

**AUSTRALIAN CAPITAL TERRITORY
ASSOCIATIONS INCORPORATION ACT**

OBJECTS AND RULES OF AINSLIE FOOTBALL CLUB INCORPORATED

OBJECTS

1. The objects of the Club are:
 - (a) to foster Australian Football;
 - (b) to regularly participate in a competition of Australian Football.
2. For the purposes of furthering those objects, but not otherwise, the Club shall have the legal capacity and all the powers of a natural person.
3. The purpose of Clause 2 is:
 - (a) to prevent the doctrine of ultra vires in its application to the powers of the Club to further its Objects, and
 - (b) to ensure that the Club is able to give effect to its Objects set out in Clause 1 without the necessity to specifically include a power, and Clause 2 shall be construed accordingly.

RULES

PART I - PRELIMINARY

1. Definitions & Interpretation

- 1.1. Words and phrases defined in these Rules shall have the meanings there defined and the following words and phrases shall, except where there is something or some matter in the subject or context inconsistent therewith, for all purposes of the Objects and these Rules, have the meanings given to them as follows:

“Act” means the Associations Incorporation Act, 1991.

“Annual General Meeting” means a general meeting of Members held in accordance with Section 20.

“Annual Subscription” means the annual membership fee payable by Members under these Rules.

“Applicant” means a person who is proposed and seconded for membership under Rule 3.

“Club” means the Ainslie Football Club Incorporated.

“Club Year” means a period of twelve months ending on 30th September or any other date determined by the Committee, from time to time.

“Committee” means the committee of the Club, which is constituted by the Directors, and, where the context admits, includes a Sub-Committee.

“Director” means each member of the Committee (including an Office Bearer) who is elected under Section 12 or appointed under Rule 11.4.

“Member” means a member of the Club in a category specified in Rule 2.1.

“Membership” means membership of the Club.

“Notice Board” means a notice board to be placed by the Committee, in a prominent position within the principal premises of the Club.

“Objects” means the objects of the Club as altered, from time to time, in accordance with these Rules.

“Office Bearer” means each of the President, Senior Vice-President and Vice-President of the Club elected by the Committee under Rule 11.2.

“Ordinary Member” includes Life Member.

“Public Officer” means the person appointed to the public officer of the Club in accordance with section 57 of the Act.

“Register of Members” means the Register of Members to be kept in accordance with Rule 3.7.

“Regulations” means the Associations Incorporation Regulations.

“Secretary” means the person appointed by the Committee to that position or, where no person is appointed, the Public Officer.

“Section” means a Rule or group of Rules identified by a specified heading or by the same initial number.

“Social Club” means Ainslie Football & Social Club Incorporated.

“Special Resolution”:

- (a) of the Committee, means a resolution passed at a duly convened meeting of the Committee by a majority of at least three quarters of the Directors present at that meeting, and
- (b) of the Club, means a resolution passed in accordance with section 70 of the Act.

“Sub-Committee” means a Sub-Committee appointed by the Committee under Section 18.

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 the function is a power, authority or duty, a reference to the exercise of that power or authority or the performance of that duty.

1.3. The provisions of the Interpretation Act, 1967 apply to, and in respect of, these Rules in the same manner as those provisions would apply if these Rules were an instrument made under the Act.

PART II – MEMBERSHIP

2. Membership Qualifications

2.1 There shall be two different categories of Members being:

- (a) ordinary Members, and
- (b) playing Members,

Each of who shall have the rights, privileges and obligations as set out in these Rules.

2.2 A person is qualified to be a Member, if that person:

- (a) has attained 18 years,
- (b) has been proposed and seconded for membership in accordance with Section 3,

- (c) has been approved for membership by the Committee
- (d) pays any Annual Subscription then payable
- (e) in the case of an Ordinary Member, has:
 - (i) played open age Australian Football with the Club over a period of not less than four years, or
 - (ii) in the opinion of the Committee, given active service to Australian Football for a period of not less than six years, or
 - (iii) is approved for membership by a unanimous resolution of the Committee, and
- (f) In the case of a Playing Member, plays, or is eligible to play, football for a team under the auspices of the Club.

2.3 The Committee may, from time to time, prescribe the maximum number of Members, or any category of Members.

3. Proposal for Membership

3.1 An applicant shall:

- (a) in the case of an application for admission as an Ordinary Member, be proposed by one Ordinary Member and seconded by another Ordinary Member,
- (b) in the case of an application for admission as a Playing Member, be proposed by a Member and seconded by another Member.

3.2 Each proposal for membership shall be in writing, in a form prescribed by the Committee, from time to time, and lodged with the Secretary.

3.3 As soon as practicable after receiving a proposal for membership, the Secretary shall:

- (a) unless otherwise directed by the Committee, display, on the Notice Board, particulars relating to that proposal, for a period of fourteen days, and
- (b) at the end of that period (or earlier, at the direction of the Committee), refer the proposal to the Committee for determination.

3.4 An applicant shall only be approved for membership by a Special Resolution of the Committee. No person who has been expelled from Ordinary membership pursuant to these Rules shall be admitted as a member except by the unanimous resolution of the committee. If any person to whom this Rule applies is admitted as a member other than by unanimous resolution, such admission shall be null and void and of no effect.

3.5 If, at a duly convened meeting, the Committee approves a proposal for membership, the Secretary shall:

- (a) record the names of the Directors present and voting at that meeting,
- (b) as soon as practicable, notify the Applicant of that approval and request the Applicant to pay, within 28 days after receipt of that notification, the Annual Subscription (if any) payable for the then current Club Year, and
- (c) upon the due payment by the Applicant of that amount, (if any), enter the Applicant's name in the Register of Members, whereupon the Applicant shall become a Member (in the category in which that Applicant was proposed and approved).

3.6 If, after referral for determination, the Committee does not approve a proposal for membership, the Secretary shall, as soon as practicable:

- (a) notify the Applicant of that determination, and

- (b) refund any amount paid by the Applicant to the Club on account of anticipated Annual Subscription
- 3.7 The Secretary shall, on behalf of the Club:
- (a) keep a Register of Members as required by, and otherwise comply with, Section 67 of the Act, and
 - (b) record in the Register of Members, any notice of changes of address or other particulars relating to Members.

4. Membership Entitlements not Transferable

- 4.1 The rights, privileges and obligations which a person has, by reason of being a Member:
- (a) are not capable of being assigned to another person,
And
 - (b) terminate upon cessation of that person's membership.

5. Life Members and Honorary Members

- 5.1 On the recommendation of the Committee, but not otherwise, the Club may, by Special Resolution, elect any Ordinary Member to be a Life Member.
- 5.2 Each Life Member shall have all the rights, privileges and obligations of Ordinary Members.
- 5.3 Each Life Member shall be entitled to attend meetings of the Committee and, at each meeting that a Life Member attends, he or she shall have the same rights as a Director to debate at that meeting but shall not be entitled to vote at any meeting of the Committee.
- 5.4 The Club may appoint a patron or patrons who shall hold that appointment until resignation or termination by the Committee.
- 5.5 Each patron shall be entitled to all the rights and privileges of Ordinary Members except that he or she may not hold office as a Director.

6. Cessation of Membership

- 6.1 A person ceases to be a Member if that person:
- (a) Dies,
 - (b) Resigns in accordance with Rule 6.3,
 - (c) Is expelled from the Club, or
 - (d) Fails to pay any Annual Subscription, within a period of 42 days (or such longer period, not exceeding 360 days, as the Committee may, from time to time, determine) after that Annual Subscription became due.
- 6.2 The Secretary shall record, in the Register of Members, the effective date of cessation of membership being:
- (a) In the case of death, the date of death,
 - (b) In the case of resignation, the date of expiry of the notice of resignation,
 - (c) In the case of expulsion, the date determined by the Committee, being not earlier than the date that the Committee confirms that expulsion under Rule 9.4, and
 - (d) In the case of failure to pay the Annual Subscription, the date determined by the Committee, being not earlier than the date that the Annual Subscription became due.
- 6.3 A Member is not entitled to resign from membership, unless that Member has:
- (a) Paid all amounts payable by the Member to the Club, and

- (b) Given not less than 30 days (or such lesser period as the Committee may, from time to time, determine), notice in writing to the Secretary of intention to resign.

7. Annual Subscriptions

- 7.1 There shall be no Entrance or Proposal fee payable by Applicants for membership.
- 7.2 Each Member shall pay an annual Subscription which, for each category of membership shall be the amount determined by the Committee and, until further determination, shall (for each category) be \$1.00 if demanded, in writing, by the Club.
- 7.3 All Annual Subscriptions shall be payable within 14 days of demand (if any).

8. Liability of Members

- 8.1 The liability of each Member to contribute towards the payment of debts and liabilities of the Club for the costs, charges and expenses of the winding up of the Club, is limited to the amount, if any, unpaid by the Member for Annual Subscriptions.

9. Discipline of Members

- 9.1 A reference in this Rule to “Committee” shall be read, where a relevant delegation has been made under Rule 18, to a “Sub-Committee”.
- 9.2 Where the Committee considers a member may have:
 - (a) Refused or neglected to comply with any provisions of these Rules; or
 - (b) Acted in a manner prejudicial to the interests of the Club;It may investigate the facts and circumstances relevant to the possible offences.
- 9.3 Where the Committee considers it appropriate, it may in its discretion, authorise persons to conduct an investigation of the facts and circumstances of the alleged or possible offences.
- 9.4 Where in the opinion of the Committee, whether formed of its own initiative or upon the report of an investigating officer or by any other means, that a member:
 - (a) Has refused or neglected to comply with any provisions of these Rules; or
 - (b) Has acted in a manner prejudicial to the interests of the Club; the Committee may resolve to impose a penalty on the member (the “discipline resolution”).
- 9.5 Where it is proposed by a Committee to consider whether or not to form an opinion pursuant to Rule 9.4 of the Rules then the Secretary shall cause a notice in writing to be served on the member:
 - (a) Giving not less than 7 days notice to the member concerned of the date, time and place of the meeting (the “discipline meeting”) at which to consider whether or not the member is guilty of an offence or offences referred to in Rule 9.4;
 - (b) Setting out the grounds of the alleged offence or offences which will be considered by the Committee;
 - (c) Informing the member that he or she may do either or both of the following:
 - (i) attend and speak at the discipline meeting,
 - (ii) submit to the Committee at, or prior to, the discipline meeting, written representations relating to the allegations.

- 9.6 For the avoidance of doubt, the Secretary, or other member or officer duly authorised, may draft the Notice and the terms of the offence or offences and the grounds in support thereof.
- 9.7 Subject to Section 50 of the Act, at the discipline meeting, the Committee shall:
- (a) Consider whether or not the provisions of Rule 9.5 have been complied with;
 - (b) Where it appears that there has been non-compliance with any of those provisions, the meeting shall not proceed further at that time unless the members are satisfied that no prejudice would be caused to the member by so proceeding (such conclusion and decision thereon shall be included in the minutes of the meeting);
 - (c) Consider any application by the member for an adjournment;
 - (d) Adjourn the discipline meeting to a later time and date (notification to the member to be provided in accordance with Rule 9.5);
 - (e) Where the Committee proceeds to hear the matter:
 - (i) give to the member who is the subject of the Notice an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Committee by that member, at or prior to, the discipline meeting;
 - (iii) give every opportunity to put such relevant material before the Committee as the member so desires;
 - (iv) form an opinion-whether or not the member is guilty of an offence or offences against Rule 9.2.
- 9.8 Where the member does not appear at the discipline meeting the Committee may hear and determine the matter in the absence of the member.
- 9.9 Where, at any stage, the Committee is of the opinion that it is necessary to the proper disposition of the matter to amend the offence or offences or the ground or grounds supporting them, as notified to the member, the following Rules apply:
- (a) Where the member can be notified orally of the amendments and the Committee is satisfied that no prejudice would be caused to the member, the Committee may make the amendments and proceed to hear and determine the allegations;
 - (b) Where the Committee cannot notify the member of the amendments orally and/or the Committee is not satisfied that no prejudice would be caused to the member by proceeding, the Committee shall
 - (i) adjourn the proceedings to a date, time and place as determined by the Committee (or an officer designated authority to so determine),
 - (ii) notify the member of the grounds of the amended allegations (notification to the member to be provided in accordance with Rule 9.5) and the date, time and place for the resumption of the discipline meeting.
- 9.10 A Committee which has formed an opinion under rule 9.4 shall, before imposing a penalty, afford the member an opportunity of submitting to it any mitigating circumstances which should be considered.

- 9.11 The penalty which the Committee may resolve to impose on a member shall be:
- (a) A reprimand of the member;
 - (b) Expulsion of the member from the Club;
 - (i) for such period, and
 - (ii) from enjoying such rights and privileges of membership, as the Committee may determine.
 - (c) suspension of the members.
- 9.12 Where more than one discipline resolution is passed in respect of a member, the Committee may stipulate that the periods of suspension are to run concurrently or cumulatively or are to commence and cease at such times and dates as are specified at the Committee's discretion.
- 9.13 Within 14 days after a Committee has passed a discipline resolution, the Secretary shall notify the member in writing of the terms of the said resolution.
- 9.14 Except as provided by the Act, or at law, there shall be no appeal against a discipline resolution.

PART III – THE COMMITTEE

10. Powers of the Committee

- 10.1 Subject to the Act, the Regulations and these Rules, the Committee:
- (a) Shall control and manage the affairs of the Club,
 - (b) May exercise all powers and functions of the Club that are not, by the act, the Regulations or these Rules, required to be exercised by the Club in general meeting, and
 - (c) Has the power to perform acts and do all other things that the Committee believes to be necessary or desirable for the proper management of the affairs of the Club.

11. Constitution of the Committee

- 11.1 The Committee shall consist of the Office Bearers and not more than seven other Directors each of who shall be Ordinary Members elected pursuant to Section 12 or appointed in accordance with Rule 11.4.
- 11.2 Only Directors shall be eligible to be elected as Office Bearers and:
- (a) The Committee shall elect the Office Bearers at the first meeting of the Committee to be held following each Annual General Meeting,
 - (b) Each Office Bearer shall hold office until the conclusion of the Annual General Meeting following the date of his or her election,
And
 - (c) If there is a vacancy in a position of Office Bearer, the Committee may appoint another Director to fill that vacancy.
- 11.3 Subject to these Rules, each Director, including a Director appointed under Rule 11.4, shall hold office until conclusion of the Annual General Meeting following the date of the Director's election (or appointment) but is eligible for re-election (or election).
- 11.4 If there is a vacancy in the position of Director, the Committee may appoint an Ordinary Member to fill that vacancy.

12. Election of Directors

- 12.1 The candidates for the election of each of the vacant positions of Director must be Ordinary Members nominated in accordance with this Section.
- 12.2 Nomination of candidates for election as Directors shall be:
- (a) Made in writing,
 - (b) Signed by two Ordinary Members,
 - (c) Accompanied by the written consent of the candidate (which may be endorsed on the nomination form), and
 - (d) Delivered to the Secretary not less than seven days before the date fixed for the Annual General Meeting at which the election is to take place.
- 12.3 Upon receipt of each nomination, the Secretary (or other such person appointed by the Committee as a Returning Officer) shall display on the Notice Board, particulars of the candidate for the information of Members.
- 12.4 In respect of candidates nominated for the vacant positions of Director, the following provisions shall apply:
- (a) If there are fewer nominations than vacancies, the candidates nominated shall be declared elected at the Annual General Meeting and the Secretary shall call for further nominations for the vacancies which may be received at any time prior to, or at, the Annual General Meeting,
 - (b) If the number of nominations is equal to the number of vacancies, the candidates nominated shall be declared elected at the Annual General Meeting, and
 - (c) If the number of nominations exceeds the number of vacancies (including vacancies referred to in paragraph (a)), a secret ballot for determining who amongst those candidates, shall be elected to those vacancies, shall be held at the Annual General Meeting.
- 12.5 If insufficient further nominations are received under paragraph (a) of Rule 12.4, any vacant positions of Director may be filled in accordance with Rule 11.4.
- 12.6 The secret ballot for election of Directors shall be completed at the Annual General Meeting in the manner determined by the Committee.
- 12.7 A person is not eligible to contemporaneously hold more than one position on the Committee.

13. Secretary and Assistant Secretary

- 13.1 A Secretary may be appointed by the Committee and:
- (a) If the Secretary is a Director, shall:
 - (i) act in an honorary capacity, and
 - (ii) shall hold office until the next Annual General Meeting following appointment, but shall be eligible for re-appointment, and
 - (b) if the Secretary is not a Director, shall hold office:
 - (i) at the discretion of the Committee, and
 - (ii) upon terms and conditions determined by the Committee.
- 13.2 The Secretary shall, as soon as practicable after appointment, notify the Club of his or her address.
- 13.3 The Secretary shall:
- (a) give notice:

- (i) to Directors, of all Committee meetings, and
 - (ii) to Members, of all general meetings,
- (b) Keep minutes of:
- (i) All elections and appointments of Directors
 - (ii) The names of all directors and Members present at Committee meetings or general meetings, and,
 - (iii) All proceedings at Committee meetings and general meetings,
- (c) keep a Register of Members,
- (d) perform the functions of the Secretary as set out in these Rules, and
- (e) carry out other duties as directed by the Committee.
- 13.4 If a Secretary is not appointed, the Public Officer shall perform the functions of the Secretary.
- 13.5 The Committee may, from time to time and for a period expiring not later than the conclusion of the next Annual General Meeting following appointment, appoint a Director to act in the honorary position of Assistant Secretary to assist the Secretary in the performance of his or her duties.

14. Treasurer

- 14.1 A Treasurer may be appointed by the Committee and:
- (a) if the Treasurer is a Director, shall:
 - (i) act in an honorary capacity, and
 - (ii) shall hold office until the next Annual General Meeting following appointment, but shall be eligible for re-appointment.
 - (b) if the Treasurer is not a Director, shall hold office:
 - (i) at the discretion of the Committee, and
 - (ii) upon terms and conditions determined by the Committee.
- 14.2 The Treasurer shall:
- (a) subject to the directions of the Committee, receive all money on account of the Club,
 - (b) keep correct accounts and books showing the financial position of the Club,
 - (c) prepare and submit to the Committee, as and when required by the Committee, a statement showing the financial position of the Club and the Club's trading over any given period together with any other information relating to the financial affairs of the Club as the Committee may require,
 - (d) prepare balance sheets, trading accounts and profit and loss accounts in respect of the Club,
 - (e) produce to the Auditor, when required, all books, papers and records to enable an audit of the accounts of the Club to be carried out, and
 - (f) carry out other functions as directed by the Committee.

- 14.3 If the Committee does not appoint a Treasurer, the Secretary, or (if applicable), the Public Officer, shall perform the functions of the Treasurer.

15. Removal of Directors

- 15.1 Subject to Section 50 of the Act:
- (a) the Committee may, by Special Resolution, and
 - (b) the Members may, by resolution at a general meeting, remove any Director from office before the expiration of that Director's term of office.

16. Vacancy in the Committee

- 16.1 For the purposes of these Rules, a vacancy in the office of a Director occurs if the Director:
- (a) Dies,
 - (b) Ceases to be an Ordinary Member,
 - (c) Resigns from office,
 - (d) Is removed from office pursuant to Rule 15,
 - (e) Becomes an insolvent under administration within the meaning of the Corporations Law,
 - (f) Is disqualified from office under subsection 63(1) of the Act, or
 - (g) Without the consent of the Committee, is absent from three consecutive meetings of the Committee.

17. Committee Meetings

- 17.1 The Committee shall meet at the frequency, place and time determined by the Committee, from time to time.
- 17.2 Additional meetings of the Committee may be convened by the President.
- 17.3 Oral or written notice of a meeting of the Committee shall be given by the Secretary to each Director at least 48 hours (or such other period as may be unanimously agreed upon by the Committee) before the time appointed for the holding of the meeting.
- 17.4 Any six Directors constitute a quorum for the transaction of the business of a meeting of the Committee.
- 17.5 No business shall be transacted by the Committee 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 shall stand adjourned to the same day in the following week, at the same time and at the same place.
- 17.6 If, at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the meeting, the meeting shall be dissolved.
- 17.7 At meetings of the Committee:
- (a) the President, or in the absence of the President, the Senior Vice-President, and in that person's absence, the Vice-President, shall preside, or
 - (b) if the President, the Senior Vice-president and the Vice-President are all absent, one of the remaining Directors may be chosen by the Directors present to preside, and
- in each case, the person presiding shall have the powers and functions of the President during that meeting.

17.8 Except as provided by the previous provisions of this Section 17, the procedure to be followed at a meeting of the Committee shall be as determined by the Committee, from time to time, and the person presiding shall be responsible for the proper conduct of each meeting.

18. Delegation by Committee to Sub-Committees

18.1 The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of those Ordinary Members nominated, from time to time, by the Committee) the exercise of any of the functions of the Committee as specified in the instrument, other than:

- (a) this power of delegation, and
- (b) a function which is a function imposed on the Committee by the Act or by any-other law of the Australian Capital Territory, or
- (c) the function of approving a person for membership.

18.2 A function, the exercise of which has been delegated to a Sub-Committee under Rule 18.1, may, while the delegation remains unrevoked, be exercised, from time to time, by the Sub-Committee in accordance with the terms of the delegation.

18.3 Any Ordinary Member appointed to a Sub-Committee shall, unless appointed for a shorter period, or that person's appointment is revoked sooner by the Committee, hold office until the next Annual General meeting following the date of appointment.

18.4 Except as provided by the previous provisions of this Section 18, a delegation under this Section, may be made subject to any conditions or limitations as to:

- (a) the exercise of any function,
 - (b) time, or
 - (c) circumstances,
- that may be specified in the instrument of delegation.

18.5 No delegation under this Section 18 will prevent the Committee from exercising any delegated function.

18.6 Any act or thing done or permitted by a Sub-Committee, acting in the exercise of a delegation under this Section 18, has the same force and effect as it would have if it had been done or permitted by the Committee.

18.7 The Committee may, by instrument in writing, revoke, wholly or in part, any delegation under this Section 18.

18.8 The procedure to be followed at a meeting of a Sub-Committee, and the frequency of those meetings, shall be as directed by the Committee and, failing any direction, as determined by the Sub-Committee.

19. Voting and Decisions

19.1 Questions arising at a meeting of the Committee shall be determined by a majority of the votes of the Directors present at the meeting.

19.2 Each Director present at a meeting of the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

- 19.3 A resolution in writing, signed by all Directors, shall be as valid and effectual as if it had been passed at a duly convened meeting of the Committee.
- 19.4 Subject to Rule 17.5, the Committee may act notwithstanding any vacancy on the Committee.
- 19.5 Any act or thing done or permitted, or purporting to have been done or permitted, by the Committee, or by a Sub-Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Director, or member of that Sub-Committee.

PART IV – GENERAL MEETINGS

20 Annual General Meetings

- 20.1 The Committee shall, at least once in each calendar year and within the period of five months after the expiration of each Club Year, convene an Annual General Meeting of its Members.
- 20.2 The Annual General Meeting shall, subject to the Act and Rule 20.1, be convened on the date and at the place and time determined by the Committee.
- 20.3 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that Meeting,
 - (b) to receive from the Committee, reports on the activities of the Club during the last preceding Club Year,
 - (c) to elect Directors, and
 - (d) to receive and consider the statements of accounts and reports that are required to be submitted to Members under subsection 73(1) of the Act

21 General Meetings

- 21.1 The Committee:
- (a) may, whenever it thinks fit, and
 - (b) shall, on the requisition in writing of not less than five per centum of the total number of Members, convene a general meeting of the Club.
- 21.2 A requisition of Members for a general meeting shall:
- (a) state the purpose of the meeting,
 - (b) be signed by the Members making the requisition, and
 - (c) be lodged with the Secretary.
- 21.3 If the Committee fails to convene a general meeting within thirty days after the date on which a requisition for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition, may convene a general meeting to be held not more than 90 days after that date of lodgement

21.4 A general meeting convened under Rule 21.3 shall be convened, as nearly as practicable, in the same manner as general meetings are convened by the Committee and each Member is entitled to be reimbursed by the Club for any reasonable expense incurred in convening that meeting.

22. **Notice of General Meetings**

22.1 The Secretary shall:

- (a) where the nature of the business to be dealt with at a general meeting requires a Special Resolution, at least twenty-one days, and
- (b) otherwise, at least seven days, before the date fixed for the holding of the general meeting,
- (c) display a notice upon the Notice Board, and
- (d) twice advertise in the Public Notices section of the Canberra Times or some other newspaper circulating in the Australian Capital Territory, a notice, specifying the place, date and time of the meeting, the nature of the business proposed to be transacted at the meeting and (if applicable), notice of the intention to propose a resolution as a Special Resolution.

22.2 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Rule 20.3

23. **Procedure at General Meetings**

23.1 No item of business shall be transacted at a general meeting unless a quorum is present at the time the meeting is open for the transaction of business.

23.2 Twenty Ordinary Members present in person constitute a quorum for the transaction of the business of a general meeting.

23.3 An ordinary Member is not entitled to vote at any general meeting of the Club unless all money due and payable by that Ordinary Member to the Club has been paid.

23.4 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 the same day in the following week, at the same time and at the same place.

23.5 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 Ordinary Members present (being not less than three) shall constitute a quorum.

23.6 At general meetings of the Club:

- (a) the President, or in the absence of the President, the Senior Vice-President and in that person's absence, the Vice-President, shall preside, or
- (b) if the President, the Senior Vice-President and the Vice-President are all absent, the Ordinary Members present shall elect one of their number to preside at the Meeting.

23.7 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Ordinary Members present at the meeting,

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.

24. Voting

- 24.1 Subject to Rule 24.2, upon any question arising at a general meeting of the Club, each Ordinary Member present in person has one vote but is not entitled to vote by proxy.
- 24.2 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
- 24.3 A question arising at a general meeting shall be determined on a show of hands unless a poll is demanded and:
- (a) a declaration by the person presiding, or
 - (b) an entry to that effect in the Minute Book of the Club, that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost is evidence of that fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 24.4 At a general meeting, a poll may be demanded by the person presiding or by not less than ten Ordinary Members present in person at the Meeting.
- 24.5 Where the poll is demanded at a general meeting, the poll shall be taken:
- (a) immediately, in the case of a poll which relates to:
 - (i) the election of the person to preside at the meeting, or
 - (ii) the question of an adjournment, and
 - (c) in any other case, in the manner and at the time, before the close of the meeting, as the person presiding directs.

PART V - MISCELLANEOUS

25. By-Laws

- 25.1 The Committee shall have power, from time to time, to make by-laws, not inconsistent with these Rules, prescribing all matters which, by these Rules, are required or permitted to be prescribed or which may be necessary, expedient or convenient for the proper conduct and management of the Club and, in particular, but not exclusively, they may make by-laws regulating:
- (a) the imposition of fines for the breach of any by-law or Rule,
 - (b) the procedure at general meetings and meetings of the Committee
 - (c) the conduct of Members in relation to one another and the employees of the Club, and
 - (d) generally, all other matters that are commonly the subject of club by-laws
- 25.2 The Committee shall have power, from time to time, to amend or repeal any by-laws.
- 25.3 All by-laws shall be displayed on the Notice Board as soon as practicable after they are made.
- 25.4 A by-law shall, so long as it is in force, be binding upon all Members and all persons entitled to use the premises or property of the Club but may be set aside by a resolution of a general meeting.

26. Funds

- 26.1 The funds of the Club shall be derived from Annual Subscriptions, donations and, subject to section 114 of the Act, other sources determined by the Committee.
- 26.2 All money received by the Club shall be deposited in the Club's bank account, as soon as practicable after receipt.
- 26.3 The funds of the Club shall be applied solely towards the promotion of the Objects and no part of those funds shall be paid or transferred, directly or indirectly, to the Members, by way of distribution of profits.
- 26.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two persons, authorised to do so, by a resolution of the Committee.

27. Accounts and Audit

- 27.1 The Club shall keep accounting records that comply with section 71 of the Act.
- 27.2 The Committee shall:
- (a) cause a statement of accounts to be prepared each Club Year in accordance with section 72 of the Act,
 - (b) present to the Annual General Meeting, an audited statement of accounts and the reports required under subsection 73 (1) of the Act,
 - (c) make available, the prescribed number of copies of the audited statement of account and the reports for perusal by Members in accordance with subsection 73 (2) of the Act, and
 - (d) appoint an auditor in accordance with, and otherwise comply with its obligations under, sections 74 and 76 of the Act.

28. Public Officer

- 28.1 The Club shall have a Public Officer.
- 28.2 Whenever a vacancy occurs in the office of the Public Officer, the Committee shall, in accordance with section 64 of the Act, appoint a person to fill that vacancy.

29. Common Seal

- 29.1 The common seal of the Club shall be kept in the custody of the Secretary.
- 29.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signature of two Directors and either:
- (a) the Secretary, or
 - (b) some other person appointed by the Committee for that purpose.

30. Records

- 30.1 Subject to the Act, the Regulations and these Rules, the books, records and other documents relating to the Club shall be kept in the custody of the Secretary.
- 30.2 Except:
- (a) as provided by the Act, the Regulations or these Rules,
 - (b) as permitted by any other legislation or at law, or

(c) as directed by any Court
Members shall not be entitled to inspect the books, records or other documents kept by the Club.

31. Service of Notices

31.1 For the purposes of, and except as otherwise provided by, these Rules, a notice may be served by, or on behalf of, the Club upon any Member:

- (a) by being served personally upon the Member, or
- (b) by being delivered to, or sent by, prepaid post, to the Member at his or her address shown in the Register of Members.

31.2 Where a notice is sent to a person by prepaid post, unless the contrary is proved, it shall be taken, for the purposes of these Rules, to have been served on the person at the time at which the notice would have been delivered in the ordinary course of post.

31.3 Except as otherwise provided by these Rules, any notice to be given to Members or a category of Members generally, may be given by being placed on the Notice Board.

32. Alteration of Objects and Rules

32.1 Subject to the Act, the Club may, by Special Resolution and, in the manner authorised by the Act, alter its Objects or these Rules.

33. Non-Profit Association & Winding Up

33.1 The Club shall not be carried on for the object of trading or obtaining pecuniary gain for its Members (as that expression is construed in accordance with Section 4 of the Act).

33.2 Upon the dissolution or the completion of the winding up of the Club, any surplus property of the Club shall, subject to any trust affecting that property or part of it, be taken to vest in either:

- (a) another association (whether incorporated or not), being an association that complies with subsection 92 (2) of the Act, or
- (b) a fund, authority or institution in Australia specified in paragraph 78 (1) (a) of the Income Tax Assessment Act 1936, nominated by the Committee.

34. Club Colours

34.1 The colours of the Club, which shall be displayed on the uniforms of all playing members of football teams under the auspices of the Club, shall be red, white and black.