



**AINSLIE FOOTBALL & SOCIAL CLUB
LIMITED
ACN: 102 364 321**

**A PUBLIC COMPANY LIMITED BY
GUARANTEE**

CONSTITUTION

Table of Contents

	Objects and Transition	Page 3
Rule	Description	Page
	Part I - Preliminary	4-7
1	Definitions and Interpretations	4-7
	Part II - Membership	7-15
2	Membership Qualifications	7-8
3	Proposal for Members – Voting Members	8-9
4	Application for Social Members	9-10
5	Life Members	10
6	Membership Entitlements	10-11
7	Cessation of Membership	11
8	Entrance Fee and Annual Member’s Subscription	11-12
9	Liability of Members	12
10	Discipline of Members	12-15
	Part III – The Board	15-21
11	Powers of the Board	15
12	Constitution of the Board	15
13	Election of Directors	16-17
14	Secretary	17-18
15	Removal of Directors & Vacancies on the Board	18
16	Board Meetings	19
17	Delegation by Board to Sub-Committees	19-20
18	Voting and Decisions	20-21
	Part IV – General Meetings	21-25
19	Annual General Meetings	21
20	General Meetings	22
21	Notice of General Meetings	22
22	Procedure at General Meetings	23
23	Voting	23-24
24	Proxies	24-25
25	Technology	25
	Part V – Miscellaneous	26-29
26	By-Laws	26
27	Income & Property	26-27
28	Accounts and Audit	27
29	Common Seal	27
30	Records	27
31	Service of Notices	28
32	Alteration of Objects and Rules	28
33	Place of Business	29
34	Winding Up	29

AINSLIE FOOTBALL & SOCIAL CLUB LIMITED
ACN: 102 364 321

A PUBLIC COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OBJECTS

The Objects of the Ainslie Football & Social Club Limited (**the Club**) are:

- (a) primarily, to foster Australian football;
- (b) to foster golf and all other sports and recreational pursuits;
- (c) to provide venues for the recreation of members and their guests in any sport or other recreational pursuit;
- (d) to become affiliated with any peak administrative body associated with any sport or recreational pursuit;
- (e) to establish, maintain and conduct a social environment for the accommodation of the members of the Club;
- (f) to acquire, undertake and carry on any trading activity or business of any nature, whether in the Australian Capital Territory, elsewhere in Australia or the world;
- (g) to be engaged in any activity which the Club may deem to be of direct or indirect benefit to the Club and its members and their guests.

TRANSITION

Immediately prior to the adoption of this iteration of the Constitution:

- (a) Members who were known as “Ordinary Members” will now be known as “Voting Members”;
- (b) Members who were known as “Associate Members” will now be known as “Social Members”;
- (c) Members who were known as “Life Members” remain as “Life Members”; and
- (d) there were no Members within the “Country Members” category of membership.

CONSTITUTION

PART I - PRELIMINARY

1. **Definitions & Interpretations**

- 1.1. Unless the context requires otherwise, words and phrases defined in this Constitution have the following meanings:

"**Act**" means the *Corporations Act 2001* (Cth).

"**Annual General Meeting**" means a general meeting of Members held in accordance with the Act.

"**Annual Member's Subscription**" means the amount of the annual membership fee payable by a Member under this Constitution.

"**Applicant**" means a person who applies for membership of the Club.

"**Authority**" means the Australian Securities & Investments Commission.

"**Board**" means the board of Directors of the Club.

"**Club**" means Ainslie Football & Social Club Limited ACN 102 364 321.

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

"**Director**" has the same meaning as under the Act.

"**Employee**" includes permanent, part time permanent and casual employees but does not include a consultant or contractor to supervise services to the Club.

"**Entrance Fee**" means the fee payable by an Applicant under this Constitution as a condition of that person becoming a Member.

"**General Meeting**" has the meaning given to it by the Act, and includes an Annual General Meeting.

"**Life Member**" has the meaning given to it by Rule 5.

"**Member**" means a member of the Club in a category specified under Rule 2.1.

"**Membership**" means membership of the Club.

"**Member's Contribution**" is the total sum of the Entrance Fee and the Annual Member's Subscriptions.

"**Nominated Director**" means a Voting Member or Life Member nominated by the Nominator under Rule 12.1 for election to the Board.

"Nominator" means:

- (a) the Ainslie Football Club Incorporated ABN 22 937 571 760, or
- (b) if, at any time, the Board is not reasonably satisfied that the Ainslie Football Club Incorporated ABN 22 937 571760 is a Prescribed Club, such other Prescribed Club that is nominated by the Board by Special Resolution.

"Notice Board" means a notice board to be placed by the Board, in a position within each premises of the Club, accessible to all Members.

"Objects" means the objects of the Club as altered, from time to time, in accordance with this Constitution and the Act.

"Office Bearer" means each of the President, Senior Vice-President and Vice-President of the Club elected by the Board under Rule 11.2.

"ordinary resolution":

- (a) of the Board means a resolution passed either:
 - (i) at a duly convened meeting of the Board by a majority of more than 50% of the votes cast by Directors entitled to vote on the resolution, or
 - (ii) by all Directors pursuant to a circulating resolution as set out in Rule 18.5; and
- (a) of the Club means a resolution notified and passed by a majority of more than 50% of the votes cast by Members entitled to vote on the resolution in accordance with the Act.

"Other Club" means any licensed premises with similar Objects to the Club in the ACT other than the Club.

"Prescribed Club" means an association incorporated under the *Association Incorporations Act 1991* (ACT) or a corporation incorporated under the Act which, under the *Gaming Machine Act 2004* (ACT), is an associated organisation of the Club and:

- (a) has, as its principal object, the promotion, and
- (b) regularly participates in a competition,
of Australian football.

"Register of Members" means the Register of Members to be kept in accordance with section 169 of the Act.

"Regulations" means the *Corporations Regulations 2001* (Cth).

"Secretary" means the person appointed pursuant to Rule 14.

"Social Member" has the meaning given to it by Rule 4.

"Special Resolution":

- (a) of the Board means a resolution passed either:
 - (i) at a duly convened meeting of the Board by a majority of at least 75% of the votes cast by Directors entitled to vote on the resolution, or
 - (ii) by all Directors pursuant to a circulating resolution as set out in Rule 18.5; and
- (b) of the Club means a resolution notified and passed by at least 75% of the votes cast by Members entitled to vote on the resolution in accordance with the Act.

"Sub-Committee" means a Sub-Committee appointed by the Board under Rule 17.

"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.

"Voting Member" has the meaning given to it by Rule 3.

1.2. In this Constitution, unless the contrary intention appears:

- (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;
- (c) a reference to a 'Rule' is a reference to a rule within this Constitution;
- (d) words importing the singular include the plural and vice versa;
- (e) words importing any gender include all other genders;
- (f) any headings inserted in this Constitution are included for convenience and will not affect its construction;
- (g) the word "includes" in any form is not a word of limitation;
- (h) where a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning.

- 1.3. The provisions of the *Acts Interpretation Act 1901* (Cth) apply to, and in respect of, this Constitution in the same manner as those provisions would apply if this Constitution were an instrument made under the Act.
- 1.4. The Club is a company limited by guarantee and does not have share capital.

PART II - MEMBERSHIP

2. Membership Qualifications

2.1. There are three different classes of Members being:

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

each of whom have the rights, privileges and obligations as set out in this Constitution.

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

- (a) has attained 18 years,
- (b) in the case of Voting Members, has been proposed for membership as a Voting Member in accordance with Rule 3,
- (c) has been approved for membership by the Board,
- (d) pays the Entrance Fee (if any) and any Annual Member's Subscription then payable,
- (e) in the case of Voting Members and Life Members; is also a member of the Ainslie Football Club Incorporated.

2.3. The Board has absolute discretion and may, without reason, refuse to register a person as a Member of the Club.

2.4. A Social Member is not a member for the purposes of the Act and has no right to notice of, to attend, or to vote in, any meetings of Members.

2.5. The Board may, from time to time, prescribe the maximum number of Members, or any category of Members, provided that the number of Voting Members must not, at any time, be less than 300.

2.6. The Secretary must, on behalf of the Club:

- (a) keep a Register of Members as required by, and in compliance with the Act,

- (b) record in the Register of Members, any notice of changes or address or other particulars relating to the Members, and
- (c) keep records of the election of members and the election and re-election of members of the Board, in accordance with and for such time as required under the Act being for a period not less than two (2) years.

3. Proposal for Membership – Voting Members

- 3.1. An Applicant for membership as a Voting Member must be proposed by a Voting Member or Life Member.
- 3.2. Each proposal for membership as a Voting Member must be in writing, in a form prescribed by the Board, from time to time, and lodged with the Secretary or the Secretary's nominee, together with:
 - (a) the amount equal to the Entrance Fee (if any); and
 - (b) the anticipated amounts payable for the Annual Member's Subscription.
- 3.3. As soon as practicable after receiving a proposal for membership, the Secretary will:
 - (a) unless otherwise directed by the Board, display, on the Notice Board, particulars relating to that proposal, for a period of fourteen days, and
 - (b) at the end of that period (or earlier, at the direction of the Board), refer the proposal to the Board for determination.
- 3.4. An Applicant will only be approved for membership by a Special Resolution of the Board.
- 3.5. No person who has had their membership terminated by the Club pursuant to this Constitution will be admitted as a Member except by the unanimous resolution of the Board. If any person to whom this Rule 3.5 applies is admitted as a Member other than by unanimous resolution, such admission will be null and void and of no effect.
- 3.6. If the Board approves a proposal for membership in accordance with Rule 3.4, the Secretary must:
 - (a) record the names of the Directors who participated in the decision and who voted in favour of the proposal,
 - (b) as soon as practicable, notify the Applicant of that approval,
 - (c) enter the Applicant's name in the Register of Members, whereupon the Applicant will become a Member.
- 3.7. If the Board 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 anticipated Entrance Fee or Annual Members Subscription.
- 3.8. In the period between a proposal for membership specified in Rules 3.1 and 3.2, and the determination of the Board referred to in 3.3 through 3.7 inclusive, an Applicant will be automatically admitted as a Social Member (if they are not already a Social Member).
- 4. **Application for Social Members**
- 4.1. An Applicant for membership as a Social Member can be made by the Applicant directly to the Club.
- 4.2. Each proposal for membership as a Social Member must be in writing, in a form prescribed by the Board, from time to time, and lodged with the Secretary or the Secretary's nominee, together with:
 - (a) the amount equal to the Entrance Fee (if any); and
 - (b) the anticipated amounts payable for the Annual Member's Subscription.
- 4.3. As soon as practicable after receiving a proposal for membership, the Secretary will refer the proposal to the Board for determination.
- 4.4. An Applicant will only be approved for membership by a Special Resolution of the Board.
- 4.5. If the Board approves a proposal for membership in accordance with Rule 4.4, the Secretary must:
 - (a) record the names of the Directors who participated in the decision and who voted in favour of the proposal,
 - (b) as soon as practicable, notify the Applicant of that approval,
 - (c) enter the Applicant's name in the Register of Members, whereupon the Applicant will become a Member.
- 4.6. If the Board 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 anticipated Entrance Fee or Annual Member's Subscription.
- 4.7. No person who has had their membership terminated by the Club pursuant to this Constitution will be admitted as a Member (in any category) except by the unanimous resolution of the Board. If any person to whom Rule 4.3 applies is admitted as a Member other than by unanimous resolution, such admission will be null and void and of no effect.

4.8. In the period between a proposal for membership specified in Rules 4.1 and 4.2, and the determination of the Board referred to in Rules 4.3 through 4.7 inclusive, an Applicant will be automatically, but temporarily admitted as a Social Member whose membership can be revoked at any time by notice to the Applicant.

5. **Life Members**

5.1. On the recommendation of the Board, but not otherwise, the Club may by Special Resolution, appoint any Voting Member to be a Life Member provided that the number of Life Members of the Club does not at any time exceed 5 per centum of the number of Voting Members.

5.2. Each Life Member has all the rights, privileges and obligations of Voting Members, but the Annual Member's Subscription payable by Life Members is fixed at \$2.00 or such other fee as determined by the Board.

6. **Membership Entitlements**

6.1. The premises occupied by the Club, and the facilities and property of the Club, must, at all times, be kept and maintained for the benefit of Members generally.

6.2. A person (whether or not a Member), is not entitled, under this Constitution or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from the Club that is not available equally to all Members other than a profit, benefit or advantage:

- (a) that arises under an agreement where the parties are dealing with each other at arms length as defined under the Act;
- (b) conferred on a Member under a resolution passed at a general meeting of the Club; or
- (c) as otherwise allowed by law.

6.3. A person (whether or not a Member), is not entitled, under these Rules or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from:

- (a) the grant of any licence to the Club under the *Gaming Machine Act 2004* (ACT) or the *Liquor Act 2010* (ACT), or
- (b) any added value that may accrue to the premises of the Club because of the grant of a licence to the Club under those Acts,

that is not available equally to all Members.

6.4. 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.

6.5. The Club must not make to any officer, employee, any payment by way of commission, profit or allowance from, or upon the receipts from, the supply of liquor or the operation of gaming machines on the Premises.

7. **Cessation of Membership**

7.1. A person ceases to be a Member if that person:

- (a) dies,
- (b) does not pay its Annual Member's Subscription within 42 days (or such longer period not exceeding 360 days, as the Board may, from time to time, determine) after the Annual Member's Subscription became due,
- (c) has their membership terminated by the Club,
- (d) resigns in accordance with Rule 7.3.

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 termination, the date determined by the Board, but not being earlier than the date that the Board confirms the termination under Rule 10.11, and
- (d) in the case of failure to pay the Annual Member's Subscription, the date determined by the Board, being not earlier than the date that the Annual Member's 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 Board may, from time to time, determine), notice in writing to the Secretary of intention to resign.

8. **Entrance Fee and Annual Member's Subscriptions**

8.1. The Entrance Fee payable, if any, by Applicants for membership will be the amount determined by the Board provided that in the case of an Applicant who has previously been a Member, the Board may, in its absolute discretion, waive payment of the Entrance Fee.

8.2. Each Member must pay an Annual Member's Subscription which will be an amount determined by the Board for each category of membership, other than Life Members whose Annual Member's Subscriptions is fixed under Rule 5.2.

- 8.3. Members who, at the time that their Annual Member's Subscriptions are due, are qualified, under the *Social Security Act 1991* (Cth) or such equivalent legislation, to receive an age pension, a disability support pension, or who are a serving or former serving Australian Defence Force member, will pay an amount determined by the Board from time to time.
- 8.4. All Annual Member's Subscriptions must be paid in advance:
- (a) in the case of new Voting Members in accordance with Rule 3.2;
 - (b) in the case of new Social Members in accordance with Rule 4.2;
 - (c) in the case of renewing Voting Members or Life Members, on each anniversary of their admission to membership; and
 - (d) in the case of renewing Social Members, on each anniversary of their admission to membership.

9. **Liability of Members**

- 9.1. Despite Social Members not being members for the purposes of the Act, the liability of each Member (regardless of category) to contribute towards the payment of liabilities of the Club for the costs, charges and expenses for which the Club is liable for upon winding up, is limited to \$2.00 and this amount will for the purpose of the Act be the amount guaranteed by each Member.

10. **Discipline of Members**

- 10.1. A reference in this Rule to "Board" will be read, where a relevant delegation has been made under Rule 17, to a "Sub-Committee".
- 10.2. Where the Board considers a Member may have:
- (a) refused or neglected to comply with any provisions of this Constitution; or
 - (b) acted in a manner prejudicial to the interests of the Club;
- it may investigate the facts and circumstances relevant to the possible offences.
- 10.3. Where the Board considers it appropriate, it may in its absolute 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 Board, 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 this Constitution; or
 - (b) has acted in a manner prejudicial to the interests of the Club;

the Board may resolve to impose a penalty on the member (the "**discipline resolution**").

- 10.5. Where it is proposed by a Board 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 Board;
 - (c) informing the Member that he or she may do either or both of the following:
 - (i) attend and speak at the discipline meeting
 - (ii) submit to the Board at, or prior to, the discipline meeting, written representations relating to the allegations.
- 10.6. For the avoidance of doubt, the Secretary, or other member or officer duly authorised, may draft the notice and the terms of the offence or offences and the grounds in support thereof referred to in Rule 10.5.
- 10.7. At a discipline meeting, the Board will in accordance with the principles of natural justice:
- (a) consider whether or not the provisions of this Constitution have been complied with;
 - (b) where it appears that there has been non-compliance with any of the Rules within this Constitution, the meeting will not proceed further at that time unless the Board is satisfied that no prejudice would be caused to the Member by so proceeding (such conclusion and decision thereon will be included in the minutes of the meeting);
 - (c) consider any application by the Member for an adjournment;
 - (d) consider whether to adjourn the discipline meeting to a later time and date (notification to the Member to be provided in accordance with Rule 10.5);
 - (e) where the Board proceeds to hear the matter:
 - (i) give to the Member who is the subject of the notice in Rule 10.5 an opportunity to make oral and written representations;
 - (ii) give due consideration to any oral and/or written representations submitted to the Board by that Member, at or prior to, the discipline meeting;

- (iii) give every opportunity to put such relevant material before the Board as the Member so desires;
 - (iv) form an opinion 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 Board may hear and determine the matter in the absence of the Member.
- 10.9. Where, at any stage, the Board 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 Board is satisfied that no prejudice would be caused to the Member, the Board may make the amendments and proceed to hear and determine the allegations;
 - (b) where the Board cannot notify the Member of the amendments orally and/or the Board is not satisfied that no prejudice would be caused to the Member by proceeding, the Board will:
 - (i) adjourn the discipline meeting to a date, time and place as determined by the Board (or an officer designated authority to so determine);
 - (ii) notify the Member of the grounds of the amended allegations (notification to the Member to be provided in accordance with Rule 10.5) and the date, time and place for the resumption of the discipline meeting.
- 10.10. A Board which has formed an opinion under Rule 10.4 will, 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 Board may resolve to impose on a Member will be:
 - (a) a reprimand of the Member;
 - (b) terminate the Member's membership of the Club;
 - (c) suspension of the Member:
 - (i) for such period, and
 - (ii) from enjoying such rights and privileges of membership,
 as the Board may determine.
- 10.12. Where more than one discipline resolution is passed in respect of a Member, the Board 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 Board's discretion.

- 10.13. Within 14 days after a Board has passed a discipline resolution, the Secretary must notify the Member in writing of the terms of the discipline resolution.
- 10.14. Except as provided by this Constitution or at law, there will be no appeal against a decision or disciplinary resolution of the Board or the Sub-Committee under this Rule 10.

PART III - THE BOARD

11. Powers of the Board

- 11.1. Subject to the Act, the Regulations and this Constitution, the Board:
- (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 this Constitution, required to be exercised by the Club in a General Meeting, and
 - (c) has the power to perform acts and do all other things that the Board believes to be necessary or desirable for the proper management of the affairs of the Club.

12. Constitution of the Board

- 12.1. The Board will consist of ten (10) directors, seven (7) of whom must be Nominated Directors. Each Director (regardless of appointment or election method) must be a Voting Member or Life Member.
- 12.2. Only Directors will be eligible to be elected as Office Bearers and the Board:
- (a) must elect the Office Bearers at the first meeting of the Board to be held following the Annual General Meeting, and
 - (b) if there is a vacancy in a position of an Office Bearer, may appoint another Director to fill that vacancy.
- 12.3. Subject to the remainder of this Constitution, each Director, including a Director appointed under Rule 12.4, will hold office until conclusion of the Annual General Meeting following the date of the Director's election (or appointment) but is eligible for re-election (or election).
- 12.4. If there is a vacancy in the Board, the Board may appoint a Voting Member or a Life Member, who, in the case of a vacancy in an office previously occupied by a Nominated Director, must be nominated by the Nominator, to fill that vacancy.
- 12.5. A person appointed pursuant to 12.4 must consent to such appointment in writing.
- 12.6. The Secretary must keep such written consent under Rule 12.5.

13. **Election of Directors**

- 13.1. The candidates for the election of seven (7) positions on the Board as Directors must be those Voting Members or Life Members nominated by the Nominator.
- 13.2. A person will not be eligible for election as a Director or appointment pursuant to Rule 12.4 if that person is:
- (a) an employee of the Club; or
 - (b) an employee of any Other Club; or
 - (c) is a director or office bearer, or member of a board of any Other Club.
- 13.3. Nomination of candidates for election as Directors must be made in writing:
- (a) in the case of the seven (7) candidates to be nominated under Rule 13.1, signed by the President or the Secretary of the Nominator,
 - (b) in the case of the candidates for the remaining three (3) Director positions, signed by two of the following Members:
 - (i) Life Members;
 - (ii) Voting Members; or
 - (iii) Social Members, and
 - (c) in either case be:
 - (i) accompanied by the written consent of the candidate (which may be endorsed on the nomination form), and
 - (ii) 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.
- 13.4. Once nominations have closed and until conclusion of the Annual General Meeting, the Secretary must display on the Notice Board the name of each candidate for the information of Members.
- 13.5. In respect of those candidates to be nominated by the Nominator under Rule 13.1, the following provisions will apply:
- (a) if there are less than seven (7) nominations, the candidates nominated will be declared elected and the Secretary must request the Nominator to make further nominations for the vacancies which may be received at any time prior to, or at, the Annual General Meeting, and
 - (b) if there are seven (7) nominations, the candidates nominated will be declared elected.
- 13.6. In respect of those candidates to be nominated for the remaining three Director positions on the Board, the following provisions will apply:

- (a) if there are less than three (3) nominations then those candidates will be declared elected and further nominations for the remaining vacancies will be called for, and may be received, at the Annual General Meeting,
 - (b) if there are three (3) nominations, the three (3) candidates nominated will be declared elected, and
 - (c) if the number of nominations exceeds the number of vacancies, (including vacancies referred to in Rule 13.6(a)), a ballot for determining who, amongst those candidates, will be elected to those vacancies, must be held at the Annual General Meeting.
- 13.7. If insufficient further nominations are received under Rule 13.5(a) or Rule 13.6(a), any vacant positions remaining on the Board may, subject to Rule 13.1, be filled in accordance with Rule 12.4.
- 13.8. The ballot for election of Directors under 13.6(c) must be completed at the Annual General Meeting in the manner determined by the Board.
- 13.9. A person is not eligible to contemporaneously hold more than one office on the Board.
- 13.10. The Secretary must keep all written consents given pursuant to Clause 13.3(c) for those candidates elected as Directors in accordance with this Constitution.

14. **Secretary**

- 14.1. The Board will appoint a person as a Secretary of the Club pursuant to the Act.
- 14.2. The Secretary will hold the office upon such terms and conditions as determined by the Board.
- 14.3. The Secretary will hold office for a period determined at the discretion of the Board which will be no longer than the next Annual General Meeting following the appointment but the Secretary will be eligible for re-appointment.
- 14.4. The Secretary must consent to such appointment in writing, and (if appointed) keep such written consent with the books and records of the Club.
- 14.5. The Secretary must, as soon as practical after appointment, notify the Club of their personal details as required under the Act.
- 14.6. The Secretary will:
- (a) give notice:
 - (i) to Directors, of all Board meetings, and
 - (ii) to Voting Members and Life Members, of all General Meetings,
 - (b) keep minutes of:
 - (i) all elections and appointments of Directors,

- (ii) the names of all Directors and Members present at Board meetings and General Meetings, and
 - (iii) all proceedings at Board meetings (including disclosures as required by the Act)
 - (iv) General Meetings,
- (c) keep a Register of Members,
 - (d) perform the functions of the Secretary as set out in this Constitution and the Act, and
 - (e) carry out other duties as directed by the Board.

15. **Removal of Directors & Vacancies on the Board**

- 15.1. A person must be removed as a Director of the Club if they are disqualified in accordance with the Act.
- 15.2. The Club, by ordinary resolution, may remove a Director of the Club in accordance with the Act.
- 15.3. For the purposes of this Constitution, a vacancy in the office of a Director occurs if the Director:
- (a) dies,
 - (b) ceases to be a Voting Member or a Life Member,
 - (c) resigns from office in accordance with the Act,
 - (d) is removed from office pursuant to Rule 15,
 - (e) is disqualified from managing a company under the Act,
 - (f) without the consent of the Board, is absent from three consecutive meetings of the Board,
 - (g) becomes an employee of the Club,
 - (h) becomes an employee of any Other Club, or
 - (i) is a director or office bearer, or member of a board of any Other Club,
- and the vacancy occurs (and the Director ceases to be a director automatically) on the date of the event occurring without the Board or the Club needing to take further steps.
- 15.4. A person who replaces a Director removed under this Rule 15 will be deemed to have been a Director on the same date as the removed Director was and must retire on the same date that the removed Director would have but will be eligible for re-appointment in accordance with this Constitution.

16. **Board Meetings**

- 16.1. The Board will meet at least once in each calendar month at the place and time determined by the Board, from time to time.
- 16.2. Additional meetings of the Board may be convened by the President.
- 16.3. Oral or written notice of a meeting of the Board will be given by the Secretary to each Director at least 48 hours (or such other period as may be unanimously agreed upon by the Board) before the time appointed for the holding of the meeting.
- 16.4. Any six (6) Directors constitute a quorum for the transaction of the business of a meeting of the Board.
- 16.5. No business can be transacted by the Board unless a quorum is present and if, within half an hour after the time appointed for the meeting, a quorum is not present, the meeting must stand adjourned to the same day in the following week, at the same time and at the same place.
- 16.6. If, at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the meeting, the meeting must be dissolved.
- 16.7. At meetings of the Board:
 - (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 will have the powers and functions of the President during that meeting.
- 16.8. Except as provided by the previous provisions of this Rule 16, the procedure to be followed at a meeting of the Board will be as determined by the Board, from time to time, and the person presiding will be responsible for the proper conduct of each meeting.
- 16.9. A meeting of the Board 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.
- 16.10. 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.

17. **Delegation by Board to Sub-Committees**

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

- (a) this power of delegation, and
 - (b) a function which is a function imposed on the Board by the Act or by any other law of the Australian Capital Territory.
- 17.2. A function, the exercise of which has been delegated to a Sub-Committee under Rule 17.1, may, while the delegation remains unrevoked, be exercised, from time to time, by the Sub-Committee in accordance with the terms of the delegation.
- 17.3. Subject to any terms of reference of a Sub-Committee to the contrary, any member appointed to a Sub-Committee will, unless appointed for a shorter period, or that person's appointment is revoked sooner by the Board, hold office until the next Annual General Meeting following the date of appointment.
- 17.4. Except as provided by the previous provisions of this Rule 17, a delegation under this Rule 17, 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.
- 17.5. No delegation under this Rule 17 will prevent the Board from exercising any delegated function.
- 17.6. Any act or thing done or permitted by a Sub-Committee, acting in the exercise of a delegation under this Rule 17, has the same force and effect as it would have if it had been done or permitted by the Board.
- 17.7. The Board may, by instrument in writing, revoke, wholly or in part, any delegation under this Rule 17.
- 17.8. The procedure to be followed at a meeting of a Sub-Committee, and the frequency of those meetings, and the ability to use Technology, will be as directed by the Board and, failing any direction, as determined by the Sub-Committee.
- 18. **Voting and Decisions**
- 18.1. Questions arising at a meeting of the Board will be determined by a majority of the votes of the Directors present at the meeting.
- 18.2. Each Director present at a meeting of the Board (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.
- 18.3. Subject to Rule 16.5, the Board may act notwithstanding any vacancy on the Board.

- 18.4. Any act or thing done or permitted, or purporting to have been done or permitted, by the Board, 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.
- 18.5. Where a Board 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 Board.
- 18.6. Any such resolution in Rule 18.5 may consist of several documents in like form each signed by one or more Directors.
- 18.7. Electronic copies of scanned original signatures, or documents digitally signed, will be sufficient evidence of signed assent by the Directors.

PART IV - GENERAL MEETINGS

19. Annual General Meetings

- 19.1. The Board must call and hold an Annual General Meeting of its Voting Members and Life Members in accordance with the Act.
- 19.2. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting will be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since the last preceding Annual General Meeting,
 - (b) consideration of the Annual Financial Report, Directors Report and Auditors Report,
 - (c) to receive from the Board, reports on the activities of the Club during the last preceding Club Year,
 - (d) to elect Directors, and
 - (e) the appointment of an Auditor.
- 19.3. An Annual General Meeting is a General Meeting for the purposes of this Constitution.

20. **General Meetings**

- 20.1. The Voting Members and Life Members are entitled to request the Directors of the Club to call a meeting in accordance with s.249D of the Act.
- 20.2. A General Meeting convened under Rule 20.1 will be convened and the meeting must be held not later than two months after the request is given to the Club.
- 20.3. If the Directors fail to convene a General Meeting within twenty-one (21) days after the request is given to the Club by the relevant Members under Rule 20.1, the Members who requested the General Meeting (**the requisitioning Members**) may call and arrange to hold a General Meeting.
- 20.4. A General Meeting convened under Rule 20.3 must be convened in the same way so far as possible in which General Meetings of the Club are called and must be held within 3 months after the request was given under Rule 20.1. Each requisitioning Member is entitled to be reimbursed by the Club for any reasonable expense incurred in convening that meeting.
- 20.5. Voting Members and Life Members are also entitled to call a meeting in accordance with s.249F of the Act and such meeting must be convened as nearly as practicable in the same manner as General Meetings are called by the Board and the Members calling the meeting must pay the expenses of calling and holding this meeting.
- 20.6. For clarity, a Director can make a request, sign a requisition or assist to call and hold a General Meeting pursuant to Rules 20.1 to 20.5 (inclusive) in their personal capacity as a Voting Member or Life Member.
- 20.7. Unless invited by the Board, Social Members are not entitled to be given notice of, or attend, any General Meeting of the Club.

21. **Notice of General Meetings**

- 21.1. The Secretary must display upon the Notice Board:
 - (a) at least 21 days prior to the date of the General Meeting; or
 - (b) such other period as allowed under the Act,a notice, specifying the place, date and time of the meeting, the nature of the business proposed to be transacted at the meeting (if applicable), and notice of intention to propose a resolution as a Special Resolution.
- 21.2. The Secretary may also give notice of a General Meeting to the Voting Members and Life Members by the use of any Technology approved by the Directors from time to time.
- 21.3. No business other than that specified in the notice convening a General Meeting will be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Rule 19.2.

22. **Procedure at General Meetings**

- 22.1. No item of business will be transacted at a General Meeting or Annual General Meeting unless a quorum is present at the time the meeting is open for the transaction of business.
- 22.2. Twenty-five 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 (including an Annual General Meeting).
- 22.3. 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 to the Club has been paid.
- 22.4. 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 or a Director, will be dissolved, and
 - (b) in any other case, will stand adjourned to the same day in the following week, at the same time and at the same place.
- 22.5. 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) will constitute a quorum.
- 22.6. 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.
- 22.7. 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 General 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.

23. **Voting**

- 23.1. Only Voting Members and Life Members are entitled to vote at a General Meeting.
- 23.2. Subject to Rule 23.3, upon any question arising at a General Meeting of the Club, each Voting Member and Life Member has one vote.
- 23.3. 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.

- 23.4. 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.
- 23.5. At a General Meeting, a poll may be demanded by:
- (a) the person presiding; or
 - (b) by not less than five Voting Members and/or Life Members entitled to vote who are present in person or by proxy; or
 - (c) Voting Members and/or Life Members with at least 5% of the votes that may be cast on a resolution of the poll who are present in person or by proxy.
- 23.6. 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.

24. **Proxies**

- 24.1. 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.
- 24.2. Subject to any additional requirements set out in a By-law, such appointment must be in writing (in a form approved by the Board 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.
- 24.3. 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.
- 24.4. The proxy appointed must be a Voting Member or Life Member. The proxy may be the person presiding over the relevant General Meeting/s.

- 24.5. Excluding the person presiding over the relevant General Meeting, a proxy may only hold up to five (5) proxies.
- 24.6. Unless the Company has received written notice of the matter before the start or resumption of the General Meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
- (a) the appointing Member dies; or
 - (b) the Member is mentally incapacitated; or
 - (c) the Member revokes the proxy's appointment; or
 - (d) the Member revokes the authority under which the proxy was appointed by a third party.
- 24.7. A proxy's authority to vote is suspended while the Member is present at the meeting.
- 24.8. 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.
- 24.9. A proxy is not permitted to vote on:
- (a) a resolution put to a show of hands; or
 - (b) any ballot which is required to be conducted in accordance with the *Gaming Machine Act 2004* (ACT) and the *Gaming Machine Regulations 2004* (ACT).
- 24.10. The Secretary may reject an instrument of proxy if it is incomplete, fraudulent or does not otherwise meet the requirements for any By-Law relating to proxies.

25. **Technology**

- 25.1. A General Meeting may be called or held using any Technology, provided that the Technology gives the Voting Members and Life Members attending the meeting (as a whole) a reasonable opportunity to participate.
- 25.2. 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.
- 25.3. A reference to a Member being "present" or "present in person" at a General Meeting includes being present by the use of Technology.

PART V - MISCELLANEOUS

26. By-Laws

- 26.1. The Board will have power, from time to time, to make by-laws, not inconsistent with this Constitution or the Act, prescribing all matters which, by this Constitution, are required or permitted to be prescribed or which may be necessary, expedient or convenient for the proper conduct and management of the Club and, in particular, but not exclusively, they may make by-laws regulating:
- (a) the terms and conditions upon which visitors may be permitted to use the premises and property of the Club,
 - (b) the times of opening and closing the premises of the Club or any part of those premises,
 - (c) the rules to be observed, and prizes to be played for, by Members or visitors playing any game on the premises of the Club,
 - (d) the setting aside of the whole, or any part, of the premises of the Club, at any particular time, for any particular purpose,
 - (e) the imposition of fines for the breach of any by-law or Rule,
 - (f) the procedure at General Meetings and meetings of the Board,
 - (g) the conduct of Members in relation to one another and to the employees of the Club, and
 - (h) generally, all other matters that are commonly the subject of club by-laws, provided that those by-laws will not prohibit the playing of games of chance for money on the premises of the Club.
- 26.2. The Board will have power, from time to time, to amend or repeal any by-laws.
- 26.3. All by-laws must be displayed on the Notice Board as soon as practicable after they are made.
- 26.4. 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.

27. Income & Property

- 27.1. The income and property of the Club must be applied solely towards the promotion of the Objects and no part of the income or property of the Club will be paid or transferred directly or indirectly to the Members by way of profit.
- 27.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments will be signed by any two members authorised to do so by resolution of the Board.

27.3. All electronic transfer of payments will only be done after authorisation has been given by any two persons authorised to do so by resolution of the Board.

28. **Accounts and Audit**

28.1. The Club must keep accounting records that comply with the Act.

28.2. The Board must:

- (a) cause a statement of accounts to be prepared at the end of the Club Year in accordance with the Act,
- (b) present to the Annual General Meeting, an audited statement of accounts and associated reports required under the Act, and
- (c) make available copies of the audited statement of account and reports for perusal by Members in accordance with the Act.

29. **Common Seal**

29.1. The common seal of the Club will be kept in the custody of the Secretary.

29.2. The common seal will contain the Club's name, the Australian Company Number (also known as an ACN) or such other abbreviations of these as are permitted under the Act.

29.3. The common seal must not be affixed to any instrument unless attested to by the signature of a Director and either:

- (a) the Secretary, or
- (b) another Director.

There is no requirement for the Club to affix the common seal to any instrument and where the common seal was not affixed to an instrument the instrument will be attested in the same manner as outlined in this Rule.

30. **Records**

30.1. Subject to the Act, the Regulations and this Constitution, the books, records and other documents relating to the Club will be kept in the custody of the Secretary.

30.2. Except:

- (a) as provided by the Act, the Regulations or this Constitution,
- (b) as permitted by any other legislation or at law,
- (c) as directed by any Court,

Members are not entitled to inspect the books, records or other documents kept by the Club.

31. **Service of Notices**

- 31.1. For the purposes of, and except as otherwise provided for in this Rule 31, a notice may be served by, or on behalf of, the Club upon any Member:
- (a) by being served personally upon the Member,
 - (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.
- 31.2. Where a notice is sent to a person by prepaid post, unless the contrary is proved, it will be taken, for the purposes of this Constitution, to have been served on the person at the time at which the notice would have been delivered in the ordinary course of post.
- 31.3. Where a notice is sent to a person by email, unless the contrary is proved, it will be taken, for the purposes of this Constitution, to have been served on the person on the first business day immediately following the date the email was sent.
- 31.4. Any notice to be given to Members or a category of Members generally, may be given by being placed on the Notice Board.

32. **Alteration of Objects and Rules**

- 32.1. Subject to the Act, the Club may modify or alter its Constitution by Special Resolution of the Voting Members and Life Members.
- 32.2. Notwithstanding this Constitution a Special Resolution under Rule 32.1 must be notified and conducted in accordance with the Act.
- 32.3. The Board has the power to amend the Constitution if directed to do so by the ACT Gambling and Racing Commission under the *Gaming Machine Act 2004* (ACT) without the formal consideration of the Voting Members or Life Members of the Club. Such amendments will be approved by the Board and Members will be advised of such amendments by notice on the Club's Notice Board and website(s) within one (1) month of the change being made.
- 32.4. Notwithstanding the provisions elsewhere in this Constitution, the Board is authorised to make any minor amendments to this Constitution such as misspelling or where a piece of legislation referred to in this Constitution is superseded or repealed.
- 32.5. Subject to compliance with any applicable law, the decision of the Board on the interpretation of this Constitution 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 Voting Members and Life Members at a General Meeting.

33. Place of Business

- 33.1. The Club must display its name prominently in every place which the Club carries on business and is open to the public.
- 33.2. The Club must have a registered office at which the Club will display the words "Registered Office".
- 33.3. If the Club changes its registered office it will notify the Authority within the timeframe and in such manner as described under the Act.
- 33.4. The registered office will be open from 10.00am to 4.00pm each business day unless the Board determines otherwise. Any change is to be notified to the Authority within the timeframe and in such manner as described under the Act.
- 33.5. The Club must have a principal place of business which may be the same as the registered office and any change to the principal place of business will be notified to the Authority within the timeframe and in such manner as described under the Act.

34. Winding Up

- 34.1. Upon winding up of the Club, any surplus property of the Club after all provable debts have been satisfied, will subject to any trust affecting that property or part of it, be taken to vest in Ainslie Football Club Incorporated ABN 22 937 571 760 or another association (whether incorporated or not) or company, nominated by the Board.