

**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; and
 - (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 have the meanings there defined and the following words and phrases will, 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* (ACT).

“Annual General Meeting” means a general meeting of Members held in accordance with Rule 22.

“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 Rule 14 or appointed under Rule 13.4.

“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 13.2.

“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 2023* (ACT).

“Rule” means a paragraph in this document identified by a specified heading or by the same initial number and **“Rules”** mean all the Rules applying to the governance of the Club set out in this document.

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

“Social Club” means Ainslie Football & Social Club Limited (ACN 102 364 321).

“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 Rule 20

“Technology” includes all information and communications devices for audio, visual, audio-visual or electronic communication including, but not limited to, radio, telephone, facsimile, closed circuit television, data storage devices, internet communication via an automated or user operated system, electronic mail, automated election processes, direct recording electronic voting systems, or any other electronic means available.

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, and
- (c) a reference to a person being “present” at a meeting includes being present by the use of Technology.

- 1.3 The provisions of the *Interpretation Act 1967* (Cth) 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 are three different categories of Members being:

- (a) Voting Members,
- (b) Playing Members, and
- (c) Life Members,

Each of whom has the rights, privileges and obligations as set out in these Rules.

- 2.2 A person is qualified to be a Voting Member or a Playing Member, if that person:

- (a) has attained 18 years,
 - (b) has been proposed and seconded for Membership in accordance with Rule 3,
 - (c) has been approved for Membership by the Committee,
 - (d) pays any Annual Subscription then payable,
- and (as applicable for the category of Member):
- (e) in the case of an Voting 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
 - (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 For qualifications and admission to Membership as a Life Member see Rule 5.

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

- 2.5 A Voting Member is entitled to notice of, to attend, and to vote at, any general meeting of Members. A Voting Member is also entitled to hold office as a Director.

- 2.6 A Playing Member is entitled to notice of, and to attend, any general meeting of Members. A Playing Member does not have a right to vote at a general meeting of Members and is not entitled to hold office as a Director.

3. Proposal for Membership

- 3.1 An Applicant must:

- (a) in the case of an application for admission as an Voting Member, be proposed by one Voting Member and seconded by another Voting Member, and
 - (b) in the case of an application for admission as a Playing Member, be proposed by any Member and seconded by any other Member.
- 3.2 Each proposal for Membership must be in writing, in a format 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 will:
 - (a) unless otherwise directed by the Committee, display, on the Notice Board, particulars relating to that proposal, for a period of fourteen (14) 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 will only be approved for Membership by a Special Resolution of the Committee. If the Applicant does not meet the eligibility criteria in Rule 2.2(e)(i) or (ii), then the Applicant may still apply but will only be approved for Membership by a unanimous resolution of the Committee. No person who has been expelled from Membership pursuant to these Rules will 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 requisite resolution, such admission will 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 must:
 - (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 into the Register of Members, whereupon the Applicant will 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 must, 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 the anticipated Annual Subscription.
- 3.7 The Secretary must, on behalf of the Club:
 - (a) keep a Register of Members as required by, and which otherwise complies 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

- 5.1 The Committee may, by Special Resolution, elect any Voting Member to be a Life Member.
- 5.2 Each Life Member has all the rights, privileges and obligations of Voting Members.
- 5.3 In addition to the rights and privileges in Rule 5.2, Life Members may attend meetings of the Committee on the following basis:
- (a) a Life Member wishing to attend a meeting of the Committee must give the Club at least seven (7) days written notice of their intention to attend;
 - (b) a maximum of two (2) Life Members can attend each meeting of the Committee;
 - (c) if more than two (2) Life Members have given notice of their proposed attendance at a meeting of the Committee, the Secretary may draw lots to determine who has the right to attend (and will notify the relevant Life Members of the outcome of that draw) and,
 - (d) at each meeting that a Life Member attends, they have the same rights as a Director to debate at that meeting but are not entitled to vote at any meeting of the Committee.

6. Patrons

- 6.1 The Club may appoint a patron or patrons (on terms the Committee think fit) who hold that appointment until resignation or termination by the Committee.
- 6.2 Each patron is entitled to all the rights and privileges of Voting Members except that they may not hold office as a Director and (unless the patron is also a Voting Member) they have no right to vote.
- 6.3 A patron need not be a Member of the Club.

7. Cessation of Membership

- 7.1 A person ceases to be a Member if that person:
- (a) dies,
 - (b) resigns in accordance with Rule 7.3,
 - (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.

- 7.2 The Secretary must record, in the Register of Members, the effective date of cessation of Membership being:
- (a) in the case of death, the date of death or (if the actual date of death is not known by the Club) the date the Club first becomes aware that the Member has died,
 - (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 10.4, 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.
- 7.3 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 their intention to resign.

8. Annual Subscriptions

- 8.1 There is no entrance or proposal fee payable by Applicants for Membership, except that if an Applicant's proposal for Membership is successful they are obliged to pay the Annual Subscription.
- 8.2 Each Member must pay an Annual Subscription which, for each category of Membership will be the amount determined by the Committee.
- 8.3 All Annual Subscriptions are payable within fourteen (14) days of demand (if any).
- 8.4 Life Members and Patrons are not obliged to pay any Annual Subscription.

9. Liability of Members

- 9.1 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.

10. Discipline of Members

- 10.1 A reference in this Rule to "Committee" will be read, where a relevant delegation has been made under Rule 20, to a "Sub-Committee".
- 10.2 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,
- the Committee may investigate the facts and circumstances relevant to the possible offences.

- 10.3 Where the Committee considers it appropriate, the Committee may in its discretion, authorise persons to conduct an investigation of the facts and circumstances of the alleged or possible offences.
- 10.4 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**”).
- 10.5 Where it is proposed by the Committee to consider whether or not to form an opinion pursuant to Rule 10.4 then the Secretary must cause a notice in writing to be served on the Member:
- (a) giving not less than seven (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 10.4;
 - (b) setting out the grounds of the alleged offence or offences which will be considered by the Committee;
 - (c) informing the Member that they may do the following:
 - (i) attend and speak at the discipline meeting (which must be held in person and must not be done through the use of Technology),
 - (ii) bring a support person to the discipline meeting (provided that the support person is not a lawyer or barrister),
 - (iii) submit to the Committee at, or prior to, the discipline meeting, written representations relating to the allegations including the submission of relevant evidence; and
 - (d) informing the Member that:
 - (i) they may request an adjournment to the discipline meeting if they are unable to attend due to ill health; and
 - (ii) they must not record the discipline meeting.
- 10.6 For the avoidance of doubt, the Secretary, or other member or officer duly authorised by the Committee, may draft the notice in Rule 10.5 and the terms of the offence or offences and the grounds in support thereof.
- 10.7 Subject to section 50 of the Act, at the discipline meeting, the Committee will:
- (a) consider whether or not the provisions of Rule 10.5 have been complied with;
 - (b) where it appears that there has been non-compliance with any of those provisions, the meeting will not proceed further at that time unless the Directors are satisfied that no prejudice would be caused to the Member by so proceeding (such conclusion and decision thereon must 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 whether because of an application for an adjournment by the Member or on the Committee's own initiative (notification of the revised meeting date to be given to the Member in accordance with Rule 10.5);
- (e) Where the Committee proceeds to hear the matter:
 - (i) give to the Member an opportunity to make oral representations to the Committee;
 - (ii) give due consideration to any oral and/or written representations submitted to the Committee by that Member, at or prior to, the discipline meeting; and
 - (iii) form an opinion as to whether or not the Member is guilty of an offence or offences against Rule 10.2.

10.8 Where the Member does not appear at the discipline meeting the Committee may hear and determine the matter in the absence of the Member.

10.9 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 must:
 - (i) adjourn the discipline meeting to a date, time and place as determined by the Committee (or an officer designated authority to so determine), and
 - (ii) notify the Member of the grounds of the amended allegations (notification to the Member to be provided in accordance with Rule 10.5) and the date, time and place for the resumption of the discipline meeting.

10.10A Committee which has formed an opinion under Rule 10.4 must, before imposing a penalty, afford the Member an opportunity of submitting to it any mitigating circumstances which should be considered.

10.11 The penalty which the Committee may resolve to impose on a Member is limited to one or more of the following:

- (a) a reprimand of the Member;
- (b) expulsion/termination 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 (acting reasonably);

- (c) suspension of the Member:
 - (i) for such period, and
 - (ii) from enjoying such rights and privileges of Membership, as the Committee may determine (acting reasonably).

10.12 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.

10.13 Within fourteen (14) days after a Committee has passed a discipline resolution, the Secretary must notify the Member in writing of the terms of the said discipline resolution.

10.14 Except as provided by the Act, or at law, there is no appeal against a discipline resolution.

11. Dispute Resolution

11.1 A reference in this Rule to "Committee" will be read, where a relevant delegation has been made under Rule 20, to a "Sub-Committee".

11.2 This Rule applies to disputes regarding the Act or these Rules between:

- (a) a Member and another Member; or
- (b) a Member and the Committee.

11.3 If a dispute arises, a party cannot commence any court or arbitration proceedings relating to the dispute unless it has complied with the provisions of this Rule **Error! Reference source not found.**, except where a person seeks urgent interlocutory relief.

11.4 The parties to the dispute must meet and discuss (and if possible resolve) the matter in dispute within 14 days of:

- (a) the dispute coming to the attention of each party; or
- (b) a party giving notice, to each of the other parties involved, of the dispute.

11.5 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, the parties must, as soon as practicable, hold a meeting in the presence of a mediator.

11.6 The mediator is, where possible, to be a person chosen by agreement between the parties, but in the absence of agreement:

- (a) for a dispute between a Member and another Member, a person appointed by the Committee; or
- (b) for a dispute between a Member and the Committee, a person appointed by, in order of precedence, the President, the Senior-Vice President or the Vice President.

11.7 The mediator may (but need not) be a Member of the Club.

- 11.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11.9 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 11.10 The mediator cannot determine the dispute.
- 11.11 The mediation must be confidential and without prejudice.
- 11.12 The costs of the mediation are to be shared equally between the parties unless otherwise agreed.

PART III – THE COMMITTEE

12. Powers of the Committee

- 12.1 Subject to the Act, the Regulations and these Rules, the Committee:
- (a) will 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 a general meeting, and
 - (c) has the power to perform all 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.

13. Constitution of the Committee

- 13.1 The Committee will consist of the Office Bearers and not more than seven (7) other Directors each of whom must be Voting Members elected pursuant to Rule 14 or appointed in accordance with Rule 13.4.
- 13.2 Only Directors are eligible to be elected as Office Bearers and:
- (a) the Committee will elect the Office Bearers at the first meeting of the Committee to be held following each Annual General Meeting,
 - (b) each Office Bearer will hold office until the conclusion of the Annual General Meeting following the date of their election as an Office Bearer, and
 - (c) if there is a vacancy in a position of Office Bearer, the Committee may appoint another Director to fill that vacancy.
- 13.3 Subject to these Rules, each Director, including a Director appointed under Rule 13.4, holds office until the conclusion of the Annual General Meeting following the date of

the Director's election (or appointment) but is eligible for re-election (or re-appointment).

13.4 If there is a vacancy in the position of Director, the Committee may appoint an Voting Member to fill that vacancy.

14. Election of Directors

14.1 The candidates for the election of each of the vacant positions of Director must be Voting Members nominated in accordance with this Rule 14.

14.2 Nomination of candidates for election as Directors must be:

- (a) made in writing,
- (b) signed by two Voting 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 (7) days before the date fixed for the Annual General Meeting at which the election is to take place.

14.3 Upon receipt of each nomination, the Secretary (or other such person appointed by the Committee as a Returning Officer) must display on the Notice Board (and may display on the Club's website), particulars of the candidate for the information of Members.

14.4 In respect of the candidates nominated for the vacant positions of Director, the following provisions will apply:

- (a) If there are fewer nominations than vacancies, the candidates nominated are declared elected at the Annual General Meeting and the Secretary will 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 are 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, will be elected to those vacancies, will be held at the Annual General Meeting.

14.5 If insufficient further nominations are received under Rule 14.4, any vacant positions of Director may be filled in accordance with Rule 13.4.

14.6 The secret ballot for election of Directors will be completed at the Annual General Meeting in the manner determined by the Committee.

14.7 A person is not eligible to contemporaneously hold more than one position on the Committee.

15. Secretary and Assistant Secretary

15.1 A Secretary may be appointed by the Committee and:

- (a) If the Secretary is a Director, will:
 - (i) act in an honorary capacity, and
 - (ii) hold office until the next Annual General Meeting following their appointment, but shall be eligible for re-appointment, and
- (b) if the Secretary is not a Director, will hold office:
 - (i) at the discretion of the Committee, and
 - (ii) upon terms and conditions determined by the Committee.

15.2 The Secretary must, as soon as practicable after their appointment, notify the Club of their address.

15.3 The Secretary will:

- (a) give notice:
 - (i) to Directors and Life Members, of all Committee meetings, and
 - (ii) to Directors and Members, of all general meetings,which may be by displaying the notice upon the Notice Board or on the website of the Club,
- (b) keep minutes of:
 - (i) all elections and appointments of Directors and the appointment of the Secretary, Public Officer and Treasurer;
 - (ii) the names of all Directors and Members present at Committee meetings and general meetings (as applicable), 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 the Act, and
- (e) carry out any other duties as directed by the Committee from time to time.

15.4 If a Secretary is not appointed, the Public Officer will perform the functions of the Secretary.

15.5 The Committee may, from time to time and for a period expiring not later than the conclusion of the next Annual General Meeting following the appointment, appoint a Director to act in the honorary position of Assistant Secretary to assist the Secretary in the performance of their duties.

16. Treasurer

16.1 A Treasurer may be appointed by the Committee and:

- (a) if the Treasurer is a Director, will:
 - (i) act in an honorary capacity, and
 - (ii) hold office until the next Annual General Meeting following their appointment, but shall be eligible for re-appointment; and

- (b) if the Treasurer is not a Director, will hold office:
 - (i) at the discretion of the Committee, and
 - (ii) upon terms and conditions determined by the Committee.

16.2 The Treasurer will:

- (a) be 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.

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

17. Removal of Directors

17.1 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.

18. Vacancy in the Committee

18.1 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 Voting Member (or is suspended pursuant to 10
- (c) resigns from office,
- (d) is removed from office pursuant to Rule 17,
- (e) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth),
- (f) is disqualified from office under subsections 63(1), 63A or 63B of the Act, or
- (g) without the consent of the Committee, is absent from three (3) consecutive meetings of the Committee,

and the vacancy occurs (and the Director ceases to be a director automatically) on the date of the event without the Committee or the Club needing to take further steps.

19. Committee Meetings

19.1 The Committee will meet at the frequency, place and time determined by the Committee, from time to time.

19.2 Additional meetings of the Committee may be convened by the President.

19.3 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.

19.4 Any six (6) Directors constitute a quorum for the transaction of the business of a meeting of the Committee.

19.5 No business can 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 must stand adjourned to the same day in the following week, at the same time and at the same place.

19.6 If, at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

19.7 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, will 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 has the powers and functions of the President during that meeting.

19.8 Except as provided by the previous provisions of this Rule 19, the procedure to be followed at a meeting of the Committee is determined by the Committee, from time to time, and the person presiding is responsible for the proper conduct of each meeting.

19.9 A meeting of the Committee may be called or held using any Technology, provided that the Technology gives the persons attending the meeting (as a whole) a reasonable opportunity to participate.

19.10 If a meeting is held entirely through the use of Technology then the meeting will be deemed to take place at the registered office of the Club.

20. Delegation by Committee to Sub-Committees

20.1 The Committee may, by instrument in writing, delegate to one or more Sub-Committees (consisting of those Voting Members or Life 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.
- 20.2 A function, the exercise of which has been delegated to a Sub-Committee under Rule 20.1, may, while the delegation remains unrevoked, be exercised, from time to time, by the Sub-Committee in accordance with the terms of the delegation.
- 20.3 Subject to any terms of reference of a Sub-Committee to the contrary, any Voting Member or Life Member appointed to a Sub-Committee shall, unless appointed for a shorter period, or if that person's appointment is revoked sooner by the Committee, hold office until the next Annual General meeting following the date of appointment.
- 20.4 Except as provided by the previous provisions of this Rule 20, a delegation under this Rule, 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.
- 20.5 No delegation under this Rule 20 will prevent the Committee from exercising any delegated function.
- 20.6 Any act or thing done or permitted by a Sub-Committee, acting in the exercise of a delegation under this Rule 20, has the same force and effect as it would have if it had been done or permitted by the Committee.
- 20.7 The Committee may, by instrument in writing, revoke, wholly or in part, any delegation under this Rule 20.
- 20.8 The procedure to be followed at a meeting of a Sub-Committee, the frequency of those meetings, and the ability to use Technology, will be as directed by the Committee and, failing any direction, as determined by the Sub-Committee.

21. Voting and Decisions

- 21.1 Questions arising at a meeting of the Committee will be determined by a majority of the votes of the Directors present at the meeting.
- 21.2 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.
- 21.3 Subject to Rule 19.5, the Committee may act notwithstanding any vacancy on the Committee.
- 21.4 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.

21.5 Where a Committee meeting is not held, either:

- (a) a resolution in writing, signed by all Directors, or
- (b) a resolution approved by all Directors circulated by email (and approved by email without the need for signatures),

will be as valid and effectual as if it had been passed at a duly convened meeting of the Committee.

21.6 Any such resolution in Rule 21.5 may consist of several documents in like form each signed by one or more Directors.

21.7 Electronic copies of scanned original signatures, or documents digitally signed, will be sufficient evidence of signed assent by the Directors.

PART IV – GENERAL MEETINGS

22. Annual General Meetings

22.1 The Committee must, 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.

22.2 The Annual General Meeting will, subject to the Act and Rule 22.1, be convened on the date, at the place and time, and using the Technology (if any) determined by the Committee.

22.3 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 the 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.

23. General Meetings

23.1 The Committee:

- (a) may, whenever it thinks fit, and
- (b) must, on the requisition in writing of not less than five per centum (5%) of the total number of Members,

convene a general meeting of the Club.

23.2 A requisition of Members for a general meeting must:

- (a) state the purpose of the meeting,
- (b) be signed by the Members making the requisition, and
- (c) be lodged with the Secretary.

23.3 If the Committee fails to convene a general meeting within thirty (30) 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.

23.4 A general meeting convened under Rule 23.3 will be convened, as nearly as practicable, in the same manner as general meetings which 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.

23.5 For clarity, a Director can make a request, sign a requisition or assist to call and hold a General Meeting pursuant to Rules 23.1 to 23.4 (inclusive) in their personal capacity as a Voting Member or Life Member.

23.6 A general meeting (including an Annual General Meeting) may be called or held using any Technology, provided that the Technology gives the persons attending the meeting (as a whole) a reasonable opportunity to participate.

23.7 If a general meeting (including an Annual General Meeting) is held entirely through the use of Technology then the meeting will be deemed to take place at the registered office of the Club.

24. Notice of General Meetings

24.1 The Secretary will:

- (a) where the nature of the business to be dealt with at a general meeting requires a Special Resolution, at least twenty-one (21) days, and
 - (b) otherwise, at least seven (7) days,
- before the date fixed for the holding of the general meeting,
- (c) display a notice upon the Notice Board or on the website of the Club, and
 - (d) give notice to each Member,

a notice, specifying the place, date and time of the meeting, the Technology to be used (if applicable), 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.

24.2 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 22.3.

25. Procedure at General Meetings

25.1 No item of business may be transacted at a general meeting (including an Annual General Meeting) unless a quorum is present at the time the meeting is open for the transaction of business.

- 25.2 Twenty (20) Voting Members and/or Life Members present in person or by proxy constitute a quorum for the transaction of the business of a general meeting.
- 25.3 A Voting Member or Life Member is not entitled to vote at any general meeting of the Club unless all money due and payable by that Voting Member or Life Member (as applicable) to the Club has been paid.
- 25.4 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, is dissolved, and
 - (b) in any other case, stands adjourned to the same day in the following week, at the same time and at the same place.
- 25.5 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 Voting Members and Life Members present (being not less than three (3)) will constitute a quorum.
- 25.6 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, will preside, or
 - (b) if the President, the Senior Vice-President and the Vice-President are all absent, the Voting Members and Life Members present will elect one of their number to preside at the Meeting.
- 25.7 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Voting Members and Life Members present at the meeting, adjourn the meeting, from time to time and place to place, but no business will be transacted at an adjourned meeting, other than the business left unfinished at the meeting at which the adjournment took place.

26. Voting

- 26.1 Subject to Rule 26.2, upon any question arising at a general meeting of the Club, each Voting Member and each Life Member present in person has one vote.
- 26.2 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.
- 26.3 A question arising at a general meeting will 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.
- 26.4 At a general meeting, a poll may be demanded by the person presiding or by not less than ten (10) Voting Members and/or Life Members present in person at the meeting.

- 26.5 Where the poll is demanded at a general meeting, the poll will 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
 - (b) in any other case, in the manner and at the time, before the close of the meeting, as the person presiding directs.

27. Proxies

- 27.1 A Member who is entitled to attend and cast a vote at a general meeting may appoint a person as the Member's proxy to attend and vote for the Member at the meeting,
- 27.2 Subject to any additional requirements set out in a by-law, such appointment must be in writing (in a form approved by the Committee from time to time) and include the name and address of the Member, the name of the proxy, the meeting/s at which the appointment may be used and must be signed by the Member. Scanned copies of originals are acceptable.
- 27.3 Subject to any additional requirements set out in a by-law, the instrument appointing a proxy must be deposited with the Secretary not less than forty eight (48) hours before the time for holding the general meeting, or the adjourned meeting at which the person named in the instrument proposes to vote.
- 27.4 The proxy appointed must be a Voting Member or Life Member. The proxy may be the person presiding over the relevant general meeting.
- 27.5 Excluding the person presiding over the relevant General Meeting, a proxy may only hold up to five (5) proxies.
- 27.6 A proxy's authority to vote is suspended while the Member is present at the meeting.
- 27.7 The instrument appointing a proxy may, but is not required, to specify the way the proxy is to vote on particular resolutions. If an instrument of proxy provides such direction, the proxy is not entitled to vote on the resolution other than as directed in the instrument.
- 27.8 A proxy is not permitted to vote on a resolution put to a show of hands.
- 27.9 The Secretary may reject an instrument of proxy if the Member has died or has otherwise lost or had their voting rights suspended, or if the instrument of proxy is incomplete, fraudulent or does not otherwise meet the requirements for any by-law relating to proxies.

PART V - MISCELLANEOUS

28. By-Laws

- 28.1 The Committee has the power 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, the Committee 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

28.2 The Committee has the power to amend or repeal any by-law from time to time.

28.3 All by-laws will be displayed on the Notice Board and/or on the Club's website as soon as practicable after they are made.

28.4 A by-law will, 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.

29. Funds

29.1 The funds of the Club will be derived from Annual Subscriptions, donations and, subject to section 114 of the Act, other sources determined by the Committee.

29.2 All money received by the Club must be deposited in the Club's bank account, as soon as practicable after receipt.

29.3 The funds of the Club must be applied solely towards the promotion of the Objects and no part of those funds can be paid or transferred, directly or indirectly, to the Members, by way of distribution of profits.

29.4 All cheques, electronic transfers, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by any two persons, authorised to do so, by a resolution of the Committee.

30. Accounts and Audit

30.1 The Club must keep accounting records that comply with section 71 of the Act.

30.2 The Committee will:

- (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, the statement of accounts and the reports required under subsection 73(1) of the Act (including any reviewer or auditor's report, as applicable),
- (c) (if the Club is a large association for the purposes of the Act) make available, the prescribed number of copies of the documents in Rule 30.2(b) for perusal by Members in accordance with subsection 73(2) of the Act, and

- (d) appoint a review or an auditor (as applicable) in accordance with, and otherwise comply with its obligations under, sections 74 to 76 of the Act.

31. Public Officer

- 31.1 The Club must have a Public Officer.
- 31.2 Whenever a vacancy occurs in the office of the Public Officer, the Committee will, in accordance with section 64 of the Act, appoint a person to fill that vacancy.

32. Common Seal

- 32.1 The Club is not obliged to use a common seal. If the Committee choose to use a common seal then the common seal of the Club shall be kept in the custody of the Secretary.
- 32.2 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.

33. Records

- 33.1 Subject to the Act, the Regulations and these Rules, the books, records and other documents relating to the Club will be kept in the custody of the Secretary.
- 33.2 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 are not entitled to inspect the books, records or other documents kept by the Club.

34. Service of Notices

- 34.1 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 their address shown in the Register of Members, or
 - (c) by being sent by email to the Member at any email address nominated by them from time to time, or
 - (d) by displaying the notice upon the Notice Board or on the website of the Club.

- 34.2 Where a notice is sent to a person by prepaid post, unless the contrary is proved, it is 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.

34.3 Where a notice is sent to a person by email, unless the contrary is proved, it will be taken, for the purposes of these Rules, to have been served on the person on the first business day immediately following the date the email was sent.

34.4 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.

35. Alteration of Objects and Rules

35.1 Subject to the Act, the Club may, by Special Resolution of the Voting Members and Life Members and, in the manner authorised by the Act, alter its Objects or these Rules.

35.2 Subject to compliance with any applicable law, the decision of the Committee on the interpretation of these Rules is final and binding on all Members unless and until such decision is reversed or varied by a Court order or by an ordinary resolution of the Voting Members and Life Members at a general meeting.

36. Non-Profit Association & Winding Up

36.1 The Club must 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).

36.2 Upon the dissolution or the completion of the winding up of the Club, any surplus property of the Club will, 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 mentioned in the *Income Tax Assessment Act 1997* (Cth) subdivision 30-B,

nominated by the Committee or by a Special Resolution of the Voting Members and Life Members.

37. Club Colours

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