



Constitution

DOCUMENT CONTROL

Document Purpose	This document is the Constitution of the Gungahlin Jets Australian Football Club
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Version Control

Version	Date	Summary of amendments
1.0	6 April 2009	
2.0	9 August 2010	Clause 4(f) (Life Membership provisions) amended by Special General Meeting Amendment to Financial year
3.0	26 October 2014	

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Part 1 - Preliminary

1. Name

The name of the Club shall be the **Gungahlin Jets Australian Football Club Incorporated** hereinafter referred to as "the Club".

2. Objectives

The Objects of the Club shall be;

- (a) To promote and foster the game of Australian football through the provision of training practices and facilities and by the entering of a team or teams in organised competition.
- (b) To encourage a community spirit among Members through involvement in the Club's affairs and social activities.
- (c) To acquire by purchase, lease or otherwise that property, real or personal required by the Club, to achieve 2 (a) and (b)
- (d) To conduct that business and to expend monies, subject to this Constitution as necessary to achieve these Objects, and
- (e) To raise funds by subscription, donation, appeals, social functions or any other means to achieve the Objects.

3. Definitions

- (a) In these rules, except in so far as the context or subject matter otherwise indicates or requires:

Board means the Board of Management pursuant to rule 13.

Director means a member of the Board pursuant to rule 14

Financial Member means a "paid in full" Playing or Associate Member excluding Members under the age of 18, in the current financial year.

Financial Year means year ending on 30th September¹.

General Meeting means a general meeting of Members and includes Annual and Special General Meetings

Member means a member of the Club pursuant to rule 4;

Secretary means:

¹ Amended 9 August 2010 at Special General Meeting

- (i) The person holding office under these rules as Secretary of the Club; or
- (ii) Where no such person holds that office - the Public Officer of the Club;

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

The Act means the Associations Incorporation Act 1991 Act

The Regulation means the regulations to the Act.

(b) In these rules:

- (i) A reference to a function includes a reference to a power, authority and duty; and
- (ii) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (iii) The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner
- (iv) Those provisions would so apply if these rules were an instrument made under the Act.

Part 2 - Membership

4. Membership Qualifications

- (a) Membership shall be open to any member of the community who possesses an interest in the game of Australian football.
- (b) There shall be the following Membership categories:
 - Playing Membership to consist of
 - (i) Senior Member
 - (ii) Junior Member
 - Associate Membership to consist of
 - (i) Honorary Life Member
 - (ii) Club Member
- (c) Senior Members shall be 18 years of age or older and together with Honorary Life Members and Club Members shall be the general body of Members of the Club with the right to elect the Board and vote at General Meetings.
- (d) Junior Members shall be those members under 18 years of age with no right to elect the Board or vote at General Meetings.
- (e) Club Members or Junior Members shall be Members that are non-playing including parents/ guardians.
- (f) The Board may appoint a person as an Honorary Life Member of the Club in recognition of services rendered in promoting the interests and objects of the Club. Nominations from Financial Members are to be submitted through the appropriate committee (Junior or Senior) to the Board for consideration. Where these committees are not in place nominations from Financial Members should be sent to the Secretary. Election of Honorary Life Members shall be approved by a three fourths majority of the Board.²
- (g) No restrictions shall be imposed on any person by virtue of religious or political beliefs, sex, race or age, but the Board shall have the right to refuse membership to any person without assigning any reason therefore.

5. Register of Members

² Amended 9 August 2010 at Special General Meeting

- (a) The Secretary shall establish and maintain a register of Members specifying the name, address and contact phone number of each person who is a Member.
- (b) The Secretary shall keep a register of Directors specifying;
 - (i) The names, residential addresses and contact phone numbers of each person who is a Director
 - (ii) The date on which the person became a Director.
 - (iii) The names of those members of the Board who hold the positions of Chairperson, , Secretary and Treasurer together with the date on which any such member was elected to such a position and the date on which any such member ceased to hold such a position.

6. Cessation of membership

A person ceases to be a Member if the person:

- (a) Dies, or
- (b) Resigns Membership, or
- (c) Is expelled from the Club.

7. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member:

- (a) Is not capable of being transferred or transmitted to another person
- (b) Terminates on cessation of the person's Membership

8. Fees and Subscriptions

- (a) There shall be no application fee for admission to Membership. All Members other than Honorary Life Members shall pay an annual subscription as determined by the Board. Such subscription shall fall due on 1st April in each calendar year. Membership shall cease automatically when the subscription is three (3) months in arrears unless otherwise determined by the Board.

9. Members Liabilities

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 respect of Membership as required by rule 8.

10. Disciplining of members

- (a) Any Member found guilty of conduct prejudicial to the interests of the Club may be fined, suspended or expelled at the discretion of the Board.
- (b) Before any decision is made pursuant to rule 10(a), the Member shall be called before a meeting of the Board (allowing at least 14 days from time of notice being served) which shall enquire into the Members conduct giving such Member every opportunity to defend themselves against alleged misconduct. Provided a quorum is established when the matter is enquired into and the Board determines that such Member has been guilty of alleged misconduct, the Board shall determine to fine, suspend or expel the Member as the Board determines.
- (c) Should any Member fail to appear before the Board to answer allegations pursuant to clause 10 (b), such Member shall be automatically suspended until that Member appears before the Board
- (d) Prior to any decision of the Board made pursuant to rule 10(b) being implemented the Member shall have the right to appeal the decision of the Board pursuant to rule 12(a).

11. Resolution of Internal Disputes

- (a) Disputes between Members (in their capacity as Members) shall be referred to the Board for mediation and disputes between the Directors are to be referred to an independent mediator agreed to by the parties concerned.
- (b) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

12. Right of appeal of disciplined member

- (a) A Member may appeal to the Members in General Meeting against a decision of the Board under rule 10 (b), within 7 days after notice of the decision is served on the Member, by lodging with the Secretary a notice to that effect.
- (b) The notice must be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a Member under clause (a), the Secretary must notify the Board which is to convene a General Meeting to be held within 28 days after the date on which the Secretary received the notice.
- (d) At a General Meeting convened under clause 12 (c):

- (i) No business other than the question of the appeal is to be transacted.
- (ii) The Board and the Member must be given the opportunity to state their respective cases orally or in writing or both.
- (iii) The Members in General Meeting may by general resolution confirm, revoke or vary the decision of the Board made pursuant to rules 10 and 12.
- (iv) Any vote taken by the Board or the Members pursuant to rules 10 and 12 shall be by secret ballot.

Part 3 – The Board

13. Powers of the Board

The Board, subject to the Act, the Regulation and these rules and to any resolution passed by the Members in a General Meeting;

- (a) Shall control and manage the affairs of the Club;
- (b) May exercise all such functions as may be exercised by the Club other than those functions that are required by these rules to be exercised by a General Meeting; and
- (c) Has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Club including promulgation of by-laws.

14. Constitution and Membership

- (a) The Directors of the Club shall comprise:

Chairperson

Senior Football Director

Junior Football Director

Secretary

Treasurer

General Directors x 4

- (c) One of the Directors is to be nominated by the Board as the Club liaison with AFL NSW/ACT.
- (d) Each Director shall, subject to these rules, hold office until the conclusion of the members second year following the date of the Director's election. The member is eligible for re-election.
- (e) Director's roles of Chairperson, Senior Football Director, Treasurer and two General Directors will be declared vacant every two years
- (f) Director's roles of Junior Football Director, Secretary and two General Directors will be declared vacant every other second year.
- (g) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to these rules,

until the conclusion of the annual general meeting next following the date of the appointment.

- (h) For the avoidance of doubt, rules (e) and (f) of this rule 14 are designed to ensure director rotation and the retention of corporate knowledge by the Board.

15. Election of Directors

- (a) Nominations of candidates for election as Directors shall be made in writing, signed by 2 Members and delivered to the Secretary not less than 7 days before the date fixed for the Annual General Meeting.
- (b) All nominations must be accompanied by a letter of written consent from the candidate, who must be a Financial Member at the time of nomination.
- (c) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (d) Any positions not filled at the Annual General Meeting shall be deemed to be casual vacancies.
- (e) If the number of nominations received for election as Directors is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (f) If the number of nominations received for any office of Director exceeds the number of vacancies to be filled for that position, a ballot will be held.
- (g) The ballot for the election of Directors shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.

16. Secretary

- (a) The Secretary must, as soon as practicable after being appointed, lodge notice with the league of his or her address.
- (b) It is the duty of the Secretary to;
 - (i) Convene meetings in accordance with these rules and keep minutes of all proceedings and the names of those present at such meetings.
 - (ii) Attend to and keep records of all Club correspondence.

17. Treasurer

It is the duty of the Treasurer of the Club to ensure that;

- (a) All money due to the Club is collected and received and that all payments authorised by the Club are made; and
- (b) Correct books and accounts are kept showing the financial affairs of the Club including full details of all receipts and expenditure connected with the activities of the Club.

18. Casual Vacancies

For the purposes of these rules, a casual vacancy in the office of a Director:

- (a) resigns office by notice in writing given to the Secretary;
- (b) ceases to be a Member of the Club;
- (c) is removed from office under rule 19;
- (d) is absent from three (3) consecutive Board meetings without reasonable excuse;
- (v) becomes a mentally incapacitated person or dies.

19. Removal of Director

- (a) The Club in a General Meeting may by resolution remove any Director before the expiration of their term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Director so removed.
- (b) Where a Director to whom a proposed resolution referred to in rule 19(a) makes representations in writing to the Secretary or Chairperson (not exceeding 14 days) and requests that the representation be notified to the Members, the Secretary or Chairperson may send a copy of the representations to each Member or, if they are not so sent, the Board is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Meetings and Quorum

- (a) The Board shall meet a minimum of five times per year at such place and time as the Board may determine.
- (b) Oral or written notice of a meeting of the Board shall be given by the Secretary at least seven (7) days before the date of such meeting.
- (c) Any five (5) Directors shall constitute a quorum for the transaction of the business of a meeting of the Board.

- (d) No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to a time and place to be advised within fourteen (14) days of the date of such adjourned meeting.
- (e) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the Directors present (being not less than three) shall constitute a quorum.
- (f) At a meeting of the Board:
 - (i) The Chairperson or, in the Chairperson's absence, either the Senior or Junior Football Directors shall preside; or
 - (ii) If the Chairperson and Senior and, Junior Football Directors are absent or unwilling to act, the Directors present may choose one of their numbers to preside.

21. Delegation by the Board to Sub – Committee

- (a) The Board may, by instrument in writing, delegate to one or more sub-committees the exercise of such functions as may be considered necessary from time to time other than;
 - (i) This power of delegation; and
 - (ii) A function which is a duty imposed on the Board by the Act or by any other law.
- (b) A function, the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this section may be made subject to such conditions or limitations as may be specified in the instrument of delegation.
- (d) Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (g) A sub-committee may meet and adjourn as it thinks proper.

22. Voting and Decisions

- (a) Questions arising at a meeting of the Board or any sub-committee appointed by the Board shall be determined by a majority of votes of Directors or sub-committee members present at the meeting or via other means as agreed.
- (b) Each Director present at a meeting of the Board or any member of a sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote. In the event of equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or a sub-committee appointed by the Board, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Director or member of a sub-committee.

Part 4 – General Meetings

23. Annual General Meeting

- (a) The Annual General Meeting shall be held in October each year at such place and time as the Board may determine.
- (b) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include:
 - (i) Apologies
 - (ii) Confirmation of minutes of previous Annual General Meeting and of any Special General Meeting which may have been held since that meeting.
 - (iii) To receive from the Board, reports upon the activities of the Club during the financial year just ended.
 - (iv) To receive and consider the financial statement which is required to be submitted to Members pursuant to section 26 (6) of the Act.
 - (v) Election of Directors.

24. Special General Meetings

- (a) The Board may convene a Special General Meeting whenever it thinks fit or on receipt of a requisition to the Secretary in writing from not less than fifty (50) Members stating the purpose of the meeting.
- (b) If the committee fails to convene a Special General Meeting to be held within 30 days after that date on which a requisition of Members for the meeting is lodged with the Secretary pursuant to rule 24(a), any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than 90 days after that date.

25. Notice

- (a) Except where the nature of the business to be proposed to be dealt with at a General Meeting requires a special resolution pursuant to the Act and these rules, the Secretary shall provide at least 14 days notice of the meeting to each Member specifying the place, date and time of the meeting and the nature of the business to be transacted.
- (b) Where the nature of the business requires a special resolution, at least 21 days notice of the meeting shall be provided in the manner described in clause (a) and specifying the intention to propose the resolution as a special resolution.
- (c) 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, the business which may be transacted pursuant to rule 23 (b).

- (d) A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who shall include that business in the notice for the meeting provided that the requirements of notice under this rule can be satisfied.

26. Procedure

- (a) No item of business shall be transacted at a General Meeting unless a quorum of Members entitled under these rules to vote is present.
- (b) Seven (7) Members present in person (being Members entitled under these rules to vote at a General Meeting) shall constitute a quorum for the transaction of business at a General Meeting.
- (c) If after 30 minutes of the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to a time and place to be advised, within 21 days of the date of such adjourned meeting.
- (d) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the Members present (being not less than 5) shall constitute a quorum.

27. Presiding Member

- (a) The Chairperson or, in the Chairperson's absence, the Senior or Junior Football Directors, shall preside as chairperson at each General Meeting.
- (b) If the Chairperson and Senior or Junior Football Directors are absent or unwilling to act at a General Meeting the Members present shall elect one of their number to preside as chairperson at that meeting

28. Adjournment

The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting to another time and 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.

29. Decisions and Voting

- (a) A question arising at a General Meeting shall be determined on a show of hands unless a poll is demanded by the chairperson or by 4 or more Members present in person or by proxy at the meeting. The resolution

of the poll on the matter shall be deemed to be the resolution of the meeting on the matter in question.

- (b) Upon any question arising at a General Meeting only Financial Members shall be entitled to one vote each. In the event of equality of voting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (c) Each Member shall be entitled to appoint another Member as proxy by notice given to the Secretary at least 24 hours before the commencement of the meeting in respect of which the proxy is appointed.

30. Special Resolution

A special resolution means a special resolution as defined in the Act.

Part 5 – Miscellaneous

31. Insurance

- (a) The Board shall effect and maintain insurance at minimum to the level provided by AFL NSW/ACT and its insurance partner with consideration given to section 44 of the Act.
- (b) In addition to the insurance required under clause (a), the Board may effect and maintain other insurance.

32. Funds - Source

- (a) The funds of the Club shall be derived from annual subscriptions of Members, donations, sponsorship and, subject to any resolutions passed in General Meeting, such other sources as the Board determines.
- (b) All money received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (c) As soon as practicable after receiving any money, issue an appropriate receipt shall be agreed in

33. Funds – Management

- (a) Subject to any resolution passed by the Members in General Meeting, the funds of the Club shall be used in pursuance of the Objects of the Club in such manner as the Board determines.
- (b) All cheques, draft, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two Members of the Board authorised by the Board to do so.
- (c) The financial year for the Club shall be 01October – 30 September each year.³

34. Alteration of Objects and Rules

The statement of Objects and these rules may be altered, rescinded or added to only by a special resolution.

35. Common Seal

- (a) The common seal of the Club shall be kept in the custody of the Public Officer.

³ Amended 9 August 2010 at Special General Meeting

- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer or Secretary.

36. Custody of Books

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

37. Inspection of Books

The records, books and other documents of the Club shall be open to inspection, free of charge, by a Member at any reasonable hour.

38. Service of Notices

- (a) For the purpose of these rules, a notice may be served by or on behalf of the Club upon any Member either personally or by sending it by post to the Member at the Member's address shown in the register of Members.
- (b) Where notice is given to a Member by email, fax or properly addressing, prepaying and posting to the person containing the notice, the notice shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

36. Dissolution

- (a) The Club may be wound up only by a special resolution of the Club.
- (b) If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the Objects of the Club and which shall also prohibit the distribution of its or their property among its or their Members, such institution or institutions to be determined by the Members at or before the time of dissolution.