

***CONSTITUTION***

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**Abbreviations:**

**A.G.M**. Annual General Meeting

**CLUB** Mt Annan (Mustangs) Football Club Inc

**E.D**. Executive Directors

**G.M**. General Meeting

**S.P.C**. Special Purpose Committee

**J.C.** Judiciary Committee

**G.C** Grading Committee

**M.D**. Managing Directors

**M.G**. Management Group comprising all Directors

**FNSW**. Football New South Wales Limited

**FFA** Football Federation Australia

**MFA** Macarthur Football Association

## **PART 1: PRELIMINARY**

## **Rule 1. INTERPRETATIONS**

**1.1**. In these Rules, except in so far as context or subject matter otherwise indicates or requires, reference to the masculine gender or the feminine gender, where consistent with the text of these Rules, include the other gender:

(a) “**Ordinary Member**” means any member who is a real person who has attained the age of eighteen (18) years who has been elected to membership in accordance with Rule 3 hereof.

(b) “**Junior Member**” means any person who is a real person who has not attained the age of eighteen (18) years who has been elected to membership in accordance with Rule 3 hereof.

(c) “**Life Member**” mean those persons who have been elected to Life Membership of the Club in accordance with these Rules.

(d) “**Association**” except where specifically stated otherwise, mean the Macarthur Football Association Inc.

(e) “**Directors**” means the governing body of the Club.

(f) “**Secretary**” means:

i. The person holding office under these rules as Secretary of the Club

ii. The person shall hold office under these rules as the Public Officer of the Club.

(g) “**Special General Meeting**” (S.G.M.) means a Special General Meeting of the Club.

(h) **“Annual General Meeting”** (A.G.M.) means an Annual General Meeting

(i) “**The Act**” means the Association’s Incorporation Act, 1984.

(i) “**The Regulation**” means the Association’s Incorporation Regulation, 1985.

(k) “**Rules of Incorporation**” except where specifically stated otherwise, means the Mt Annan (Mustangs) Football Club Inc Rules of Incorporation.

(l) “**The Constitutional By-Laws**” except where specifically stated otherwise, means the Mt Annan (Mustangs) Football Club Inc the Constitutional By-Laws.

**1.2.** In these Rules

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

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

**1.3.** The provisions of the interpretation Act, 1897, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under the Act.

## **part 2 OBJECTS OF THE CLUB**

## **Rule 2 The Club**

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

(a) participate as a member of MFA so football can be conducted, encouraged, promoted, advanced and administered in the Macarthur Region and New South Wales;

(b) conduct, encourage, promote, advance and administer football throughout the Macarthur Region;

(c) ensure the maintenance and enhancement of the Club, MFA, FNSW, the FFA, the Members and football, along with its standards, quality and reputation for the benefit of the Members and football;

(d) at all times promote mutual trust and confidence between the Club, MFA, the FNSW, the FFA and the Members in pursuit of these Objects;

(e) at all times act on behalf of, and in the interest of, the Members and football in the Mt Annan Local Area;

(f) to provide a regulatory, disciplinary and governance regime for football in the Mt Annan Local Area;

(g) promote the economic and community service for success, strength and stability of the Club, the Members and football in the Mt Annan Local Area;

(h) affiliate and otherwise liaise with the MFA and adopt its rule and policy framework to further these Objects and football;

(i) use and protect the Intellectual Property;

(j) apply the property and capacity of the Club towards the fulfilment and achievement of these Objects;

(k) strive for government, commercial and public recognition of the Club within the Mt Annan Local Area;

(l) abide by, promulgate, enforce and secure uniformity in the application of the rules of football as may be determined from time to time by MFA, FNSW or FFA or FIFA and as may be necessary for the management and control of football and related activities in the Mt Annan Local Area;

(m) advance the operations and activities of the Club throughout the Mt Annan Local Area;

(n) further develop football into an organised institution and with these Objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful Members;

(o) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of football in the Mt Annan Local Area;

(p) adopt and implement such policies as may be developed by MFA, FFA or FNSW, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in football;

(q) represent the interests of its Members and of football generally in any appropriate forum in the Mt Annan Local Area;

(r) have regard to the public interest in its operations;

(s) do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve;

(t) promote the health and safety of Members and all other participants in football in the Mt Annan Local Area;

(u) seek and obtain improved facilities for the enjoyment of football in the Mt Annan Local Area; and

(v) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects

## **PART 3: JURISDICTION**

## **Rule 3. Jurisdication**

**3.1.** The jurisdiction of the Mt Annan (Mustangs) Football Club Inc shall cover all the following,

(a) Teams, Managers, Coaches, Players.

(b) Association matches played within its boundaries and on grounds used for association purposes.

(c) Referees that are appointed who are not members of an official Organization of Referees affiliated with this Club.

(d) Officials, Supporters and Teams representing this Club in matches played in and outside its boundaries.

(e) The jurisdiction of the Club shall extend beyond its boundaries by agreement with other Football Associations and with the approval of the governing body if applicable.

## **Part 4: club AFFILIATION**

## **RULE 4 club**

4.1 The Club will join and affiliate with MFA as a member in accordance with the Constitution, regulations of MFA and will comply with all lawful requirements of MFA, FNSW, FFA and FIFA

## **Part 5 EFFECT OF MEMBERSHIP**

## **Rule 5 Effect**

5.1 The Members acknowledge and agree that:

 (a) this Constitution constitutes a contract between each of them and the Club and that they are bound by this Constitution and the Regulations;

(b) they must comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority of the Board;

(c) by submitting to this Constitution and the Regulations they are subject to the exclusive jurisdiction of the Club, MFA, FNSW and FFA (as the case may be);

(d) it submits exclusively to the jurisdiction of the internal grievance resolution procedures of the Club, MFA, FNSW and FFA in relation to any disputes and/or grievances between the Club and Members pursuant to this Constitution and the Regulations and the FNSW and FFA constitutions, bylaws, statutes and regulations;

(e) they will not attempt to resolve any grievance or dispute with the Club or any other Member in a court of law;

(f) the Constitution and the Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of football in the Mt Annan Local Area; and

(g) subject to the terms of this Constitution, they are entitled to all benefits, advantages, privileges and services of Club membership.

5.2 Rights not capable of being transferred

5.3 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.

## **PART 6: MEMBERSHIP**

## **Rule 6 Membership Qualifications**

**6.1**. A person is qualified to be an Ordinary Member of the Club if that person is a natural person who has attained the age of eighteen (18) years.

**6.2** A person is qualified to be a Junior Member of the Club if but only if the person is a natural person who has not attained the age of eighteen (18) years and is currently registered with the Club either as a player or is a Junior Member of the Club.

**6.3** A Life Member shall be any member who shall be elected as such by a two thirds majority of those present at an **A.G.M**. of the Club and shall thereafter be entitled to all privileges (including entitlement to vote and take part in the management of the Club) as an Ordinary Member of the Club without paying the annual subscription or any special payment for such Life Membership provided that no member shall be elected a Life Member unless he has been a member for a continuous period of not less than **(10)** ten years and has rendered exceptional service to the Club. Not more than one (1) Life Members shall be elected in any one financial year. Each nomination being put to a separate vote must attain a two-thirds majority to be elected. Nominations for Life Membership, with proposes and seconders remarks, will only be accepted up to 42 days before the **A.G.M**. In the event of there being more than one nomination for Life Membership the Directors shall select one (1) to be proposed for election by the members at the **A.G.M.**

**6.4** All Players, Coaches and Managers registered with or appointed by the Club that all members of the Directors of such Club and all Players, Coaches and Managers registered with or appointed by the Club shall be ordinary members of the Club if they have attained the age of eighteen (18) years or Junior Members if they have not attained the age of eighteen (18) years.

**6.5** Ordinary Members or Junior Members shall be entitled to receive notice of meetings, to nominate any person for membership or nominate any other person to stand for the Directors of the Club or to vote in any election or any ballot of the Club of members of the Directors of the Club or to vote at any General Meeting of the Club other than as expressly authorized by these Rules.

**6.6** Only real persons shall be entitled to be nominated or to fill any Directors position under Section 18 of these rules. (Election of Directors)

## **Rule 7. NOMINATION FOR MEMBERSHIP**

**7.1.** A nomination of a person for membership of the Club,

(a) Shall be made by a member of the Club in writing on the appropriate form. (Appendix 1A – Form Mt Annan 01/01)

(b) Shall be lodged with the Secretary of the Club.

(c) Nominations for membership shall close on the 31st January of each calendar year

**7.2** Admission in any one year shall not constitute a right or privilege to be admitted in any subsequent year.

**7.3** As soon as practicable after receiving each nomination for membership, the Secretary shall refer each nomination to the Directors whom shall determine whether to approve or to reject the nomination.

**7.4** Where the Directors determine to approve a nomination for membership, the Secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under the rules by a member as entrance fee and annual subscription fee.

**7.5** The Secretary shall, on payment by the nominee of the fees referred to in Rule 4.1 within the period referred to in that Rule; enter the nominee’s name in the register of members and, upon the name being so entered, the nominee becomes a member of the Club.

## **Rule 8. CESSATION OF MEMBERSHIP**

8.1. A Member Club or person shall cease to be a member of the Club if that Club Member or person:

(a) Resigns that membership.

(b) Is expelled from the Club.

(c) In the case of an Ordinary or Life Member if that person dies, or in the case of a Club Member if that Club shall cease to exist.

(d) Fails to pay their annual membership fee within a period of 28 days from the date appointed in Rule 9 thereof. (Fees and subscriptions etc)

## **Rule 9. RESIGNATION OF MEMBERSHIP**

**9.1.** A member of the Club is not entitled to resign that membership except in accordance with **Rule 8.1**

**9.2.** A member of the Club who has paid all amounts payable by the member to the Club.

**9.3.** Where a member of the Club ceases to be a member pursuant to these Rules.

**9.4** In every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **Rule 10 REGISTER OF MEMBERS**

**10.1** The Public Officer of the Club shall establish and maintain a register of members of the Club specifying the name and address of each person or Club Member who is a member of the Club, together with the date on which the person became a Member.

## **Rule 11 FEES, SUBSCRIPTIONS ETC**

**11.1** Club Members of the Club shall, upon admission to membership, pay to the Club an annual membership fees which shall be determined by the Directors and shall be payable by the 31st January each year.

**11.2** No joining fee shall be payable in respect of ordinary or Junior Members.

Ordinary and Junior Members shall pay an annual membership fee which shall be determined by the Directors. Annual fees in respect of Ordinary and Junior Members shall be paid upon registration with the Club.

## **Rule 12 MEMBERS LIABILITIES**

**12.1** 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 **Rule 11**.

## **Rule 13 DISCIPLINE OF MEMBERS**

**13.1** Members of the Club shall be disciplined if any member shall wilfully refuse or neglect to comply with the provisions of the Rules of the Club or MFA, or shall be guilty of any conduct of which, in the opinion of the Directors or Sub-Committee, is unbecoming of a member or prejudicial to the interest of the Club. The Directors or Sub-Committee shall have power to reprimand, fine, suspend and expel such member from the Club. Provided that at least 7 days before the meeting of the Directors or Sub-Committee at which a resolution to reprimand and/or fine and/or suspend and/or expel such member or any combination thereof is put, the member shall have had notice in writing of such meeting and of what is alleged against the member and that the member shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence the member may think fit and provided further that no member shall be expelled from the Club unless the resolution for his expulsion is passed by a majority of two-thirds of those Directors or Sub-Committee members present and voting.

**13.2** In addition, thereto any member who is guilty of a breach of playing rules or rules of the game of football may be dealt with by a resolution of the By- Laws of the Club which By-Law shall also have the power to reprimand and/or fine and/or suspend and/or expel any such member in the manner as determined in the By-Laws.

**13.3** The Sub-Committee as defined in **Rule 13.1** shall be known as the Special Purpose Committee **(S.P.C.)** and members of the Special Purpose Committee shall be determined by the Directors.

**13.4** Executive Directors shall not be members of a Sub-Committee as defined in Rule 13.3

## **Rule 14 RIGHT OF APPEAL OF DISCIPLINED MEMBERS**

**14.1** A member may appeal to the Executive Directors against a resolution of the **S.P.C.**, which was passed under **Rule 13.1**, within 7 days after notice of the resolution is served on the member, by lodging with the Club Secretary a notice to that effect.

**14.2** Upon receipt of a notice from a member under **Rule 13.1**, the Club Secretary shall notify the Executive Directors, which shall convene a meeting to be held within 21 days after the date on which the Club Secretary received the notice.

**14.3** Any member dealt with by a resolution pursuant to **Rule 13.2** may appeal to the members of the Club in accordance with the Regulations of the Club.

## **PART 7 DIRECTORS**

## **RULE 15 THE MANAGEMENT GROUP**

**15.1.** The Directors of the Club shall be known as the Management Group.

The Management Group shall consist of,

(a) The Executive Directors.

(b) The Managing Directors.

**15.2.** The Executive Directors shall comprise,

(a) President

(b) Secretary

(c) Financial Controller

(d) Vice President

**15.3.** The Managing Directors shall comprise,

(a) Registrar

(b) Canteen Manager

(c) Child Protection Officer

(d) Grounds Maintenance Officer

(e) Sponsorship & Merchandise Coordinator

(f) Coaching Coordinator

## **RESPONSIBILITIES AND ACCOUNTABILITIES OF THE DIRECTORS**

## **RULE 16. EXECUTIVE DIRECTORS**

**16.1.** **President**

(a) Ensure that all Rules and By-laws of the Club & MDSFA are adhered to

(b) Chair all Management Group meetings.

(c) Chair the Club General Meetings.

(d) Chair all A.G.M.’s and S.G.M.’s.

(e) Be a master signatory of all bank accounts.

(f) Instruct the Secretary to call Executive Director meetings for extraordinary business if no date was set at the preceding Executive Director meeting.

(g) Instruct the Secretary to call regular Director meetings.

(h) Ensure that all Sub-committees are properly constructed and operational

**16.2** **Secretary**

(a) Shall hold the common seal of the Club and attend to all correspondence.

(b) Be a master signatory of all bank accounts.

(c) Shall be a Club Delegate to the MFA meetings.

(d) Shall prepare the Annual Report.

(e) Cause minutes to be taken at all meetings and circulate copies of said minutes as directed by the E.D.

(f) Shall cause a record to be taken of the attendance at all meetings.

(g) Shall cause notices of meetings to be forwarded in accordance with these Rules and By-Laws.

(h) Maintain a register of defaulting, suspended or other ineligible players.

**16.3.** **Financial Controller**

(a) Cause functional banking of all monies.

(b) Be a master signatory of all bank accounts.

(c) Preparation of all budgets and cause preparation of all functional budgets.

(d) Preparation of annual accounts.

(e) Cause issuing of functional monthly statements and variance reports.

(f) Pay all accounts passed for payment by the Directors.

**16.4.** **Vice President**

(a) Implement policies as determined by the Directors in relation to the Club players.

(b) Shall manage all senior competitions conducted by the Club and shall make reports as determined by the Directors.

(c) Shall be Chairman of the Judiciary Committee.

(d) Shall manage all senior competitions conducted by the Club and shall make reports as determined by the Directors.

 (e) Deal with correspondence regarding Senior Competitions.

## **RULE 17 MANAGING DIRECTORS**

**17.1** **Sponsorship & Merchandise Co-ordinator**.

(a) Develop, implement and monitor programs of identified opportunities for the marketing of the Club through the Community and the Business Community.

(b) Shall have overall co-ordination of Sponsorship to include Sponsorship merchandise.

(c) Shall be responsible for the promotion of football within the Mt Annan Region.

**17.2** **Canteen Manager**.

(a) Co-ordinate all purchases and delivery of products for the canteen.

(b) Oversee the overall functioning of the canteen.

(c) Provide a detailed team roster for the manning of the canteen.

(d) Maintain a cash float.

**17.3** **Registrar.**

(a) Maintain and update the Association Register of all Club Members, Club Teams and Players of the Club in a manner approved by the E.D. Receive and stamp registrations and issue players, coaches and managers I.D. cards in accordance with the Constitution and Regulations.

(b) Index and register proof of age of all players playing age competitions within the Club.

(c) Under no circumstances divulge any information regarding Registration unless directed to do so by the E.D.

(d) Update and complete all registrations on Playfootballnsw.com.au

(e) Be part of the GC for the sole purpose of providing the team/player numbers to the Chairman of the GC

**17.4**  **Assistant to the Registrar**. The Assistant Registrar shall,

(a) Assist with the registrations of Club Members, Club players, team Coaches and team Managers under the guidelines laid down for the Registrar.

**17.5** **Member Protection Officer.**

(a) Implement policies as determined by the Directors in relation to both Junior and Mini teams.

(b) Shall Record all incidents and report such incidents to the Association Secretary via the Club Secretary.

(c) Implement all policies as determined and formulated by the MFA

**17.6** **Grounds Maintenance Officer.**

(a) Ensure that the field markings at both Birriwa and Wandarrah are suitably marked.

(b) Liaise with Camden City Council for all maintenance improvements to both Birriwa and Wandarrah.

**17.7** **Coaching Coordinator.**

(a) Co-ordinate with the Club Secretary to arrange the conduct of coaching courses in conjunction with the MFA.

(b) Ensure all coaches are provided with the appropriate coaching material and updated coaching information.

(c) Assess all Club coaches.

(d) Ensure all coaches have the appropriate training equipment and resources.

(c) Coaching Coordinator to produce a matrix as a guide for the Grading Committee to assess player’s skills and abilities.

(d) Act as the Chairman of the Grading Committee.

(e) Prepare all policy and documentation for the conduct of grading.

## **RULE 18 POWERS AND DELEGATION OF THE DIRECTORS**

**18.1** The Directors of the Club, subject to the Act, the regulation and these Rules and to any resolution passed by the Club in an **A.G.M**. or **S.G.M.**

(a) Shall control and manage the affairs of the Club.

(b) May exercise all such functions as may be exercised by the Club other than those functions that are required by these Rules to be exercised by a General meeting of members of the Club.

(c) Has power to perform all such Acts and do all such things as appear to the Directors to be necessary or desirable for the proper management of the affairs of the Club.

(d) To form such Sub-Committees and appoint persons to serve on such Sub-Committees as may be desirable and appropriate to exercise all its duties and to delegate to such Sub-Committees such powers as the Directors themselves may exercise. Provided, however that any decision of any Sub-Committee so formed shall be subject to review by the Directors.

(e) Develop, implement and maintain policies of both the Club and the MFA.

**18.2.** **Delegation by Directors to Sub-Committees**

(a) The Directors may delegate to one or more Sub-Committees (consisting of such persons as the Directors think fit) the exercise of such the powers and functions of the Directors as the Directors think fit.

(b) All sub-committees appointed by the Directors, shall have a written charter detailing the powers and responsibilities of that subcommittee.

(c) A function, the exercise of which has been delegated to a Sub- Committee under this Rule may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.

(d) A delegation under this section shall be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or to time or circumstances, as shall be specified by the Directors.

(e) Not withstanding any delegation under this Rule, the Directors may continue to exercise any function delegated.

(f) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the Directors.

(g) The Directors may revoke wholly or in part any delegation under this Rule.

(h) A Sub-Committee may meet and adjourn as it thinks proper, or as directed by the Directors.

## **RULE 19 CONSTITUTION AND MEMBERSHIP**

**19.1**. Subject in the case of the first members of the Directors to Section 21 of the Act, the Directors shall consist of,

(a) President

(b) Secretary

(c) Financial Controller

(d) Vice President

(e) Sponsorship & Merchandise Co-ordinator

(f) Registrar

(g) Canteen Manager

(h) Coaching Coordinator

(i) Grounds Maintenance Officer

(j) Member Protection Officer

(k) Liaison/Project Officer

**19.2.** Each Director shall, subject to these rules, hold office for a period tender of two (2) years until the conclusion of the **A.G.M**. following the date of the member’s election, but is eligible for re-election.

**19.3**. The President, Financial Controller, Sponsorship & Merchandise Co-ordinator and Registrar shall be elected on odd years and the Club Secretary, Vice President, Member Protection Officer, Coaching Coordinator & Canteen Manager shall be elected on even years.

**19.4.** In the event of a casual Director vacancy the Directors may appoint a person to fill the vacancy (subject to **Rule 19**) and the person so appointed shall hold office until the conclusion of the next **A.G.M**. following the date of the appointment

## **RULE 20 ELECTION OF DIRECTORS**

**20.1.** Nominations of candidates for election as Directors, as defined in **Rule 19**, (constitutional membership)

(a) Shall be made in writing, signed by any two Club members and/or Life Members, and accompanied by the written consent of the candidate with a personal resume (which may be endorsed on the form of the nomination), and shall be delivered to the Secretary no later than 14 days prior to the **A.G.M**. at which the election is to take place.

(b) If insufficient nominations are received in writing then, at the time nominations are called for during the course of the **A.G.M**., provided such nomination is moved by two members of the Club and the candidate either orally, if he/she be in attendance at the meeting, or in writing including a personal resume if he/she not be in attendance at the meeting indicates his consent to nomination.

**20.2.** If only one nomination is received for a position, the person nominated shall be subject to **Rule 19** be deemed to be elected.

**20.3**. If more than one nomination is received for a position, a ballot shall be held.

**20.4** The ballot for the selection of Directors shall be conducted at the **A.G.M**. by secret ballot in such usual and proper manner as the Directors may direct.

**20.5** Any vacant Director positions shall be deemed to be casual vacancies.

## **RULE 21 CASUAL VACANCIES**

**21.1** For the purpose of these Rules, a casual vacancy in the office of a Director occurs if the:

(a) member:

i. Dies.

ii. Becomes insolvent under administration within the meaning of the Companies (New South Wales) code.

iii. Resigns office by notice in writing given to the Secretary.

iv. Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

v. Is absent without the consent of the Directors from three (3) consecutive Directors meetings.

(b) Position is not filled at an **A.G.M**.

## **RULE 22 REMOVAL OF A DIRECTOR**

**22.1** The Club in an **S.G.M**. may by resolution remove any Director from office before the expiration of the Directors term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Director so removed.

**22.2** Where a Director to whom a proposed resolution referred to in **Rule 20** relates, makes representations in writing (not exceeding a reasonable length) to the Secretary or Chairman and requests that the representations be notified to the Club Members, the Secretary or the President may send a copy of the representations to each Club Member and Life Member of the Club or, if they are not sent, the Club Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **RULE 23 MEETINGS AND QUORUM**

**23.1** The Directors shall meet for the dispatch of business and adjourn at such times and such places and at such frequency as the Directors may determine.

**23.2** By any two Directors, notice of which shall be given by the Secretary to each member of the Directors at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Directors) before the time appointed for the holding of the meeting.

**23.3** Notice of a meeting given under **Rule 23** shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business, which the Directors at the meeting unanimously agree to treat as urgent business.

**23.4** Any four (4) Directors constitute a quorum for the transactions of the business of a meeting of the Directors.

**23.5** No business shall be transacted by the Directors 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 stands adjourned to the same place and at the same hour within seven (7) days.

**23.6** If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.

**23.7** At a meeting of the Directors,

(a) The President or, in the President’s absence, the Financial Controller shall preside.

(b) If the President and the Financial Controller are absent or unwilling to act such, one of the remaining Directors may be chosen by those present at the meeting to preside.

## **RULE 24 VOTING DECISIONS OF DIRECTORS**

**24.1** Questions arising at a meeting of the Directors or of any Sub-Committee appointed by the Directors shall be determined by a majority of the votes of the Directors or Sub-Committee present at the meeting.

**24.2** Subject to **Rule 23** re: quorum, the Directors may act not withstanding any vacancy in their numbers.

**24.3** Any act or thing done or suffered, or purporting to have been done or suffered, by the Directors or by a Sub-Committee appointed by the Directors, is valid and effectual not withstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Directors or Sub-Committee.

## **PART 8 GENERAL MEETINGS**

## **RULE 25 ANNUAL GENERAL MEETING - HOLDING OF**

**25.1** With the exception of the first **A.G.M.** of the Club, the Club shall, at least once in

each calendar year and after the expiration of each financial year of the Club, that being the 30th June, an **A.G.M**. of the Members must be convened

## **RULE 26 ANNUAL GENERAL MEETING - CALLING OF AND NECESSARY BUS INESS**

**26.1** The **A.G.M**. of the Club shall, subject to the Act and to **Rule 23**, be convened on such date and at such place and time as the Directors see fit.

**26.2** In addition to any other business which may be transacted at an **A.G.M**., the business of an **A.G.M**. shall be,

(a) To confirm the minutes of the last preceding **A.G.M**. and of any **S.G.M**., not previously confirmed.

(b) To receive from the Directors reports upon the activities of the Club during the last preceding financial year.

(c) To elect Directors and Committees of the Club and other Sub- Committee positions as per the  **(Regulation13)**

(d) To receive and consider the statement, which is, required to be submitted to members pursuant to Section 26.6 of the Act.

**26.3** An **A.G.M**. shall be specified as such in the notice convening it.

**26.4** A member being a Club Member shall have one (1) vote, Life Members shall have one (1) vote only, but in the event of an equality of votes on any question, the person presiding may exercise a casting vote only.

## **RULE 27 CLUB GENERAL MEETINGS**

**27.1** Regular General meetings of the Club shall take place on the second Tuesday of every month, excluding October to January or such other times and at such places as the Directors shall from time to time determine.

**27.2** Business at such regular Club General meetings shall include,

(a) Confirmation of minutes of preceding regular General meeting or any **S.G.M**. held since the previous regular General meeting.

(b) To receive reports from Directors and any Sub-Committees.

(c) General Business.

## **RULE 28 SPECIAL GENERAL MEETINGS - CALLING OF**

**28.1** The Directors may convene a **S.G.M**. of the Club under **Rule 27**.

**28.2** The Directors shall, on the requisition in writing of not less than three (3) Club Members, convene a **S.G.M**. of the Club.

**28.3** A requisition of Club Members for a **S.G.M;**

(a) Shall state the purpose of the meeting.

(b) Shall be signed by the members making the requisitions.

(c) Shall be lodged with the Secretary.

(d) May consist of several documents in similar form, each signed by one or more of the Club Members making the requisition.

**28.4** If the Directors fail to convene a **S.G.M**. to be held within one (1) month after the date on which the requisition of members is lodged with the Club Secretary, any one or more of the members who made the requisition may convene a **S.G.M**. to be held not later than 3 months after that date.

**28.5** An **S.G.M**. convened by a Club Members as referred to in **Rule 28** shall be convened, as nearly as is practicable in the same manner as **S.G.M.’s** is convened by the Directors and any member who thereby incurs expense is entitled to be reimbursed by the Club for any expense so incurred.

## **RULE 29 NOTICE**

**29.1** Except where the nature of the business proposed to be dealt with at a **S.G.M**. or **A.G.M**. requires a special resolution of the Club Members, the Club Secretary shall, at least 7 days before the date fixed for the holding of the **S.G.M**. or **A.G.M**., cause to be sent by pre-paid post, facsimile, email or other form of electronic transmission to each Club Member, Life Member and Director a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

**29.2** Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Club Secretary, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be sent to each member in the manner provided in Rule 27.1 specifying, in addition to the matter required under

Rule 27.1, the intention to propose the resolution as a special resolution.

**29.3** No business other than that specified in the notice convening a **S.G.M**. or **A.G.M**. shall be transacted at the meeting except in the case of an **A.G.M**., business which may be transacted pursuant to **Rule 26.**

## **RULE 30 PROCEDURE**

**30.1** No items of business shall be transacted at an **A.G.M**., **S.G.M**. or **GM** unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.

**30.2** Ten (10) members present in person (being members entitled under these rules to vote at an **A.G.M**., **S.G.M**. or **G.M**. ten (10) of whom shall be Club Members, constitute a quorum for the transaction of the business of an **A.G.M., S.G.M**. or **G.M**.

**30.3** If within half an hour after the appointed time for the commencement of a **GM** a quorum is not present the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same time and (unless another place is specified at the time of 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.

**30.4** 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 meeting shall be abandoned.

## **RULE 31 PRESIDING MEMBER**

**31.1** The President or, in the Presidents absence, the Financial Controller shall preside as Chairman at each **A.G.M**. and **S.G.M**. of the Club.

**31.2** If the President, Financial Controller or the next senior Director is absent from the **A.G.M., S.G.M**. or **G.M**. or unwilling to act, the members entitled to vote who are present shall elect one of their number to preside as Chairman at the meeting.

**31.3** The presiding member of all meetings shall have a casting vote only.

## **RULE 32 ADJOURNMENT**

**32.1.** The Chairman of an A.G.M. or S.G.M. at which a quorum is present may, with the consent of the majority of members present at the meeting, and entitled to vote,

adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

**32.2.** Where an **A.G.M**. or **S.G.M**. is adjourned for 14 days or more, the Club Secretary shall give written notice of the adjourned meeting to each member of the Club entitled to receive such notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

**32.3.** Except as provided in **Rule 30.1** and **Rule 30.2**, notice of an adjournment of an **A.G.M**. or **S.G.M**. or of the business to be transacted at an adjourned meeting is not required to be given.

## **RULE 33 VOTING DECISIONS**

**33.1** A question arising at any meeting of the Club shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman 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.

**33.2** At an **A.G.M., S.G.M**. or **G.M**. of the Club, a poll may be demanded by the Chairman or by not less than three (3) members eligible to vote who are present in person at the meeting.

**33.3** Where the poll is demanded at an **A.G.M**., **S.G.M**. or **G.M**. the poll shall be taken,

(a) Immediately in the case of a poll which relates to the election of the chairman of the meeting or to the question of an adjournment.

(b) In any other case, in such manner and at such time before the close of the meeting as the Chairman directs and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

(c) No member is illegible to vote at an **A.G.M, S.G.M** unless the member has attended a minimum of 90 per cent of **G.M** within a calendar year or during the calendar year the member has placed his/her apology (of an acceptable reason) to the Club Secretary for the purpose of eligibility.

## **RULE 34 SPECIAL RESOLUTION**

**34.1** A resolution of the Club is a special resolution if:

(a) It is passed by a majority which comprises not less than three (3) quarters of such members of the Club as, being entitled under these rules so to do, vote in person at a **S.G.M**. or **A.G.M.** of which not less than 21 day’s written notice specifying the intention to propose the resolution was given in accordance with these rules.

(b) Where it is made to appear to the Commission (Department of Fair Trading) that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) – the resolution is passed in a manner specified by the Commission.

## **RULE 35 VOTING**

**35.1** Upon any questions arising at any General Meeting of the Club, a Club Member has one (1) vote and Life Members shall have one (1) vote only.

(a) For the purpose of voting only one member of a family, irrespective of the number of children registered with the Club, shall only be entitled to (1) one vote.

(b) A Club Members must attend a minimum of 90 per cent of **GM** to be eligible to vote at a club **AGM** or **SGM**

(c) No member is illegible to vote at an **A.G.M, S.G.M** unless the member has attended at least 90 percent of **G.M** within a calendar year or during the calendar year the member has placed his/her apology to the Club Secretary for the purpose of eligibility

**33.2.** All votes shall be given personally.

**35.2** In the case of an equality of votes on a question at a General Meeting, the Chairman of the meeting is entitled to exercise a casting vote only.

**35.3** 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.

**35.4** Club Members must pay all accounts in full, putting any queries/complaints in writing, in letter form detailing alleged discrepancies. No amounts are to be deducted before payment.

## **RULE 36 APPOINTMENT OF PROXIES**

**36.1.** No member shall attend or vote at any meeting of the Club or of any Directors of the Club or vote at any election of the Club as a proxy of another person.

## **PART 9 MISCELLANEOUS**

## **Rule 37 MEMBERSHIP OF Macarthur Football Association Inc**

**37.1** The Club shall always be bound by the Constitution, Rules and Regulations of **MFA**. Where there is any inconsistency between any provision of the Constitution and or Rules and Regulations of the Club and those of **MFA**, then to the extent of such inconsistency the Constitution of Rules and Regulations of **MFA** shall prevail. The Club shall be bound by the lawful decisions of the Board of **MFA** and it shall do all things reasonably necessary to implement and enforce such decisions.

**37.2** The Club shall do all such things necessary to implement and enforce any decision of MFA relating to any player, Official or Club Member who is a member of or affiliated with the Association or seeks to be a member or affiliated with the Association.

## **rule 38 NOTICE**

1. Any notices or communications may be given by the Association to any person entitled under this Constitution to receive any notice by sending the notice by prepaid post or facsimile transmission or by electronic mail or any other electronic method, to the Member’s address or facsimile number or electronic mail address, or in the case of a Delegate, to the last notified address, facsimile number or electronic mail address
2. Where a notice is sent by post, service of the notice will be deemed to be affected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been affected three (3) days after posting.
3. Where a notice is sent by facsimile transmission, service of the notice will be deemed to be affected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
4. Where a notice is sent by electronic mail, service of the notice will be deemed to be affected on the day it was sent.

## **rule 39 INDEMNITY**

 (a) Every Director and employee of the Association will be indemnified out of the property and assets of the Association against any liability incurred by them in their capacity as Director or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.

 (b) The Association must indemnify, and keep indemnified, its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except in the case of fraud or other serious and deliberate misconduct.

## **Rule 40 INSURANCE**

**40.1** The Club shall affect and maintain insurance pursuant to Section 44 of the Act.

**40.2** In addition to the insurance required the Club may affect and maintain other insurance.

## **Rule 41 FUNDS – SOURCE**

**41.1.** The funds of the Club shall be derived from entrance fees, and annual subscriptions of members, donations, and sponsorship and, subject to any resolution passed by the Club in A.G.M. or S.G.M., such other sources as the Directors determine.

## **Rule 42 FUNDS – MANAGEMENT**

**42.1** Subject to any resolution passed by the Club in General meeting, the funds of the Club shall be used in pursuance of the objects of the Club in such manner as the Directors determine.

**43.2** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) of the designated signatories, one of whom shall be a master signatory.

**44.3** All money received by the Club shall be deposited the next banking day or within 48 hours and without deduction to the credit of the Clubs bank account.

**44.4** The Club shall, as soon as, and where practicable after receiving any money, issue an appropriate receipt.

## **Rule 45 ALTERATION OF OBJECTS AND RULES**

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

## **Rule 46. COMMON SEAL**

**46.1** The common seal of the Club shall be kept in the custody of the Public Officer.

**46.2.** The common seal shall not be affixed to any instrument except by the authority of the Directors and affixing of the common seal shall be attested by the signatures of two (2) Directors.

## **Rule 47 CUSTODY OF BOOKS ETC**

**47.1** Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

## **Rule 48 INSPECTION OF BOOKS ETC**

**48.1** The records, books and other documents of the Club shall be open to inspection, free of charge on written request by the member of the Club.

## **Rule 49 SERVICES OF NOTICES**

**49.1** For the purpose of these Rules, a notice may be served by or on behalf of the Club upon any member either personally or by sending it by post to the member at the member’s address shown in the register of members or by facsimile, email or other form of electronic transmission.

**49.2** Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

**49.3** Where a document is sent to a person by any form of electronic transmission, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the member at the time of transmission by the Club.

## **Rule 50 PATRONS**

**50.1** The Club may elect Patrons as the Club at an **A.G.M**. or **S.G.M**. desire. Patrons shall hold office for as long as the Club may determine. Patrons shall be entitled to attend all meetings of the Club but shall not be entitled to vote there at.

## **Rule 51 BY-LAWS**

**51.1** The Club may at an **S.G.M**. or **A.G.M.,** alter or repeal all such By-Laws as it may deem necessary or expedient for the proper conduct and management of the Club.

## **Rule 52 PAYMENTS TO DIRECTORS**

**52.1** Directors shall not be appointed to any salaried office of the Club or any office of the Club paid by fees, and no remuneration or other benefit in money or money’s worth shall be given by the Club to any member of the Directors except:

(a) Repayment of out-of-pocket expenses.

(b) Interest at a rate, not exceeding interest at the rate for the time being which is or would be charged by the Clubs bankers for money lent to the Club.

(c) Honorariums if any as determined by the **A.G.M.**

## **Rule 53 SURPLUS PROPERTY**

**53.1** In the winding up of the Club the surplus property of the Club shall, subject to any trust affecting that property or any part of it vest in another organisation has objects substantially similar to the Club and is not carried on for the object of trading or securing, procuring gain for its members, or failing such special resolution as nominated by the Corporate Affairs.