



Barossa District Football and Netball Club

**CONSTITUTION
OF THE
BAROSSA DISTRICT FOOTBALL AND NETBALL
CLUB
INCORPORATED**

CONSTITUTION AMENDED

FEBRUARY 24th 1994
NOVEMBER 18th 1996
NOVEMBER 17th 1997
NOVEMBER 1998
NOVEMBER 2008
NOVEMBER 2010
JANUARY 2011
NOVEMBER 2017
MMM 2022

BYLAWS AMENDED

FEBRUARY 7th 1994
NOVEMBER 18th 1996
MARCH 3rd 1997
NOVEMBER 17th 1997
NOVEMBER 19th 1997
NOVEMBER 1998
REMOVED NOVEMBER 2008

SEPARATE DOCUMENT FOR BY-LAWS AND RULES NOV 2008

TABLE of CONTENTS

1	SECTION 1 : NAME	5
2	SECTION 2 : DEFINITIONS	5
3	SECTION 3 : OBJECTIVES	5
4	SECTION 4 : POWER OF THE CLUB	5
5	SECTION 5 : CLUB MEMBERSHIP	6
5.1	MEMBERSHIP TYPES.....	6
5.2	FULL MEMBERS.....	6
5.3	LIFE MEMBERS.....	6
5.4	JUNIOR MEMBERS.....	6
5.5	MEMBERSHIP FEE.....	7
5.6	RESIGNATIONS.....	7
5.7	EXPULSION OF A MEMBER.....	7
5.8	REGISTER OF MEMBERS.....	7
5.8	RULES AND DUTIES OF MEMBERS.....	8
6	SECTION 6 : CLUB MANAGEMENT	8
6.1	MANAGEMENT COMMITTEE POWERS.....	8
6.2	MANGEMENT COMMITTEE DUTIES.....	8
6.3	APPOINTMENT.....	9
6.4	ELECTION OF OFFICERS.....	10
6.5	DUTIES OF ELECTED OFFICERS.....	10
6.5.1	CHAIRPERSON.....	10
6.5.2	SECRETARY.....	10
6.5.3	TREASURER.....	11
6.5.4	PRESIDENT.....	14
6.6	APPOINTED OFFICERS OF THE CLUB.....	11
6.7	DISQUALIFICATION OF COMMITTEE MEMBERS.....	12
6.8	AFFILIATED SPORT COMMITTEES.....	12
6.9	SUB COMMITTEES.....	12
6.10	RESIGNATION FROM OFFICE.....	12
6.11	VACANCIES.....	13
6.12	INDEMNITY OF OFFICERS.....	13
6.13	PROCEEDINGS AT MANAGEMENT and SUB COMMITTEE MEETINGS.....	13
6.14	POLICIES AND PROCEDURES.....	14
7	SECTION 7 : PUBLIC OFFICER	14
7.1	PUBLIC OFFICER.....	Error! Bookmark not defined.
8	SECTION 8 : GENERAL MEETINGS	14
8.1	ANNUAL GENERAL MEETING.....	14
8.2	SPECIAL GENERAL MEETING.....	14
8.3	NOTICE OF GENERAL MEETINGS.....	15
8.4	PROCEEDINGS AT GENERAL MEETINGS.....	15
8.5	VOTING AT GENERAL MEETINGS.....	15
8.6	PROXIES.....	15
9	SECTION 9 : MINUTES	15
10	SECTION 10 : DISPUTE RESOLUTION	16
11	SECTION 11 : FINANCIAL REPORTING	16
11.1	FINANCIAL YEAR.....	16

11.2	BANK ACCOUNT	16
11.3	APPOINTMENT OF AN AUDITOR	16
11.4	CONTROL OVER PROPERTY	17
12	SECTION 12 : PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS	17
13	SECTION 13 : WINDING UP	17
14	SECTION 14 : BY-LAWS	17
15	SECTION 15 : GENERAL	17
15.1	PLAYER SUBSCRIPTIONS	17
15.2	CLUB COLOURS	17
15.3	DAMAGE TO PROPERTY	17
15.4	EMERGENCY ADMINISTRATIVE ACTION.....	17
15.5	AMENDMENT TO THE CONSTITUTION	18
15.6	DISSOLUTION	18
15.7	OVAL USE.....	19

1 SECTION 1 : NAME

- 1.1 The name of the incorporated association shall be the BAROSSA DISTRICT FOOTBALL AND NETBALL CLUB Incorporated (BDFNC).

2 SECTION 2 : DEFINITIONS

- 2.1 In these rules, unless there is something in the context of these rules inconsistent therewith, the following interpretations shall operate:
- a. "The Club" means the above-named incorporated association.
 - b. "The Rules" means the Constitution of the Club in force for the time being.
 - c. "By-Laws" means the Club Policies, Procedures and Roles and Responsibilities as approved and promulgated by the Management Committee.
 - d. "The Management Committee" means the duly elected officers of the Club and has the power to act in all matters of the Club except as restricted to a Special or General Meeting (as detailed in the Club's Constitution) as a whole.
 - e. "Month" means calendar month.
 - f. "Year" means the Club's financial year, and unless altered by the members shall be from 1st October.
 - g. Reference to any gender includes the opposite gender unless the context indicates otherwise.
 - h. "Affiliate Sports" refer to sports other than football and netball that have joined the Club and compete under the Barossa District name.
 - i. "Southern Barossa" refers to the location of communities and surrounds of Altona, Cockatoo Valley, Lyndoch, Mt Crawford, Pewsey Vale, Rosedale, Rowland Flat, Sandy Creek, Warren and Williamstown.
 - j. The "Act" refers to the Association Incorporated Act 1985.

3 SECTION 3 : OBJECTIVES

- 3.1 The objectives for which the Club is formed are:
- a. To promote and encourage participation in the sports of football and netball and recreation in the Southern Barossa community.
 - b. To provide facilities for the members for participating in all sporting and recreational activities supported by the Club.
 - c. To do all things which the Club may consider necessary or desirable for promoting the recreation, accommodation and comfort of its members.
 - d. To encourage fellowship, develop character and encourage participation of all residents of the Southern Barossa in Club activities.

4 SECTION 4 : POWER OF THE CLUB

- 4.1 The Club shall have all the powers conferred by section 25 of the Act.

5 SECTION 5 : CLUB MEMBERSHIP

5.1 MEMBERSHIP TYPES

- 5.1.1 Members are charged to do all such things as are incidental or conducive to the attainment of the Clubs objectives.
- 5.1.2 All members shall communicate their address to Football &/or Netball Secretary who shall keep a register of contact details. All notices posted or delivered to such address shall deem to have been duly received.
- 5.1.3 The Club shall consist of the following classes of members:
- a. Full members
 - b. Life members
 - c. **Junior members** (voting right inclusion 1 representative and that person have 1 vote only)

5.2 FULL MEMBERS

- 5.2.1 All members of The Club shall be appointed as per the terms of this constitution.
- 5.2.2 Every applicant for membership who supports the objectives of the Club and agrees to abide by the rules of the Club shall be nominated by two members on a form as prescribed by the **Management** Committee from time to time. The applicant must be personally known to both the proposer and seconder. The form shall be signed by both the proposer and seconder. Upon the acceptance of the application by the **Management** Committee and upon payment of the first annual subscription, the applicant shall be a member of the Club. All members of The Club shall be appointed as per the terms of this constitution
- 5.2.3 Full members must be 18 years of age or older.
- 5.2.4 Full members shall be entitled to all the privileges of the Club and shall be entitled to vote at Annual General or Special General Meetings of the Club

5.3 LIFE MEMBERS

- 5.3.1 The Management Committee may grant life membership **to any full member or volunteer, of 18 years of age or older**, who in their opinion had rendered **outstanding** service to the Club over a minimum period of ten years.
- 5.3.2 The Management Committee may grant life membership to any player who has played over 200 Senior Games for the Club or 250 combined Senior & Junior Games (only Junior games from aged 12 years to contribute in addition to maximum of 20 games per Club Financial Year, Senior &/or Junior Games, to be accrued each year).
- 5.3.3 **Life members** shall be entitled to all the privileges of the Club and shall be entitled to vote at Annual General or Special General Meetings of the Club
- 5.3.4 The Management Committee may create a life membership advisory group as the Committee shall from time to time determine. This life membership advisory group shall consist of current active life members of the club. This group will have **no decision making capacity but act purely as advisory to the current Committee.**
- 5.3.5 The number of members granted life membership in any one year shall not exceed three, not including player who qualify as life members.
- 5.3.6 The Management Committee may award a certificate of service to any member of the Club who has rendered auspicious services to the Club.

5.3.7 A life member shall not be relieved of any financial obligation other than the annual subscription and entry into home games.

5.3.8 Life members, upon appointment shall receive a Life Membership Certificate and a Life Membership Badge.

5.4 JUNIOR MEMBERS

5.4.1 Junior members are persons under 18 years of age.

5.4.2 Junior Members are not entitled to any privileges of the licensed bar and must comply with the Liquor Licensing Act.

5.4.3 Junior members in attendance at Annual General or Special General Meetings of the Club shall be entitled to have one parent/guardian representative vote on their behalf.

5.5 MEMBERSHIP FEE

5.5.1 The annual membership fee shall be determined by the Management Committee and endorsed at the AGM for the following year playing season. The determined fee remains valid until the following next year AGM.

5.5.2 Payment of the membership fee or using the Club's property shall imply a members acceptance of the rules of the Club.

5.6 RESIGNATIONS

5.6.1 A member may resign from membership of the Club by giving written notice to the secretary or public officer of the Club.

5.6.2 Any resigning member shall be liable for any outstanding subscription fee which may be recovered as a debt due to the Club.

5.7 EXPULSION OF A MEMBER

5.7.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Management Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.

5.7.2 Particulars of the charge shall be communicated to the member at least one month before the meeting of the committee at which the matter will be determined.

5.7.3 The determination of the Management Committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.7.4 below), cease to be a member 14 days after the Management Committee has communicated its determination to the member.

5.7.4 It shall be open to a member to appeal the expulsion to the Club at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Club within 14 days after the determination of the Management committee has been communicated to the member.

5.7.5 In the event of an appeal under 5.7.4 above, the appellant's membership of the Club shall not be terminated unless the determination of the Management Committee to expel the member is upheld by the members of the Club in a general meeting after the appellant has been heard by the members of the Club, and in such event membership will be terminated at the date of the general meeting at which the determination of the Management Committee is upheld.

5.8 REGISTER OF MEMBERS

- 5.8.1 A register of members must be kept and contain:
- a. the name and **contact details** of each member
 - b. the date on which each member was admitted to the club, and
 - c. if applicable, the date of and reason(s) for termination of membership.

5.9 RULES AND DUTIES OF MEMBERS

- 5.9.1 A copy of the Club by-laws and membership entitlement as defined by the **Management Committee** shall be posted on the Club's website for the members' perusal at all times and every member shall be deemed to be bound by them.
- 5.9.2 Every member of the Club undertakes to comply with the Constitution and by-laws of the Club, and any refusal or neglect to do so shall render such member liable to a penalty imposed by the **Management Committee**.
- 5.9.3 The **Management Committee** may charge a member with acting or behaving in a manner contrary to the best interest of the Club. The accused member shall answer to the **Management Committee** at a properly convened meeting thereof. The Management Committee shall decide any penalty.
- 5.9.4 If a member, by any breach of these rules, or by any unlawful act causes the Club or any Officer of the Club to pay monies, such member shall be liable to the Club or such Officer for the amount so paid.
- 5.9.5 Any member censured, suspended or expelled by the **Management Committee** shall be entitled to appeal against the decision to a Special General Meeting of the Club called for that purpose and convened by the **Management Committee** at their request. Such an appeal must be submitted in writing to the Secretary within 14 days of notification of the penalty.
- 5.9.6 Voting at such Special General Meeting shall be by secret ballot and shall be determined by a simple majority.

6 SECTION 6 : CLUB MANAGEMENT

6.1 **MANAGEMENT COMMITTEE POWERS**

- 6.1.1 The **Management Committee** shall have full power and authority for all of the affairs of the Club and shall have all the power contained in Section 25 of the Association Incorporation Act 1985 as amended.
- 6.1.2 The **Management Committee** has the power to administer the affairs of the Club, in accordance with this Constitution and to ensure compliance with the Act. This includes any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by this constitution required to be done by **the Management Committee or** the Club in general meeting.
- 6.1.3 The **Management Committee** may delegate any of its authority to Sub-Committees in writing from time to time provided any such delegation is not contrary to the provisions of this Constitution. Any Sub-Committee so appointed shall at all times be and remain subject to the overriding authority and control of the **Management Committee**.
- 6.1.4 The elected officers of the Club only shall **form the three Executive positions of** the Management Committee of the Club..

6.2 MANAGEMENT COMMITTEE DUTIES

- 6.2.1 A quorum of the Management Committee can make decisions to manage the Club in a timely and efficient manner with ultimate responsibility for all Club decisions.
- 6.2.2 The duties of the Management Committee are to do the following.
- 6.2.2.1 To do all such things as are incidental or conducive to the attainment of the Clubs objectives
- 6.2.2.2 To manage and control the funds and other property of the Club. To cause correct financial accounts and books and administrative records to be kept showing the affairs of the Club. They shall determine limits within which the sub-committees may incur expenditure, including any expenditure passed at an Annual General or Special General Meeting of the Club. All accounts for expenditure incurred under this authority shall be passed for payment by the Management Committee as appropriate.
- 6.2.2.3 To establish and maintain the Club's Constitution and by-laws to ensure effective operations of the Club and to ensure all members are aware of these documents.
- 6.2.2.4 To establish and maintain a list of roles and responsibilities for all club elected officers and appointed officers.
- 6.2.2.5 Shall have the authority to interpret the meaning of the Constitution and any other matters relating to affairs of the Club on which this Constitution is silent.
- 6.2.2.6 To borrow or raise money (on whatever security the Management Committee of the Club deems appropriate) invest and generally deal with moneys for the benefit of the Club and proper conduct of the Club's affairs.
- 6.2.2.7 To invest funds in any security which trust money may by act of Parliament be vested, or in any other manner specifically authorised by the members at a General Meeting of the Club.
- 6.2.2.8 To promote and convene, either of the Club's own initiative or in co-operation with any other clubs, associations or individuals, football, netball and other competitions, and to hold or support social functions for the benefit and entertainment of its members and others.
- 6.2.2.9 To establish, promote or assist in establishing and promoting associations with any other Club or Organisation whose objects are similar to or complement the objects of this Club, and to join and become a member of any sporting authority controlling football and netball in South Australia from time to time.
- 6.2.2.10 To receive and appoint officers within 2 months of the Annual General Meeting of the Club to form the Management Committee.
- 6.2.2.11 To carry out all resolutions and which have been passed at an Annual General Meeting of the Club.
- 6.2.2.12 To deal with other matters which may arise.
- 6.2.2.13 To purchase, take on lease, in exchange, or otherwise any land, buildings, easements or property, real or personal which may be required for the purposes of or conveniently used in connection with any of the objectives of the club.
- 6.2.2.14 To sell, demise, mortgage, give in exchange or dispose of the same or any part or parts thereof from time to time and to grant easements in, through, over or upon any land to acquire easements or other rights over any other land.
- 6.2.2.15 To hire and employ clerks, manager, servants and other workmen and to pay to them and to other persons in return for services rendered to the Club, salaries, wages, gratuities and pensions.

6.3 APPOINTMENT

6.3.1 The Executive positions of the Management Committee shall be comprised of the following elected officers of the Club:

- d. Chairperson;
- e. Secretary; and
- f. Treasurer.

6.3.2 The Management Committee will also comprise the following elected officers of the Club:

- a. Football President;
- b. Netball President.

6.4 ELECTION OF OFFICERS

6.4.1 All the elected officers of the Club shall be elected at the Annual General Meeting and subject to this constitution and the Club By-laws shall hold office for two years.

6.4.2 If any of the vacant positions for the elected positions are not filled at the Annual General Meeting then the Management Committee may appoint a person to the vacant position.

6.4.3 Any elected office shall become vacant by reason of the holder of that office:

- a. Becoming insolvent
- b. Ceasing to be a member of the Club
- c. Being unable or unwilling to act or perform the duties required by the office
- d. Committing or participating in the commission of any act that a majority of the Management Committee members of the Club decide is calculated to prejudicially effect the carrying on of the business of the Club.
- e. Misses 3 consecutive meetings of the Club without apology.

6.4.4 The Management Committee shall appoint a person to fill such vacancy.

6.4.5 Notice of appointment and any change in the identity or address of the public officer are to be lodged within one month after the change with the Office of Consumer and Business Affairs.

6.5 DUTIES OF ELECTED OFFICERS

6.5.1 CHAIRPERSON

6.5.1.1 The Chairperson of the Club shall perform the following duties:

- a. Represent the Club in the conduct of its affairs and in its relations with the public in general and with any other body or organisation or persons with which the Club may from time to time be dealing.
- b. Ensure that the members of the Club comply with this Constitution and these rules and with any other by-laws of the Management Committee.
- c. Chair all meetings of the Club Management Committee.
- d. Any other duty delegated to them by the Club from time to time.

6.5.2 SECRETARY

6.5.2.1 The Secretary of the Club shall perform the following duties:

- a. Keep a record of full and accurate minutes of the proceedings of all meetings of the members of the Club as well as of all meetings of the Club Management Committees.
- b. Liaise between the Club Executive, Management Committee and with the members of the Club.
- c. Receive all correspondence addressed to the Club and present the same to the members of the Club Management Committee Meeting held next after the receipt of such correspondence.
- d. Correspond with any other body or organisation or person where directed to do so by the members of the Club Management Committee.
- e. Any other duty delegated to them by the Club from time to time.

6.5.3 TREASURER

6.5.3.1 The Treasurer of the Club shall perform the following duties:

- a. To receive all monies of the Club and account for the same.
- b. All monies shall within five working days after the receipt thereof be paid into the Clubs account at the Clubs nominated financial institution.
- c. Keep in a record of all monies received and disbursed and to make such record available to the members at any time.
- d. Submit at the Annual General Meeting financial statements signed by the auditor and showing the financial position of the Club as at the 30th day of September preceding.
- e. Submit at each Management meeting of the Club a report of all monies received and disbursed and the current financial position of the Club relevant to the Club budget at each meeting.
- f. Any other duty delegated to him by the Club from time to time.

6.5.4 PRESIDENT

6.5.4.1 The President of the sub committee shall perform the following duties:

- a. Represent the Club and sub committee in the conduct of its affairs and in its relations with the public in general and with any other body or organisation or persons with which the Club may from time to time be dealing.
- a. Ensure that the members of the Club comply with this Constitution and these rules and with any other by-laws of the Management Committee.
- b. Chair all meetings of the relevant sub committee meetings.
- c. Any other duty delegated to them by the Club from time to time.

6.6 APPOINTED OFFICERS OF THE CLUB

6.6.1 Appointed Persons shall be nominated and appointed by respective Sub-committees to ensure attendance at the first Management Meeting following the AGM to form the Management Committee.

6.6.2 If no appointment is made those persons holding an Executive position may appoint a person to the vacant Management Committee position.

6.6.3 Each sub committee will provide two representatives to form the Management Committee with full voting rights. Proxy voting shall be permitted only where advice to Management Committee occurs prior to the commencement of the meeting.

6.6.3.1

6.6.3.2 The Elected Officers will be responsible for appointing a Public Officer following the AGM.

6.6.3.3 The Elected Officers and Appointed Officers shall together form the Management Committee of the Club.

6.7 DISQUALIFICATION OF COMMITTEE MEMBERS

6.7.1 Any appointed office shall become vacant by reason of the holder of that office:

- a. Ceasing to be a member of the Club;
- b. Being unable or unwilling to act or perform the duties required by the office;
- c. Committing or participating in the commission of any act that a majority of the members of the Management Committee decide is calculated to prejudicially effect the carrying on of the business of the Club; or
- d. Misses 3 consecutive Management Committee meetings of the Club without apology.

6.7.2 The Management Committee shall appoint a person to fill such vacancy.

6.8 AFFILIATED SPORT COMMITTEES

6.8.1 Each Affiliate Sport shall be controlled by a sub-committee elected for that Purpose. The Affiliate Clubs shall hold their Annual General Meeting prior to the Club Annual General Meeting, and shall elect a committee comprising of President, Secretary, Treasurer and a Minimum of three (3) committee members.

6.8.2 The Management Committee shall hold a meeting with all affiliated sporting Clubs at least twice per year and each affiliated Sporting Club shall submit a progress and financial status report at each Management meeting.

6.8.3 The Management Committee shall set a yearly fee for each affiliated Club. Each affiliated Club shall be judged independently when setting this fee.

6.9 SUB COMMITTEES

6.9.1.1 The day to day operations of the Club shall be vested in the Management Committee who shall also manage the sub-committees of the Club.

6.9.1.2 Sub committees will appoint a committee comprising minimum President, Vice President, Secretary & Treasurer.

6.9.1.3 Sub committee will operate as per by-laws endorsed by Management Committee.

6.9.1.4 The sub committee shall meet when required and at the discretion of the sub committee.

6.9.1.5 Sub committees may operate a financial account in such case shall be obliged to keep proper books of account and in any event minutes of all meetings and shall make these books and minutes available to the Management Committee.

6.9.1.6 Prior to the Annual General Meeting of each year present such accounts together with bank statements to the Management Committee.

6.9.1.7 Each Sub-Committee is required to submit a proposed budget to the Management Committee no later than the 1st Management Committee meeting following AGM Meeting.

6.10 RESIGNATION FROM OFFICE

6.10.1 No members of the Management Committees of the Club shall be held to have resigned their office until their resignation in writing shall have been accepted by the Management committee.

6.11 VACANCIES

6.11.1 The Management Committee shall have power, should a vacancy occur in the Management Committee numbers, to fill such a vacancy for the unexpired term from the members of the Club qualified to accept office.

6.12 INDEMNITY OF OFFICERS

6.12.1 If an elected officer in their office as such have paid or are liable to pay money for any act, default or omission of any other person, such money shall be refunded to them by the Club or paid by the Club.

6.13 PROCEEDINGS AT MANAGEMENT and SUB COMMITTEE MEETINGS

6.13.1 A quorum of any meeting of the Management Committee or any of the sub-committees shall be one half plus one of the numbers or persons eligible to attend and vote thereat.

6.13.2 Members of the Management Committees will be entitled to seven days notice of such a meeting to be held.

6.13.3 Members wishing to raise matters at the meeting must notify the secretary of such matters at least two days prior to so as to have such matters included on the agenda.

6.13.4 The Executive positions shall have the power to postpone, adjourn or abandon any meeting.

6.13.5 Minutes of all Management Committee meetings are to be provided to all committee members within two weeks of the previous meeting.

6.13.6 The Chairperson shall act as Chairperson and shall preside at all General Meetings, Management meetings and meetings of the Executive. In the absence of the Chairperson for any meeting, one (1) of the members in attendance shall be elected to chair the respective meeting.

6.13.7 The Chairperson shall:

- a. Ensure that the required quorum is present at all times.
- b. Conduct the meeting in accordance with the Constitution and By-Laws.
- c. In addressing the meeting may be impartial and brief in remarks.
- d. Preserve order, and for that purpose may instruct any persons to withdraw, or refrain from speaking, or may adjourn the meeting.
- e. Give all members present a reasonable opportunity of speaking, but ensure that no member speaks for an undue length of time or is unnecessarily repetitive.
- f. Terminate any discussion that is not, at the time, relevant to the business before the meeting.
- g. Determine that the minutes of each meeting are correct, and confirm by signing them correct.

6.14 POLICIES AND PROCEDURES

6.14.1 The Management Committee is to develop and make available by-laws as required to ensure the effective running of the Club to all members.

6.14.2 To ensure compliance with legal requirements and guidance from the relevant sporting authorities,

6.14.3 All members are to comply with club by-laws.

7 SECTION 7 : PUBLIC OFFICER

7.1.1 PUBLIC OFFICER

7.1.1.1 The Public Officer of the Club shall perform the following duties:

- a. Ensure that the Club and its members comply with the terms and provisions and acts in accordance with the Associations Incorporated Act 1956 as amended, the Companies Act 1962 as amended, the Licensing Act 1967 as amended or any other Act of Parliament, Regulation, Ordinance, Bylaw or Proclamation which may from time to time be applicable to the Club, its members or any function, gathering, outing or the like, venture, undertaking, agreement or otherwise which the Club or its members is involved with or conducting from time to time.
- b. Associations Incorporated Act. To be aware of the requirements of the Associations Incorporated Act and to provide advice to the Management Committees to ensure the Club and members comply with the Act.
- c. Companies Administration Act. To be aware of the requirements of the Companies Administration Act and to provide advice to the Management Committee to ensure the Club and members comply with the Act.
- d. Liquor Licensing Act. To be aware of the requirements of the Liquor Licensing Act and to provide advice to the Management Committee to ensure the Club and members comply with the Act. This includes the regulatory requirements for gambling.
- e. Insurance. To ensure all activities and assets of the club are adequately insured. This includes public liability, players medical, club monies, building insurance, etc.
- f. Constitution. To manage the evolution of the Club's Constitution and to provide advice to the Management Committee to ensure the Committee and the members comply with the Constitution of the BDFNC.

8 SECTION 8 : GENERAL MEETINGS

8.1 ANNUAL GENERAL MEETING

8.1.1 The Annual General Meeting shall be held not later than the 30th day of November in each year. The date, time and place of the meeting shall be duly notified to each members of the Club via notice on the Club Website by the Secretary, not less than one week or more than four weeks prior to the date of the meeting.

8.1.2 Only full members and life members of the Club are entitled to vote at the Annual General Meeting or any other general meeting of the Club.

8.1.3 Full membership is defined as those who have paid the subscription and/or hold the status of full member as listed on the membership register as at the date of the special general or annual general meeting. Any person who is other than a full member or a life member will not be entitled to vote at any meeting of the Club.

8.2 SPECIAL GENERAL MEETING

- 8.2.1 A Special General Meeting of the Club shall be convened by the Secretary upon the direction of the **Management** Committee or within fourteen days after the receipt by the secretary of a requisition in writing signed by not less than **fifteen** members who shall state clearly in such application the business to be dealt with at such Special General Meeting and no business shall be brought forward or discussed except that for which such meeting shall have been called.
- 8.2.2 Seven days notice of such meeting shall be given to members by notice posted in the Club house or the Club Website by the Secretary wherein shall be stated the reasons for the calling of the meeting.

8.3 NOTICE OF GENERAL MEETINGS

- 8.3.1 Refer to the notification process and timing defined in Sections 8.1 and 8.2

8.4 PROCEEDINGS AT GENERAL MEETINGS

- 8.4.1 If, after the expiration of **15 minutes** from the time appointed for a General Meeting nine Club members (excluding the officers) be not present, (**a quorum of nine financial club members plus officers of the Management Committee**) the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within **15** minutes of the time appointed for the meeting the members present shall form a quorum.
- 8.4.2 Subject to 8.4.3, the Chairperson shall preside as chairperson at a general meeting of the association.
- 8.4.3 If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

8.5 VOTING AT GENERAL MEETINGS

- 8.5.1 Subject to these rules, every eligible member of the Club has only one vote at a meeting of the Club.
- 8.5.2 Subject to these rules, a question for decision at a general meeting, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 8.5.3 The voting at all General Meetings shall be decided by a show of hands unless a secret ballot be called for by the Chairperson of such meeting or a motion is carried to the effect that a secret ballot be held. If a secret ballot be held, the votes for and against the motion shall be announced to the meeting. The decision on all motions shall be recorded in the minutes of the meeting.
- 8.5.4 At any General Meeting a motion of non-confidence may be moved by a member against an officer and, if seconded by three other members, such motion shall be put to the vote at such meeting. If the motion is passed then such officer shall immediately vacate their position and nominations for that position may be called for an voted on at the general meeting.

8.6 PROXIES

- 8.6.1 Proxy voting shall be permitted at all General Meetings but only where the proxy is lodged with the secretary not less than 24 hours prior to the commencement of the meeting.

9 SECTION 9 : MINUTES

- 9.1 Minutes of all meetings of the Annual General Meeting, Special General Meeting, **Management Committee** and sub-committee meetings shall be recorded within 14 days after the relevant meeting in minute books kept for the purpose.
- 9.2 The minutes pursuant to this rule must be confirmed by the members of the BDFNC or the members of the committee (as relevant) at the commencement of each respective subsequent meeting of such committees.
- 9.3 Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at the meeting shall be deemed to be valid.
- 9.4 The decision of a meeting, correctly recorded in the minutes of such meeting, said minutes having been confirmed by the Chairman of the meeting and subsequently attested by the Secretary as being a true record of the minutes imposes an obligation on the **Management Committee** to operate in accordance with the decision made.
- 9.5 Likewise such duly attested minutes provide a justification for the performance of the required function provided that the terms of the recorded decision have been adhered to.
- 9.6 No person who is not a member of the Club shall be entitled to inquire into the regularity of such direction beyond the verification of the signature of the Secretary.

10 SECTION 10 : DISPUTE RESOLUTION

- 10.1 All suggestions and complaints to be drawn to the attention of the **Management Committees** must be made in writing to the Secretary, who shall bring the same before the **Management Committee** at the next meeting of that Committee.
- 10.2 Should any dispute or disagreement arise between members concerning any matter relevant to the Club, the same may be referred to the **Management Committee** by either party. The **Management Committee** shall have power to deal with such matters as it deems necessary.

11 SECTION 11 : FINANCIAL REPORTING

11.1 FINANCIAL YEAR

- 11.1.1 The financial year shall commence on the 1st day of October in any year and close on the 30th day of September of the following year.

11.2 BANK ACCOUNT

- 11.2.1 The **Management Committee** shall open and keep open an account or accounts with one or more financial institution, and all monies belonging to or paid to the Club shall as soon as convenient be deposited in such financial institution to the credit of the Club. Such account or accounts shall be operated by any two of a panel consisting of the Treasurer (or delegate approved by the Management) and any other executive officer of the club. All payments made by the Club shall be properly recorded.

11.3 APPOINTMENT OF AN AUDITOR

11.3.1 There shall be at least one Auditor elected by the members at the Annual General Meeting. The Auditor shall not be a member of the Management Committee. The Auditor shall make a report to the **Management** Committee upon the balance sheet and accounts and in every report shall state whether the balance sheet is a full and fair statement containing all necessary particulars and properly drawn up so as to show a true and correct view of the Club's financial matters.

11.4 CONTROL OVER PROPERTY

11.4.1 The negotiation of a loan, the issuing of debentures, the giving of any security over any property of the Club, the selling or purchasing of any realty, the leasing of any land or buildings of the Club for any term exceeding three years, and all other measures in any way extending the liabilities of the Club beyond the assets and estimated revenue of the Club shall require the previous sanction of an Annual General or Special General Meeting of the Club.

11.4.2 In all other respects the property shall be subject to the control and disposition of the **Management** Committee, which is empowered to negotiate loans, issue debentures and sell or purchase any realty, and lease any land or buildings of the Club for any term not exceeding three years, subject to such sanctions as aforesaid.

12 SECTION 12 : PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

12.1 The income and capital of the BDFNC shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the BDFNC.

13 SECTION 13 : WINDING UP

13.1 The Club may be wound up in the manner provided for in the Act.

14 SECTION 14 : BY-LAWS

14.1 Refer to the separate document BDFNC By-laws.

15 SECTION 15 : GENERAL

15.1 PLAYER SUBSCRIPTIONS

15.1.1 All players participating in competitive sport will be required to pay a player subscription to the Club. This fee is applicable for each sport played and will be due for payment prior to the first competitive game for that season. The player fees for each year are to be determined by the **Management** Committee.

15.1.2 All players are required to be members of the Club.

15.2 CLUB COLOURS

15.2.1 The Club colours shall be red, white and blue.

15.3 DAMAGE TO PROPERTY

15.3.1 No member shall remove from the Club any property of any kind without the permission of three members of the **Management** Committee, or deface or injure any article, which is the property of the Club. Members wilfully removing, breaking or damaging any article the property of the Club, shall pay the same at a price fixed by the **Management** Committee.

15.4 EMERGENCY ADMINISTRATIVE ACTION

15.4.1 In emergency circumstances, action taken by an Officer or Officers of the Club and ratified by the **Management Committee** shall not render any proceedings void unless members at an Annual General or Special General meeting so direct.

15.5 AMENDMENT TO THE CONSTITUTION

15.5.1 No clause in the constitution of the Club shall be amended or repealed except by the consent of three-fourths of the members of the club voting on the motion for such proposed amendment or repeal at an Annual General meeting or Special General Meeting called for that purpose and of which not less than one month's notice in writing, setting out the proposed amendment or repeal, has been given to the Secretary who shall in turn post up such notice (as herein provided for) and deliver such notice to all officers at least three weeks prior to the Special General Meeting and notice of the date, time and place of the proposed Special General Meeting shall be given by the Secretary at the same time.

15.5.2 No substantial amendment of any notice or proposed amendment or repeal of the constitution shall be accepted by the Chairperson of the Special General Meeting unless at least three (3) weeks notice thereof shall have already been given to the Secretary.

15.5.3 Fourteen days written notice of any such Special Meeting shall be given by the Secretary to the members prior to such meeting such notice to contain the reasons for the meeting being called and setting out the amendments for which approval is sought. Any such amendment shall be notified to all senior voting members.

15.6 DISSOLUTION

15.6.1 The Club may be dissolved in accordance with the act:

- a. by the Supreme Court; or
- b. voluntarily; or
- c. on the certificate of the Commission issued with the consent of the Minister.

15.6.2 The Club may resolve to wind up by a special resolution passed at a duly convened meeting of the members of the Club if:

- a. Written notice specifying the intention to propose the resolution as a special resolution to dissolve the Club is posted on the Club's website and notified to each member's last email address appearing in the Club's register at least twenty one (21) days prior to a Special General Meeting called for such purpose by a person raising the resolution and,
- b. The resolution to dissolve the Club is passed at a meeting referred to in this paragraph by a majority of not less than least three quarters of the members being entitled to vote in person or via proxy at the meeting.

Then,

-
- c. Following confirmation of the decision to dissolve, the **Management** Committee must conform with the provisions of the current Associations Incorporations Act, and appoint a person, who may be a member of the Club, to act as a liquidator and have the appointment approved by the Corporate Affairs Commission.
 - d. Following acknowledgment by the Corporate Affairs Commission the Liquidator shall thereupon proceed to sell and realise the property of the Club and out of the net proceeds of such sale, realisation to discharge and satisfy all the liabilities of the Club.

15.6.3 In the event of the Club being wound up, whether voluntarily or otherwise, the net proceeds of the sale and realisation of the Club's property and assets, both real and personal, after payment of all debts and liabilities of the Club and of all costs, charges and expenses properly payable in connection with such sale and realisation of the Club's property and of the winding up of the Club, shall be disposed of to other Football and Netball Clubs, or charitable institution(s), or other body(s) as may be determined by the **Management** Committee in their absolute discretion, and no member shall be entitled to share in or receive any benefit from such net proceeds in the event of the Club being wound up as aforesaid.

15.7 OVAL USE

15.7.1 Both Lyndoch and Williamstown grounds shall be used for matches at the discretion of the **Management** Committee. **Additional appropriate grounds can be utilised at the discretion of the Management Committee from time to time.**