

TUGGERANONG FOOTBALL CLUB

INCORPORATED

CONSTITUTION

DECEMBER 2010

TUGGERANONG FOOTBALL CLUB INCORPORATED

CONSTITUTION

1. DEFINITIONS

1.1 In this Constitution unless to the contrary appears:

'Club' means Tuggeranong Football Club Incorporated.

'Constitution' means the Constitution of the Club as amended from time to time.

'Financial year' means the year ending on 31 October.

'Member' means a member under section 5.

'Seal' means the Club's common seal.

'The Act' means the Associations Incorporation Act 1991.

'The Regulation' means the Associations Incorporation Regulation 1991.

2. NAME

2.1 The Club shall be named the Tuggeranong Football Club Incorporated. A change of name may only be made by special resolution in accordance with section 70 of the Act.

3. OBJECTIVES

3.1 The objectives for which the Club has been established are;

- (a) to promote, develop, and administer the game of Australian football in the Tuggeranong Valley and surrounding areas;
- (b) to educate, train, coach and encourage members of the Club in the game of Australian football;
- (c) to uphold the Constitution and By-laws of AFL Canberra;
- (d) to encourage social and sporting relationships between members of the Club; and
- (e) to support sporting, cultural, charitable and other groups in their contributions to the community.

4. MEMBERSHIP

- 4.1** Subject to the rules of the Club, any person of good repute shall be eligible to be a member of the Club.

5 CLASSES OF MEMBERSHIP

- 5.1** There will be the following classes of membership

- (a) life members;
- (b) foundation members;
- (c) honorary members;
- (d) ordinary members; and
- (e) associate members.

- 5.2** A life member is a member elected as such at an Annual General Meeting on the recommendation of the Board in recognition of meritorious service to the Club. Life members are entitled to full membership rights.

- 5.3** A foundation member is a member who has paid the prescribed fee to become a member for life and who is entitled to full membership rights.

- 5.4** An honorary member is a member determined by the Board on the basis of deeds or actions of substantial benefit to the Club. Such members have full membership rights for the period they are determined by the Board to be honorary members.

- 5.5** An ordinary member is a member whose application for ordinary membership has been approved by the Board.

- 5.6** An associate member is a member whose membership is automatically granted to financial members of affiliated clubs as set out in Section 34.1

6 NOMINATION FOR MEMBERSHIP

- 6.1** A person wishing to apply for ordinary membership must;

- (a) apply in writing in the form set out in Appendix 1; and
- (b) lodge the form together with the prescribed annual membership fee, with the Secretary.

- 6.2** At the next meeting of the Board after receipt of an application for ordinary membership the application will be considered by the Board. The Board will;

- (a) determine the admission or rejection of the applicant; or
- (b) decide to call on the applicant to supply any evidence of suitability they

consider necessary. Determination of the application will be deferred until the evidence has been supplied.

- 6.3** If the application is rejected by the Board, it is not required to give reasons for the rejection.
- 6.4** If the Board decides to approve a nomination for membership the Secretary must as soon as possible after that decision notify the person of that approval and enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Club.

7 MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

- 7.1** A right, privilege or obligation that a person has because of being a member of the Club:
- (a) cannot be transferred or transmitted to another person; and
 - (b) terminates on cessation of the persons membership.

8 CESSATION OF MEMBERSHIP

- 8.1** A person ceases to be a member of the Club if the person:-
- (a) dies; or
 - (b) resigns from membership of the Club; or
 - (c) is expelled from the Club; or
 - (d) fails to renew membership of the Club.

9 RESIGNATION OF MEMBERSHIP

- 9.1** A member is not entitled to resign from membership of the Club except in accordance with this section
- 9.2.** A member who has paid all amounts payable by the member the Club may resign from membership of the Club by giving notice (of not less than 1 month or, if the Board has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.
- 9.3** If a person ceases to be a member the Secretary must make an appropriate entry in the register of members, recording the date the member ceased to be a member.

10 FEE, SUBSCRIPTIONS, ETC

10.1 Membership fees shall be determined at an Annual General Meeting. Upon payment of the appropriate fee, a member shall be deemed financial from 1st January to 31st December that year.

10.2 The annual membership fee is payable:-

- (a) before 1 July in each calendar year; or
- (b) if the person becomes a member on or after 1 July in any calendar year- before 1 July in each succeeding year.

11 MEMBERS' LIABILITIES

11.1 The liability of a member 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 relation to membership of the Club as required by section 10.

12 DISCIPLINING OF MEMBERS

12.1 If the Board is of the opinion that a member:-

- (a) has persistently refused or neglected to comply with a provision of these rules; or
- (b) has persistently and willfully acted in a manner prejudicial to the interests of the Club; the Board may, by resolution:-
 - (i) expel the member from the Club; or
 - (ii) suspend the member from the rights and privileges of membership of the Club that the Board may decide for a specified period.

12.2 A resolution of the Board under subsection (12.1) is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after the service on the member of a notice under subsection (12.3), confirms the resolution in accordance with this section.

12.3 If the Board passes a resolution under subsection (12.1) the Secretary must, as soon as practicable, serve a written notice on the member.

- (a) setting out the resolution of the Board and the grounds on which it is based; and
- (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and

- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following;
 - (i) attend and speak at the meeting;
 - (ii) submit to the Board at or before the date of that meeting written representations relating to the resolution.

12.4 Subject to the Act, section 50, at a meeting of the Board mentioned in subsection (12.2), the Board must:-

- (a) give to the member mentioned in subsection (12.1) an opportunity to make oral representations; and
- (b) give due consideration to any written representations submitted to the Board by that member at or before the meeting; and
- (c) by resolution decide whether to confirm or to revoke the resolution of the Board made under subsection (12.1).

12.5 If the Board confirms a resolution under subsection (12.4), the Secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the right of appeal under section 13.

12.6 A resolution confirmed by the Board under subsection (12.4) does not take effect:-

- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
- (b) if within that period the member exercises the right of appeal unless and until the Club confirms the resolution in accordance with section 12.4.

13 RIGHT OF APPEAL OF DISCIPLINED MEMBER

13.1 A member may appeal to the Club in general meeting against a resolution of the Board that is confirmed under subsection (12.4), within 7 days after notice of the resolution is served on the member, by lodging a notice with the Secretary to that effect.

13.2 On receipt of a notice under subsection (13.1), the Secretary must notify the Board which must call a general meeting of the Club to be held 21 days after the date when the Secretary received the notice or as soon as possible after that date.

13.3 Subject to the Act, section 50, at a general meeting of the Club called under sub section (13.2):

- (a) no business other than the question of the appeal may be transacted; and
- (b) the Board and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both;
- (c) the members present must vote by secret ballot on the question of whether the resolution made under subsection (12.4) should be confirmed or revoked; and
- (d) If the meeting passes a special resolution in favour of the confirmation of the resolution made under subsection (12.4), that resolution is confirmed.

14 POWERS OF BOARD

14.1 The Board, subject to the Act, the regulation, and to any resolution passed by the Club in general meeting:

- (a) controls and manages the affairs of the Club; and
- (b) may exercise all functions that may be exercised by the Club other than those functions that are required by these rules to be exercised by the Club in general meeting; and
- (c) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Club.

15 CONSTITUTION AND MEMBERSHIP

15.1 The Board consists of:-

- (a) the office bearers of the Club; and
- (b) (3) ordinary Board Members each of whom must be elected under section 16 or appointed in accordance with subsection (15.4).

15.2 The office-bearers of the Club are:-

- (a) the President; and
- (b) the Vice-president; and
- (c) the Treasurer; and
- (c) the Secretary; .

15.3 Each Member of the Board holds office; subject these rules, until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

15.4 If there is a vacancy in the membership of the Board, the Board may appoint a member of the Club to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next annual general meeting after the date of appointment.

16 ELECTION OF BOARD MEMBERS

16.1 Nomination of candidates for the election of office-bearers of the Club or as ordinary committee members:-

(a) must be made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the nomination form), and

(b) must be given to the Secretary of the Club not less than 7 days before the date fixed for the annual general meeting at which the election is to take place.

16.2 If insufficient nominations are received to fill the vacancies on the Board the candidates nominated are taken to be elected and further nominations may be received at the annual general meeting.

16.3 If insufficient nominations are received, any vacant positions are taken to be vacancies.

16.4 If the number of nominations received to fill all vacancies is equal to the number of vacancies to be filled, the people nominated are taken to be elected.

16.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.

16.6 The ballot for the election of office-bearers and ordinary members must be conducted at the annual general meeting in the way the Board may direct.

16.7 A person is not eligible to simultaneously hold more than 1 position on the Board.

17 SECRETARY

17.1 The Secretary of the Club must, as soon as practical after being appointed as Secretary, notify the Club of his or her address.

17.2 The Secretary must keep minutes of:-

(a) all elections and appointments of office-bearers and ordinary board

members; and

- (b) the names of members of the Board present at a Board meeting or a general meeting; and
- (c) all proceedings at Board meetings and general meetings.

17.3 Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the succeeding meeting

18. TREASURER

18.1 The Treasurer of the Club must:-

- (a) collect and receive all amounts owing to the Club and make all payments authorised by the Club; and
- (b) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club

19. VACANCIES

19.1 A vacancy in the office of a member of the Board happens if the member:-

- (a) dies; or
- (b) ceases to be a member of the Club; or
- (c) resigns the office; or
- (d) is removed from the office under section 20 (Removal of Board Members); or
- (e) becomes insolvent under administration within the meaning of the Corporations Act; or
- (f) suffers from a mental or physical incapacity; or
- (g) is disqualified from office under the Act, section 63(1); or
- (h) is absent without consent of the Board from all meetings of the Board held during a period of 6 months.

20. REMOVAL OF BOARD MEMBERS

20.1 The Club in general meeting may by special resolution, in accordance with section 70 of the Act and subject to the Act, section 50, remove any member of the Board from the office of member of the Board before the end of the member's

term of office.

21 BOARD MEETING AND QUORUMS

21.1 The Board must meet at least 3 times in each calendar year at a place and time that the Board may decide.

21.2 Additional meetings of the Board may be called by any member of the Board.

21.3 Oral or written notice of a meeting of the Board must be given by the Secretary to each member of the Board at least 48 hours (or any other period that may be unanimously agreed on by the members of the Board) before the holding of the meeting

21.4 Notice of a meeting given under subsection (21.3) must specify the general nature of the business to be transacted at the meeting and no other than that business may be transacted at the meeting, except business that the Board members present at the meeting unanimously agree to treat as urgent business.

21.5 Any 3 members of the Board constitute a quorum for the transaction of the business of the Board.

21.6 No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.

21.7 If at the adjourned meeting a quorum is not present within a half an hour of the same day in the following week, the meeting is dissolved.

21.8 At meetings of the Board:-

- (a) the President or, in the absence of the President, the Vice-President presides; or
- (b) if the President and the Vice-President are absent 1 of the remaining members may be chosen by the members present.

22. DELEGATION OF BOARD TO COMMITTEES

22.1 The Board may delegate any of its powers, other than which by law must be dealt with by the Board, to a committee or committees.

22.2 The Board may at any time revoke any delegation of power to a committee.

22.3 The following committees at least will be established:-

- (a) football:

- (b) finance;
- (c) social and
- (d) sponsorship.

22.4 At least 1 member of each committee must be a Board member.

22.5 A committee must exercise its power in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.

22.6 A committee may be authorised by the Board to sub-delegate all or any of the powers for the time being vested in it.

22.7 Meetings of any committee of the Board will be governed by the provisions of the Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board.

23 VOTING AND DECISIONS

23.1 Questions arising at a meeting of the Board or of any committee appointed by the Board are decided by a majority of the votes of members of the Board or committee present at the meeting.

23.2 Each member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.

23.3 Subject to subsection (21.5), the Board may act despite any vacancy on the Board.

23.4 Any act or thing done or suffered, or supporting to have been done or suffered, by the Board or by a committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee.

GENERAL MEETINGS

24 ANNUAL GENERAL MEETINGS-HOLDING OF

24.1 The Club must, at least once in each calendar year and within 3 months after the end of each financial year of the Club, call an annual general meeting of its members.

25 ANNUAL GENERAL MEETINGS – CALLING OF AND BUSINESS AT

25.1 The annual general meeting of the Club must, subject to the Act be called on the date and at the place and time that the Board considers appropriate

25.2 In addition to any other business that may be transacted at an annual general meeting the business of an annual general meeting is:-

- (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
- (b) to receive from the Board reports on the activities of the Club during the last financial year; and
- (c) to elect members of the Board, including office-bearers; and
- (d) to receive and consider the statement of accounts and the reports that are
- (e) required to be submitted to members under the Act, section 73(1).

25.3 An annual general meeting must be specified as such in the notice called it in accordance with section 27 (Notice).

25.4 An annual general meeting must be conducted in accordance with the provisions of this part

26 GENERAL MEETINGS – CALLING OF

26.1 The Board may, whenever it considers appropriate, call a general meeting of the Club

26.2 The Board must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the Club.

26.3 A requisition of members for a general meeting:-

- (a) must state the purpose or purposes of the meeting; and
- (b) must be signed by the members making the requisition; and
- (c) must be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by 1 or more members making the requisition.

26.4 If the Board fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the Secretary, and 1 or more of the members who made the requisition may call a general meeting to be

held not later than 3 months after that date.

- 26.5** A general meeting called by a member or members mentioned in subsection (26.4) must be called as early as practicable in the same way as general meetings are called by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Club for any reasonable expense so incurred.

27 NOTICE

- 27.1** Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, send by prepaid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 27.2** If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each member in the way provided in subsection (27.1) specifying, in addition to the matter required under that subsection, the intention to propose the resolution as a special resolution.
- 27.3** No business other than that specified in the notice calling a special meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under subsection (25.2).
- 27.4** A member desiring to bring any business before a general meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice of from the member.

28 GENERAL MEETINGS – PROCEDURE AND QUORUM

- 28.1** No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 28.2** Fifteen members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 28.3** If within 30 minutes of the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day to the following week at 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.

28.4 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

29 PRESIDING MEMBER

29.1 The president, or in the absence of the president, the vice-president, presides at each general meeting of the Club.

29.2 If the president and the vice-president are absent from a general meeting, the members present must elect 1 of their members to preside at the meeting.

30 ADJOURNMENT

30.1 The person presiding at the general meeting at which a quorum is present, may with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

30.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

30.3 Except as provided in subsections (30.1) and (30.2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31 MAKING OF DECISIONS

31.1 A question arising at a general meeting of the Club is to be decided on a show of hands and, before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding 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.

31.2 At a general meeting of the Club, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.

31.3 If the poll is demanded at a general meeting, the poll must be taken:-

- (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or

- (b) in any other case-in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

32 VOTING

- 32.1** Subject to subsection (32.3), on any question arising at a general meeting of the Club a member has 1 vote only.
- 32.2** All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- 32.3** If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- 32.4** A member or proxy is not entitled to vote at any general meeting of the Club unless all money due and payable by the member or proxy to the Club has been paid, other than the amount of the annual subscription payable for the current year.

33 APPOINTMENT OF PROXIES

- 33.1** Each member is entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- 33.2** The notice appointing the proxy must be in the form set out in appendix 2.

34 MISCELLANEOUS

- 34.1** The Club shall be affiliated with the
- (a) Tuggeranong Bulldogs Junior Australian Rules Club, and
- (b) Tuggeranong Lions Junior Australian Football Club

35 FUNDS-SOURCE

- 35.1** The funds of the Club must be derived from annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting and subject to the Act, section 114, any other sources that the Board decides.
- 35.2** All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- 35.3** The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

36 FUNDS-MANAGEMENT

- 36.1** Subject to any resolution passed by the Club in general meeting, the funds of the Club must be used for the objects of the Club in the way the Board decides.
- 36.2** All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 members of the Board or employees of the Club, being members of the Board or employees authorised to do so by the Board.

37 AUDITORS

- 37.1** There shall be an Auditor not being a member of the Club who shall be appointed by the Club at its annual general meeting or at a Board meeting thereafter. The Auditor shall hold office until the next annual general meeting, when the retiring Auditor shall be eligible for reappointment.
- 37.2** The Auditor shall have access at all reasonable times to the books and accounts of the Club and may require any officers of the Club to provide details and explanations that may be so required.

38 ALTERATION OF OBJECTS AND RULES

- 38.1** Neither the objects of the Club mentioned in the Act, section 29 nor these rules may be altered except in accordance with the Act.

39 COMMON SEAL

- 39.1** The common seal of the Club must be kept in the custody of the Secretary.
- 39.2** The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures either by 2 members of the Board or of 1 member of the Board and of the Secretary.

40 CUSTODY OF BOOKS

- 40.1** Subject to the Act, the regulation and these rules, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Club.

41 INSPECTION OF BOOKS

- 41.1** The records, books and other documents of the Club must be open for inspection at a place in the ACT, free of charge, by a member of the Club at any reasonable hour.

42 SERVICE OF NOTICE

- 42.1** For these rules, a notice may be served by or on behalf of the Club on any member either personally or by post to the member at the member's address shown in the register of members.
- 42.2** If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is taken for these rules, unless the contrary is proved, to have been served on the person at the time when the letter would have been delivered in the ordinary course of post.

43 SURPLUS PROPERTY

- 43.1** At the first general meeting of the Club, the Club must pass a special resolution nominating:-
- (a) another Club for the Act, section 92 (1) (a); or
 - (b) a fund, authority or institution for the Act, section 92 (1) (b); in which it is to invest its surplus property in the event of the dissolution or winding up of the Club.
- 43.2** A Club nominated under subsection (43.1) must fulfill the requirements specified in the Act, section 92 (2).

Appendix 1

**TUGGERANONG FOOTBALL CLUB INC.
MEMBERSHIP APPLICATION FORM**

(Please return this form with payment to the Club.)

Name

Address.....

.....Postcode.....

Phone.....(h)(w)

E-mail.....

Membership type (please circle)

Single Adult

Family (2 adults and children under 16 years)

Donations I would also like to include a donation of

\$20 \$50 \$100 Other

Total payment (Membership +donation)

\$.....

I have enclosed (please circle)

Cheque Money Order Cash (do not send cash by mail)

OR

Credit Card Visa Master Card

Name on card

Card number.....

Expiry date

Signature

**PO Box 1496 Tuggeranong ACT 2901
www.tuggeranongfc.aflcanberra.com.au**

Appendix 2

TUGGERANONG FOOTBALL CLUB INC.

FORM OF APPOINTMENT OF PROXY

I.....
(full name)

of.....
(address)

a member of the Tuggeranong Football Club Inc.

appoint (full name of proxy).....

a member of the Tuggeranong Football Club Inc. as my proxy to vote for me on my behalf at the general meeting of the Club (annual general meeting or other general meeting, as the case may be) to be held on..... and at any adjournment of the meeting.

.....
(Signature of member)

Date.....