OF MEMBERS

14.1 The Board shall, by resolution, empower the club's Disciplinary Procedure under the Regulations of this Constitution.

14.2 All Members shall be subject to the club's disciplinary jurisdiction as enacted under Regulations. Members shall submit unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms (if any) as set out in those Regulations under this Constitution.

14.3 Formation and operation and membership of any Club Disciplinary Committee and Disciplinary Procedure or Hearing must occur under provisions of this Constitution and duly enacted Regulations.

15. GRIEVANCE PROCEDURE

15.1 The Board shall, by resolution, empower the club's Grievance Procedure under the Regulations of this Constitution.

15.2 All members shall be subject to the club's Grievance Procedure as enacted under Regulations. Members shall submit unreservedly to the jurisdiction of the Grievance Procedure and the appeal mechanisms (if any) as set out in those Regulations under this Constitution.

15.3 The grievance procedure set out in Regulations under this Constitution applies to disputes under this Constitution between:

- a) any Member and another Member; or
- b) any Member and any official of the Club or
- c) any Member and the Club

PART III- GENERAL MEETINGS

16. ANNUAL GENERAL MEETINGS

16.1 Annual General Meeting to be Held

- (a) The Club shall convene and hold an Annual General Meeting of its Members annually in accordance with the Act.
- (b) The Annual General Meeting of the Club shall, subject to the Act and to Rule 16.1(a), be convened at a time, date and venue to be determined by the Board.

16.2 Business

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

- (a) confirmation of minutes from the previous Annual General Meeting and of any Special General Meeting held since then;
- (b) receive and consider:
 - (i) reports of the Board,
 - (ii) reports of auditors (if any) noting confirmation of auditor and recognition of fee,
 - (iii) financial statements of the Club; and
 - (iv) any other reports as determined by the Board in its sole discretion.
- (c) election of Board Members.
- (d) any other business of which notice is given in accordance with this Constitution.

16.3 Additional Meetings

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

17. SPECIAL GENERAL MEETINGS

17.1 Special General Meetings May be Held

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

17.2 Request for Special General Meetings

- (a) The Board shall convene a Special General Meeting upon receiving a request in writing from not less than 15 club members, and comprising representatives of at least 3 teams, who would be entitled to vote at such General Meeting or if required by the Act. Such a Special General Meeting may be requested by members for the purposes of:
 - (i) Rescinding specified Board decisions;
 - (ii) Compelling the Board to act on a particular matter or act in a particular way; or
 - (iii) A resolution of no-confidence in one or more Directors
- (b) The requisition for a Special General Meeting shall be in writing and state the object(s) of the meeting and shall be signed by the members making the request and be sent to the Club President. The request may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the Club, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 2 months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which General Meetings are convened by the Board. All reasonable expenses incurred in convening the meeting shall be refunded by the Club to the person(s) incurring the expenses.

18. NOTICE OF GENERAL MEETING

18.1 Notice to be Given for General Meetings

- (a) The Club shall, at least 21 days before the date fixed for holding a General Meeting, send to each Member entitled to vote at such meeting and each Director a notice in writing stating the place, date and time of the meeting, the nature of the proposed business to be transacted at the meeting and all

information required in accordance with the Act. Notice may be given in any form permitted under Rule 39.

- (b) The notice must be sent together with:
 - (i) the agenda for the meeting; and
 - (ii) any notice of motion received from members in accordance with Rule 17.2(b) and (c).

18.2 Business of Meeting

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

19. PROCEEDINGS AT GENERAL MEETINGS

19.1 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

- (a) be at least 10 members entitled to vote at that General Meeting
- (b) include more non-Board members than Board members.

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

- (a) if convened upon the requisition of Members, shall be dissolved; and
- (b) in any other case, shall stand adjourned to:
 - (A) a time between 7-14 days from the original date of the meeting, at the same time and (unless Members are notified of an alternate venue) at the same place; or
 - (B) any date, time and place determined by the chairperson,

and if, at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the numbers present shall represent a quorum for the adjourned meeting.

19.2 Club President to Chair

The Club President shall chair each General Meeting of the Club. If the Club President is absent from a General Meeting or is unwilling to act and has not appointed an ad hoc Chair, then the Directors present shall elect one of their number to preside as chairperson for that meeting only.

19.3 Chairperson May Adjourn Meeting

- (a) The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 30 days or more, a notice of the adjourned meeting shall be given as in the case of the original meeting.
- (c) Except as provided in Rule 19.3(b) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

20. VOTING AT GENERAL MEETINGS

20.1 Voting Rights

- (a) Subject to Rule 10.2 and any other provision of this Constitution, each Playing, Parent, Volunteer, Coaching and Life Member shall be entitled to one vote at General Meetings.
- (b) Any member attending may vote only once as per the sign on sheet.
- (c) The Directors shall have the right to attend, debate and vote at General Meetings subject to rule 11(c).

20.2 Voting Procedure

- (a) Subject to this Rule 20, votes at a General Meeting shall be given in person by those present and entitled to vote.
- (b) No proxy votes will be accepted at any General Meetings.
- (c) Subject to Rule 20.4, all questions arising at a General Meeting shall be determined on a show of hands unless a simple majority of the meeting calls for a secret ballot.
- (d) In the case of an equality of votes on a question, the motion shall fail. Neither the Club President nor the chairperson of the meeting is entitled to exercise a second or casting vote.

20.3 Recording of Determinations

Unless a poll is demanded under Rule 20.4, a declaration by the chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, then an entry to that effect in the minutes of the Club is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

20.4 Poll at General Meetings

- (a) A poll may be demanded for any resolution put to the vote of the meeting (before or on the declaration of the result of the show of hands) by:
 - (i) the chairperson; or
 - (ii) a simple majority of Members.
- (b) If a poll is duly demanded under this Rule 20.4, it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

20.5 Proxy and Postal Voting

Proxy and postal voting are not permitted.

21. MINUTES OF GENERAL MEETINGS

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

PART IV – BOARD

22. BOARD

22.1 Powers of Board

- (a) The affairs of the Club shall be managed by the Board constituted under Rule 22.2.
- (b) Subject to this Constitution and the Act, the Board:
 - (i) shall control and manage the business and affairs of the Club.
 - (ii) may exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by this Constitution to be exercised by the Members in General Meeting; and
 - (iii) has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.

22.2 Composition of Board

- (a) The composition of the Board shall be:

Club President (Chair of Board)
Vice President
Club Secretary
Director, Finance
Director, Player & Coach Development
Director, Club Development
Director, Communications & Marketing
Director, Venues & Equipment
Director, Football - MiniRoos, Mixed
Director, Football - MiniRoos, Female
Director, Football - Junior, Mixed
Director, Football - Junior & Senior, Female
Director, Football - Senior, Mixed

- (b) Club Executive

The positions of Club President, Vice-President, Club Secretary, Director of Finance and one other Director (on rotation) will be empowered as the Club Executive.

The duties of the Club Executive will include, but not be limited to;

- i) overseeing the governance of the Club

- ii) triaging and managing matters to be determined by the full Board
- (c) Club Board
 - All Members of the Board;
 - (i) will be known as Directors of the Club
 - (ii) must all be valid Members of the club
 - (iii) must be at least 18 years of age
 - (iv) must be elected in accordance with Rule 23;

22.2 Duties and Portfolios of Directors

- (a) Each Director will
 - (i) be responsible, as a member of the Board, for overall governance of all club operations and activities
 - (ii) be responsible for a portfolio of activity as indicated in Regulation 2
 - (iii) provide leadership and management for their portfolio area including volunteers and sub-committee / working groups related to such portfolio area
 - (iv) report to the Board on all activities and actions in their portfolio area manage other such projects, activities or tasks on behalf of the club as agreed by the Board.
 - (v) manage any task or projects, if directed by the Board, notwithstanding that such task or project is not normally within their nominated portfolio
- (b) No Director shall be allowed to manage more than one portfolio area at one time
- (c) Where a portfolio area does not have a Director appointed, the Board may allocate the coordination and completion of tasks of that portfolio across other Board members (under Rule 22.2 (iv) and (v) above) or shall co-opt other club members outside the Board (under Rule 22.3 below).

22.3 Right to Co-Opt or Appoint

- (a) The Board may appoint a person as a new Director to fill a casual vacancy under Rule 24.3
- (b) The Board may also co-opt a member to temporarily, or partially, fill the duties of a vacant position or to assist the Board in respect of any Board matters. Any person so co-opted shall not be a Director, and shall not exercise the rights of a Director, but shall act in an advisory or support role only.
- (d) The Board may appoint a Club Administrative Officer in a paid or voluntary role, who may attend and participate in Board Meetings, and undertake other administrative duties to assist effective running of the Club. Such an

Administrative Officer shall not be a Board Member and shall not have a vote at any Board Meetings.

- (e) The Board may appoint persons in paid roles to assist effective running of the club, where the Board determines that such positions could not be effectively filled in a voluntary capacity.
- (f) Where a role is to be filled as a paid position, details of the role and the opportunity to apply shall be communicated to all club members.

22.4 Term of Office of Directors

- (a) Subject to Rule 24, each Director shall take office from the conclusion of the Annual General Meeting at which they are elected and shall hold office until the conclusion of the next Annual General Meeting following their election.
- (b) Directors are eligible for re-election, although no Director may serve more than five consecutive terms in the same Board position unless the Board at the time consents to a proposed additional term of 1 year. No further term of additional re-election in the same Board position will be permitted.

However, that Director shall be eligible to fulfil other roles or return to the same Board following an absence of at least 12 months.

22.5 Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at Rule 41(b) shall apply from the date of adoption of this Constitution.
(Actual Transition)

23. ELECTION OF DIRECTORS

- (a) At least 21 days prior to the proposed date of the Annual General Meeting, the Club shall call for nominations from Members for Director positions falling vacant. All Members shall be notified of the call for nominations in a manner determined by the Board. Nominations will close 72 hours before the advertised start time of the Annual General Meeting
- (b) Candidates must:
 - (i) be aged 18 years or over; and
 - (ii) reside in Australia.
- (c) Nominations of candidates for election as Directors shall:
 - (i) Be made in writing on the form provided by the Club from time to time, signed by two Members at least 18 years of age as nominators and accompanied by the written consent of the nominee.

- (ii) Specify which position of Club President, or specific Director (as per Rule 22.2 (a) the candidate is nominating for.
 - (iii) Be delivered to the person nominated by the Board, and in the manner specified by the Board, by the date specified on the call for nominations.
 - (iv) Be announced on the Club website at least 48 hours before the advertised start time of the Annual General Meeting
- (d) For any single position, if the number of nominations received is equal to the number of vacancies to be filled, then those nominated shall be declared elected.
 - (e) For any single position, if there are insufficient nominations received to fill such vacancies on the Board:
 - (i) nominations for the remaining positions may be called for at the AGM.
 - (ii) If still unfilled the positions will be deemed casual vacancies under Rule 24.3.
 - (f) For any single position, if the number of nominations exceeds the number of vacancies to be filled, or if there is more than one nomination for any single position, a vote will be held amongst Members attending and eligible to vote.
 - (i) voting shall be conducted at the Annual General Meeting in such a manner, and by such a method, as determined by the Board from time to time.

24. VACANCY ON THE BOARD

24.1 Grounds for Termination of Director

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

- (a) ceases to be a member;
- (b) dies;
- (c) becomes bankrupt or makes any arrangement or composition with their creditors generally;
- (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) resigns their office by notice in writing given to the Club;
- (f) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of the interest as required by the Act;

- (g) is removed from office in accordance with this Constitution;
- (h) has been expelled or suspended from membership (without further recourse under this Constitution);
- (i) fails to attend 3 consecutive meetings of the Board without having previously obtained leave of absence in accordance with Rule 25.5 or provided reasonable excuse for such absence; or
- (j) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001* (Cth).

24.2 Removal of Director

- (a) The Club in a General Meeting may by Special Resolution remove any Director before the expiration of their term of office and may also appoint another Member in their place to hold office until the expiration of the term of the first mentioned Director.
- (b) Where the Director to whom a proposed resolution referred to in Rule 24.2(a) makes representations in writing to the Club President and requests that such representations be notified to the Members, the Club President may send a copy of the representations to each Member or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.

24.3 Casual Vacancy

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

A Director appointed to a casual vacancy shall have the full rights and responsibilities of all Directors on the Board.

25. QUORUM AND PROCEDURE AT BOARD MEETINGS

25.1 Convening a Board Meeting

- (a) The Board shall meet as often as is deemed necessary for the dispatch of business. Subject to this Constitution the Board may adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Unless all Directors agree to hold a meeting at shorter notice either by agreement that is sufficiently evidenced in writing or by their presence, or in accordance with Rule 25.2, not less than two days written notice of Board meeting shall be given to each Director.

- (c) Written notice of each Board meeting, specifying the general nature of the time, date and place of the Board meeting and the business to be transacted, shall be served on each Director by:
 - (i) delivering it to that Director personally; or
 - (ii) sending it in writing, by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched), in accordance with the Director's last notified contact details.
- (d) Notice may be given of more than one Board meeting at the same time.

25.2 Urgent Board Meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 25.1 provided that as much notice as practicable is given to each Director by the quickest means practicable.
- (b) Any resolution made at an urgent Board meeting must be passed by an absolute majority of the Board.

25.3 Quorum

- (a) Five Directors shall constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business shall be transacted unless a quorum is present. Board members present shall determine the time of adjournment and any re-calling of the meeting by a simple majority.
- (c) Any adjourned meeting needs to be scheduled within 14 days or declared abandoned.

25.4 Procedures at Board meetings

- (a) At meetings of the Board, the Club President shall chair the meeting. If the Club President is absent or unwilling to act, and has not indicated a replacement chair, the Board shall appoint one of its members to chair that meeting only.
- (b) Questions arising at a meeting of the Board shall be:
 - (i) determined on a show of hands or, if demanded by a Director, by a poll taken in such manner as the person presiding at the meeting may determine; and
 - (ii) decided by a majority of votes and a determination of a majority of Directors shall be deemed a determination of the Board.

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

25.5 Leave of absence

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

26. DIRECTORS' INTERESTS

26.1 Material Personal Interests

- (a) A Director who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) A Director with such a material personal interest must not:
 - (i) be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This Rule 26.1 does not apply to a material personal interest that:
 - (i) exists only because the Director belongs to a class of persons for whose benefit the Club is established; or
 - (ii) that the Director has in common with all, or a substantial proportion of the members.
- (d) A general notice that a Director is to be regarded as having a material personal interest in a matter being considered is sufficient declaration for such Director and the said matter. After such general notice it is not necessary for such Director to give a special notice relating to the said matter.
- (e) It is the duty of the minute taker at any meeting or any club officer, so directed by the Club President, to record in the minutes any declaration made or any general notice given by a Director in accordance with this Rule 26.1.

26.2 Financial Interest

- (a) A Director is disqualified from:
 - (i) holding any place of profit or position of employment in the Club, or in any company or incorporated association in which the Club is a shareholder or otherwise interested; or
 - (ii) contracting with the Club either as vendor, purchaser or otherwise, except with express resolution of approval of the Board.
- (b) Any contract or arrangement in which any Director is in any way interested which is entered into by or on behalf of the Club without the approval of the Board, will be voided for such reason.
- (c) The nature of the financial interest of such Director must be declared by the Director at the meeting of the Board at which the contract or arrangement is first taken into consideration if the interest then exists, or in any other case at the first meeting of the Board after the acquisition of the interest.

- (d) A general notice that a Director is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Rule 26.2(c) for such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.
- (e) It is the duty of the Club President to nominate a Director or Club Administrative Officer to record in the minutes any declaration made, or any general notice given by a Director in accordance with Rule 26.2.

26.3 Conflicts

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

27. DELEGATED POWERS

27.1 Board May Delegate Functions

- (a) The Board may, by instrument in writing, create, establish or appoint from amongst its own Members, or otherwise, special committees, sub-committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Board determines.
- (b) In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function imposed on the Board by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.
- (c) At any time, the Board may, by instrument in writing, revoke wholly or in part any delegation made under this rule. It may amend or repeal any decision made by a body or person under this rule.

27.2 Exercise of Delegated Functions

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

27.3 Procedure of Delegated Entity

- (a) The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Rule 25.
- (b) The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions.
- (c) The entity shall also provide any other reports, minutes and information required by the Board.

27.4 Committees

- (a) As set out in Rule 27.1, the Board may establish and delegate any of its functions, powers or duties (except this power to delegate) to such Committees as it thinks fit. The Board may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such Committees.
- (b) The Board shall establish a standing General Committee of the Club to advise the Board on matters pertaining to the Objects of the Club and / or to assist the Board in any matters related to the management of the Club
 - (i) The General Committee shall comprise the persons appointed to the General Committee roles as indicated in Regulation 3.
 - (ii) The General Committee will operate in accordance with Regulation 3 and any other mandates of the Board.
- (c) The Board may, from time-to-time establish an unrestricted number of other Committees
- (d) The Board shall determine in writing the duties and powers afforded to any Committee and the Committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.
- (e) The Directors shall be non-voting members of any Committee created by the Board. As such they may attend and speak in all meetings of such committees except for Disciplinary and Grievance Committees unless expressly allowed under the Regulations.

28. DUTIES of DIRECTORS

28.1 General Duties

- (a) As soon as practicable after being elected or appointed to the Board, each Director must become familiar with this Constitution and the Act.

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

28.2 Public Officer

- (a) There must be a Public Officer who is to be appointed by the Directors under the Act.
- (b) In addition to the manner in which the office of Public Officer becomes vacant under the Act, the Directors may suspend or remove the Public Officer from that office.
- (c) The Public Officer holds office on the terms and conditions and with the powers, duties and authorities, determined by the Act and the Directors.
- (d) The Public Officer must give the registrar notice of his or her appointment within 28 days after the appointment in accordance with the Act.
- (e) If the position of Public Officer becomes vacant, the Board must appoint a person to the position within 28 days after the vacancy arises.

28.3 Financial Duties

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

- the financial records for the current financial year; and
 - any other financial records as authorised by the Board.
- (b) The Board may allocate responsibility for the financial duties described at Rule 28.3 (a) to a portfolio or Director in accordance with rule 22.3.

29. MINUTES OF BOARD MEETINGS

- (a) The Board must ensure that minutes are taken and kept of each Board meeting in accordance with the Act.
- (b) The minutes must record:
- (i) the date, location, start and finish times of the meeting.
 - (ii) Directors present, apologies received and absentees.
 - (iii) non-voting attendees
 - (iv) the business considered at the meeting;
 - (v) any resolution on which a vote is taken and the result of the vote; and
 - (vi) any interest declared under Regulations 26.1 or 26.2.
- (c) The minutes of Board meetings shall not be available for inspection or copying by the Members.

PART V – MISCELLANEOUS

30. REGULATIONS

30.1 Board to Formulate Regulations

The Board may formulate, issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Club and for the advancement of the Objects as it thinks necessary or desirable.

Such Regulations must be consistent with the Constitution.

30.2 Regulations Binding

All Regulations made under this rule shall be binding on the Club and Members of the Club.

30.3 Regulations Transitional Arrangements

Notwithstanding any other rule of this Constitution, the transitional arrangements set out at rule 41(d) shall apply from the date of adoption of this Constitution.

30.4 Notices Binding on Members

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

31. FUNDS, RECORDS AND ACCOUNTS

31.1 Sources of Funds

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

31.2 Management of funds

- (a) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (b) The Board may authorise one Director to expend funds on behalf of the Club up to a specified limit without requiring approval from the Board for each item on which the funds are expended. This may be as a part of a designated portfolio in accordance with rule 22.3 and or in accordance with the Regulations.

- (c) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after the receipt.
- (d) With the approval of the Board, one Director may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction. This may be as a part of a designated portfolio in accordance with rule 22.3.

31.3 Club to Keep Records

- (a) The Club shall establish and maintain, in accordance with the Act and this Constitution, proper accounting and other records and minutes concerning all transactions, business, meetings and dealings of the Club and the Board. These records and minutes shall be produced as appropriate at each Board or General Meeting.
- (b) All records and minutes kept in accordance with rule 31.3(a) shall be kept in the care and control of the Board in accordance with rule 31.

31.4 Board to Submit Accounts

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

31.5 Accounts Conclusive

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

32. AUDITOR

- (a) A properly qualified auditor or auditors may be appointed, and the remuneration of such auditor or auditors (if appointed) fixed by the Board. The auditor's duties (if appointed) shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the *Corporations Act 2001* (Cth) and generally accepted principles, and/or any applicable code of conduct. The auditor (if appointed) may be removed by the Club in 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 only if requested by the Members by ordinary resolution at the annual general meeting.

33. APPLICATION OF INCOME

- (a) The income and property of the Club shall be applied solely towards the promotion of the Objects of the Club as set out in this Constitution.
- (b) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- (c) Nothing in this rule 33 shall preclude payment to a Member in good faith for expenses incurred or services rendered, including, but not limited to:
 - (i) any services actually rendered to the Club whether as an employee or otherwise;
 - (ii) goods supplied to the Club in the ordinary and usual course of operation;
 - (iii) interest on money borrowed from any Member;
 - (iv) rent for premises demised or let by any Member to the Club; or
 - (v) any out-of-pocket expenses incurred by the Member on behalf of the Club, provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

34. CUSTODY OF BOOKS AND OTHER DOCUMENTS

- (a) Except as otherwise provided in this Constitution, the Board shall designate a Director to keep in his or her custody or control all books, minutes, documents and securities of the Club.
- (b) If requested by a Member, the Board must permit such Member to inspect:
 - (i) the Regulations of the Club; or
 - (ii) the minutes of each General Meeting, including financial statements submitted at the General Meeting.
- (c) Upon written request and payment of a fee determined by the Board from time to time, a Member may obtain a copy of the documents listed at rule 34(b).
- (d) If requested by a Member and subject to the Act, the Board must permit such Member to inspect the Register.
- (e) Subject to the Act and Regulations 34(b) and 34(d), no Member is entitled to inspect and copy the financial records, accounts, books, securities or other Relevant Documents of the Club, unless authorised in writing by the Board.

35. SIGNING OF NEGOTIABLE INSTRUMENTS

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

36. ALTERATION OF CONSTITUTION

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

37. DISSOLUTION

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

38. INDEMNITY

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

- (ii) in the case of an employee, performed or made in the course of, and within the scope of his or her employment by the Club.

39. SERVICE OF NOTICES

- (a) Notices may be given to Members entitled under this Constitution to receive any notice by:
 - (i) posting the notice on the football notice board at the Club's premises; or
 - (ii) posting the notice on the Club's official website; or
 - (iii) sending the notice by post or electronic mail, to the Member's registered address or electronic mail address.
- (b) Where a notice is posted to the Club's football notice board or website, service of the notice shall be deemed to be effected at the time the notice is posted.
- (c) Where a notice is sent by post, service of the notice shall be deemed to be effected at the time the letter would have been delivered in the ordinary course of post.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected by properly addressing and transmitting the electronic transmission with delivery of the document taken to have been delivered at the time of transmission.

40. REGISTERED ADDRESS

The registered address of the Club is:

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

41. TRANSITIONAL ARRANGEMENTS

- (a) Notwithstanding any other rule of this Constitution, the transitional arrangements set out in this rule 41 shall apply from the date of adoption of this Constitution.
- (b) The members of the governing or managing body (by whatever name it is called) of the Club in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the conclusion of the next Annual General Meeting.

Following such approval, and thereafter the positions of the Directors shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

- (c) Any terms served by each Director up to and preceding the Annual General Meeting of November 2021 shall not count towards the five consecutive terms under Rule 22.4(b).
- (d) All Regulations of the Club, in force at the date of the approval of this Constitution, insofar as such Regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations under this rule 41.
- (e) All individuals who are, prior to the approval of this Constitution, Members of the Club shall be deemed Members of the Club from the time of approval of this Constitution under the Act.

All such Members shall provide the Club with such details as may be required by the Club under this Constitution, within one month of the approval under the Act.