

# CONSTITUTION

Kingborough Lions United Football Club Inc.

This Constitution Adopted: 17 December 2020

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## 1 NAME OF CLUB

The name of the Club is as follows:

Kingborough Lions United Football Club Inc. hereinafter call "The Club".

## 2 INTERPRETATION

In these rules

- **accounting records** has the same meaning as in the Act;
- **Act** means the Associations Incorporation Act 1964;
- **annual general meeting** means an annual general meeting of the Club held under rule 16;
- **association** has the same meaning as in the Act;
- **auditor** means the person appointed as the auditor of the Club under rule 13;
- **authorised deposit-taking institution** means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;
- **basic objects of the Club** means the objects and purposes of the Club as stated in an application under section 7 of the Act for the incorporation of the Club;
- **board** means the board of directors referred to in rule 29;
- **club** means the Club referred to in rule 1;
- **director of the Club** means a person elected as a director of the Club at an annual general meeting or appointed as a director of the Club under rule 29;
- **executive officer** means the person appointed under rule 28;
- **financial year** has the same meaning as in the Act;
- **Football Tasmania** means the governing football body in Tasmania;
- **general meeting** means –
  - (a) an annual general meeting; or
  - (b) a special general meeting
- **member** means a person admitted to membership of the Club under rule 5;
- **ordinary business of an annual general meeting** means the business specified in rule 16(5);
- **public officer** means the person who is, under section 14 of the Act, the public officer of the Club;
- **patron** means the person appointed under rule 26(4);
- **special committee meeting** means a meeting of the board that is convened under rule 31(2) by the president or by 4 of the directors of the board;
- **special general meeting** means a special general meeting of the Club convened under rule 17;
- **special resolution** has the same meaning as in the Act.

### **3 CLUB'S OFFICE**

The office of the Club is to be at the following place or at any place the board determines:

Lightwood Park, Kingston, Tasmania 7050

### **4 OBJECTS, PURPOSES AND POWERS OF THE CLUB**

4.1 The basic objects of the Club are:

- (a) to provide players the opportunity to play football and attain their goals;
- (b) to promote the game of football;
- (c) to provide an inclusive environment for all club members, family and friends;
- (d) to encourage the highest standards of sports personship, on and off the field;
- (e) to provide quality training and sports facilities.

4.2 The Club has the powers of a natural person.

### **5 MEMBERSHIP OF CLUB**

5.1 General

- (a) the number of members of the Club is unlimited;
- (b) no person may, whether by themselves or their nominee or otherwise, have more than one vote in any election or at any meeting of the Club;
- (c) any person shall be eligible to be a member provided they comply with the conditions laid down pursuant to subrule 5.1(d), and lodges membership fee as determined by the board from time to time;
- (d)
  - (i) to apply for membership an applicant shall comply with such requirements as determined by the board from time to time; and
  - (ii) notwithstanding anything to the contrary contained in rule 5.1(d), the board may in its absolute discretion refuse any application for membership.
- (e) in the event that the condition laid down in rule 5.1(d) is not satisfied by an applicant, the annual subscription lodged by the applicant is to be immediately refunded in full, and the applicant advised that the application for membership has been refused;
- (f) in the event of any prospective or present member being in a position whereby they are unable to meet payment of prescribed fees, the board may receive fees on an instalment basis, or by such other arrangements as the board may deem necessary under the circumstances;
- (g) on a membership application being approved, the secretary will:
  - (i) notify the applicant;
  - (ii) enter the new members' name in the register of members.

(h) a member of the Club may resign by serving on the secretary a written notice of resignation;

(i) on receipt of a notice from a member of the Club under subrule (h), the secretary is to remove the name of the member from the register of members;

(j) a person –

(i) becomes a member of the Club when their name is entered in the register of members; and

(ii) ceases to be a member of the Club when their name is removed from the register of members under subrule (i) or rule 35(4);

(k) the secretary is to maintain, or establish and maintain, a register of members containing -

(i) the name of each member of the Club and the date on which they became a member; and

(ii) the member's postal or residential address or address of business or employment; and

(iii) an email address, if any, that the member has nominated as the email address to which notices from the Club may be sent; and

(iv) the name of each person who has ceased to be a member of the Club and the date on which the person ceased to be a member of the Club.

## 5.2 Membership Categories

Members of the Club shall consist of:

(a) Life Members, who shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings;

(b) Player Members, who shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings;

(c) Coaching Members, aged 18 years and over, shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings;

(d) Junior Members, who shall have no right to receive notice of general meetings and no right to be present or debate or vote at general meetings. One parent or guardian nominated as the primary contact of a financial junior member, irrespective of the number of juniors they have registered, shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings;

(e) Non-Player Members, who shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings;

(f) Associate Members, who shall have no right to receive notice of general meetings and no right to be present or debate or vote at general meetings;

(g) Affiliate Members, who shall have no right to receive notice of general meetings and no right to be present or debate or vote at general meetings.

### 5.3 Life Member

(a) Life membership is the highest honour which can be bestowed by the Club for longstanding (no less than 10 years) and valued service to the Club.

(b) Any member may forward a nomination for life membership to the board for consideration. Such nomination requires a majority board vote to be put forward to a special general meeting.

(c) A nomination, approved by the board, shall be put to a special general meeting for final approval, which must confirm the nomination by a ¾ majority. The life membership is to be presented at the next Club senior annual presentation dinner.

(d) A life member shall enjoy the same privileges as a non-player member, except they shall be exempt from the annual membership fee (if any).

### 5.4 Hall of Fame

The board may in its absolute discretion induct a member into the hall of fame who has achieved state or national representation.

### 5.5 Notable Achievement in Excellence Member

The board may in its absolute discretion elect as a Notable Achievement in Excellence member, criteria the board may consider includes, but is not limited to:

(a) A player on the senior list of the state league (national premier league / women's super league), the statewide cup who has played, a minimum of 200 senior Football Tasmania games or,

(b) a Club player being named the Football Tasmania state league medalist or,

(c) players on the winning senior list winning the Football Tasmania state league cup or,

(d) players on the winning senior list winning the Football Tasmania statewide cup,

(e) Notable Achievement in Excellence members will continue to pay annual fees until retired from playing, when they will become exempt from the annual membership fee (if any).

(f) the board may also in its absolute discretion elect to the Notable Achievement in Excellence membership a Club senior head coach whose team achieves (c) or (d) above.

### 5.6 Player Member

A Club financial Member aged 18 years or older, who is registered with Football Tasmania.

### 5.7 Coaching Member:

A Club coach, registered with Football Tasmania.

### 5.8 Junior Player Member:

A Club financial member aged 17 years or younger, registered with Football Tasmania.

5.9 Non-Player Member:

A Club supporter, volunteer or official being a financial member and where appropriate registered with Football Tasmania.

5.10 Associate Member:

Any person not classified under rules 5.3, 5.4, 5.5, 5.6, 5.7, 5.8, or 5.9 that purchases a Club membership that is less than the annual membership fee (if any) set at the annual general meeting.

5.11 Affiliate Member:

Any person who is a member of a separate organisation, that is considered to be an affiliate of the Club

## **6 CESSATION OF MEMBERSHIP**

(1) A member may resign by contacting the secretary and advising of their resignation.

(2) A member who becomes unfinancial and who remains unfinancial for a continuous period of three (3) months, without activating rule 5.1(f) is deemed to have resigned from membership of the Club effective the last day of that period in the same way as if that member had resigned pursuant to the provisions of rule 6.1.

(3) A member ceases to be a member when their name is removed from the register of members.

(4) Any right, privilege or obligation of a person as a member of the Club –

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates on the cessation of their membership whether by death, resignation or otherwise.

(5) The board may expel a member from the Club if, in the opinion of the board, the member is guilty of conduct detrimental to the interests of the Club.

(6) If the board proposes to expel a member from the Club, a notice in writing is to be served on the member without undue delay;

(a) stating that the board has expelled the member; and

(b) specifying the grounds for the expulsion; and

(c) informing the member of the right to appeal against the expulsion under rule 7.

## **7 APPEAL AGAINST EXPULSION**

(1) A member may appeal against an expulsion under rule 6 by serving on the public officer, within 14 days after the service of a notice under rule 6(6), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.



- (2) On receipt of a requisition, the secretary is to immediately notify the board of the receipt.
- (3) The board is to cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- (4) At a special general meeting convened for the purpose of hearing an appeal under this rule –
- (a) no business other than the question of the expulsion is to be transacted; and
  - (b) the board may place before the meeting details of the grounds of the expulsion and the board's reasons for the expulsion; and
  - (c) the expelled member must be given an opportunity to be heard; and
  - (d) the members of the Club who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (5) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion –
- (a) the expulsion is lifted; and
  - (b) the expelled member is entitled to continue as a member of the Club.
- (6) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion –
- (a) the expulsion takes effect; and
  - (b) the expelled member ceases to be a member of the Club.

## **8 DISPUTES**

- (1) A dispute between a member of the Club, in their capacity as a member, and the Club is to be determined-
- (a) by the member and the president within 7 days, after the member submits a written complaint containing all relevant details and specifics, or
  - (b) failing resolution within that period, by an expert agreed between the member and the president; or failing agreement to agree an expert, the expert is as nominated by the chief executive officer of Football Tasmania.
- (2) This rule does not affect the operation of rule 7.

## **9 LIABILITY OF MEMBERS**

- (1) Any right, privilege or obligation of a person as a member of the Club –
- (a) is not capable of being transferred to another person, and
  - (b) terminates when the person ceases to be a member of the Club.

(2) If the Club is wound up, each person who was, immediately before the Club is wound up, a member of the Club, and each person who was a member of the Club within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute –

(a) to the assets of the Club for payment of the liabilities of the Club; and

(b) for the costs, charges and expenses of the winding-up; and

(c) for the adjustment of the rights of the contributors among themselves.

(3) Any liability under subrule (2) is not to exceed five dollars.

(4) Despite subrule (2), a former member of the Club is not liable to contribute under that subrule in respect of any liability of the Club incurred after he or she ceased to be a member.

## **10 INCOME AND PROPERTY OF CLUB**

(1) The income and property of the Club is to be applied solely towards the promotion of the objects and purposes of the Club.

(2) No portion of the income or property of the Club is to be paid or transferred to any member of the Club unless the payment or transfer is made in accordance with this rule.

(3) The Club may –

(a) pay a person or member of the Club –

(i) remuneration in return for services rendered to the Club, or for goods supplied to the Club, in the ordinary course of business of the person or member; or

(ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Club; or

(iii) interest at a rate not exceeding 7.25% on money lent to the Club by the person or member; or

(iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Club by the person or member; and

(b) pay a member of the board remuneration in return for carrying out the functions of a member of the board; and

(c) pay a member of a subcommittee remuneration in return for carrying out the function of a member of the subcommittee; and

(d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Club to an office in that other association, organisation or body.

(4) Despite subrule (3)(a), (b) and (c), the Club is not to pay a person any amount under that subrule unless the Club or board has first approved that payment.

(5) Despite subrule (3)(d), the Club is not to appoint or nominate a member of the Club under that subrule to an office in respect of which remuneration is payable unless the Club or board has first approved –

- (a) that appointment or nomination; and
- (b) the receipt of that remuneration by that member.

## **11 ACCOUNTS OF RECEIPTS AND EXPENDITURE**

(1) True accounts are to be kept of the following:

- (a) each receipt or payment of money by the Club and the matter in respect of which the money was received or paid;
- (b) each asset or liability of the Club.

(2) The accounts are to be open to inspection by the members of the Club at any reasonable time, and in any reasonable manner, determined by the board.

(3) The finance director of the Club is to keep all accounting books, and general records and records of receipts and payments, connected with the business of the Club in the form and manner the board determines.

(4) The accounts, books and records are to be kept at the Club's office or at any other place the board determines.

## **12 BANKING AND FINANCE**

(1) On behalf of the Club, the finance director of the Club is to personally or by delegation–

- (a) receive any money paid to the Club; and
- (b) immediately after receiving the money, issue an official receipt in respect of the money; and
- (c) cause the money to be paid into the account opened under subrule (2) as soon as practicable after it is received.

(2) The board is to open with an authorised deposit-taking institution an account in the name of the Club.

(3) The board may –

- (a) receive from an authorised deposit-taking institution a cheque drawn by the Club on any of the Club's accounts with the authorised deposit-taking institution; and
- (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.

(4) Except with the authority of the board, a payment of an amount exceeding \$100 is not to be made from the funds of the Club other than –

- (a) by cheque drawn on the Club's account; or
  - (b) by the electronic transfer of funds from the Club's account to another account at an authorised deposit-taking institution.
- (5) The board may provide the finance director of the Club with an amount of money to meet urgent expenditure, subject to any conditions the board may impose in relation to the expenditure.
- (6) A cheque is not to be drawn on the Club's account, and an amount is not to be electronically transferred from the Club's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the board.
- (7) A cheque, draft, bill of exchange, promissory note or other negotiable instrument is to be-
- (a) signed by the finance director of the Club or, in the finance director's absence, by any other director, or members, of the board the board nominates for that purpose; and
  - (b) countersigned by the secretary, or in the secretary's absence, by any other member, or members, of the board the board nominates for that purpose.
- (8) An electronic transfer of an amount from the Club's account to another account at an authorised deposit-taking institution –
- (a) may only be authorised by the finance director of the Club or, in the finance director's absence, by any other member, or members, of the board the board nominates for that purpose; and
  - (b) may only be authorised by a person referred to in paragraph (a) if the authorisation has been approved by the secretary.

### **13 AUDITOR**

Subject to Rule 15:

- (1) At each annual general meeting, the members of the Club present at the meeting are to appoint a person as the auditor of the Club.
- (2) If an auditor is not appointed at an annual general meeting under subrule (1), the board is to appoint a person as the auditor of the Club as soon as practicable after that annual general meeting.
- (3) The auditor is to hold office until the next annual general meeting and is eligible for re-appointment.
- (4) The auditor may only be removed from office by special resolution.
- (5) If a casual vacancy occurs in the office of auditor, the board is to appoint a person to fill the vacancy until the end of the next annual general meeting.

## **14 AUDIT OF ACCOUNTS**

- (1) The auditor is to audit the financial affairs of the Club at least once in each financial year of the Club.
- (2) The auditor, after auditing the financial affairs of the Club for a particular financial year of the Club, is to –
  - (a) certify as to the correctness of the accounts of the Club; and
  - (b) at the next annual general meeting, provide a written report to the members of the Club who are present at that meeting.
- (3) In the report and in certifying to the accounts, the auditor is to –
  - (a) specify the information, if any, that they had required under subrule (5)(b) and obtained; and
  - (b) state whether, in their opinion, the accounts exhibit a true and correct view of the financial position of the Club according to the information at their disposal; and
  - (c) state whether the rules relating to the administration of the funds of the Club have been observed.
- (4) The finance director is to deliver to the auditor a list of all the accounting records, books and accounts of the Club.
- (5) The auditor may –
  - (a) have access to the accounting records, books and accounts of the Club; and
  - (b) require from any employee of, or person who has acted on behalf of, the Club any information the auditor considers necessary for the performance of their duties; and
  - (c) employ any person to assist in auditing the financial affairs of the Club; and
  - (d) examine any member of the board, or any employee of, or person who has acted on behalf of, the Club, in relation to the accounting records, books and accounts of the Club.

## **15 EXEMPTIONS UNDER THE ACT**

- (1) For any financial year that the Club is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act –
  - (a) an auditor is not required to be appointed for that financial year under rule 10 unless the Club elects to have the financial affairs of the Club for that financial year audited in accordance with the Act and these rules; and
  - (b) if an auditor is not appointed for a financial year by virtue of paragraph (a) –
    - (i) rules 10 and 11 do not apply in respect of the Club for that financial year; and

(ii) rule 13 (5)(b), to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Club in respect of that financial year; and

(iii) rule 13(5)(d) does not apply in respect of the annual general meeting held by the Club in respect of that financial year.

(2) For any financial year that the Club is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the Act, the board must provide, as part of the ordinary business of the annual general meeting for that financial year, a copy of the annual financial report given under the Australian Charities and Not-for-profits Commission Act 2012 of the Commonwealth in respect of that financial year.

## **16 ANNUAL GENERAL MEETING**

(1) The Club is to hold an annual general meeting each year.

(2) An annual general meeting is to be held on any day (being not later than 3 months after the end of the financial year of the Club) the board determines.

(3) An annual general meeting is to be in addition to any other general meeting that may be held in the same year.

(4) The notice convening an annual general meeting is to specify the purpose of the meeting.

(5) The ordinary business of an annual general meeting is to be as follows:

(a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;

(b) to receive from the board, auditor, employees and other persons acting on behalf of the Club reports on the transactions of the Club during the last preceding financial year of the Club;

(c) to elect the directors of the Club and any ordinary board members the board so requests;

(d) to appoint the auditor and determine their remuneration;

(6) Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Club, by the secretary or, in the absence from the meeting of the secretary, by a director of the Club who is nominated by the chairperson of the meeting.

## **17 SPECIAL GENERAL MEETINGS**

(1) The board may convene a special general meeting of the Club at any time.

(2) The board, on the requisition in writing of at least 10 members of the Club, is to convene a special general meeting of the Club.

(3) A requisition for a special general meeting –

(a) is to state the objects of the meeting; and

- (b) is to be signed by each of the requisitionists; and
- (c) is to be deposited at the office of the Club; and
- (d) may consist of several documents, each signed by one or more of the requisitionists.

(4) If the board does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Club, any one or more of the requisitionists may convene the meeting within 3 months after the day on which the requisition is deposited at the office of the Club.

(5) A special general meeting convened by requisitionists is to be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the board.

(6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Club.

## **18 NOTICES OF GENERAL MEETINGS**

(1) At least 14 days before the day on which a general meeting of the Club is to be held, the secretary is to publish a notice specifying –

- (a) the place, day and time at which the meeting is to be held; and
- (b) the nature of the business that is to be transacted at the meeting.

(2) A notice is published for the purpose of subrule (1) if the notice –

- (a) appears on the website, or at an electronic address, of the Club; or
- (b) is sent to each member of the Club at –
  - (i) the member's postal or residential address or address of business or employment; or
  - (ii) an email address that the member has nominated as the email address to which notices from the Club may be sent; or
- (c) is given by another means, determined by the secretary, that is reasonably likely to ensure that the members of the Club will be notified of the notice.

## **19 BUSINESS AND QUORUM AT GENERAL MEETINGS**

(1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.

(2) Business is not to be transacted at a general meeting unless a quorum of members of the Club entitled to vote is present at the time when the meeting considers that business.

(3) A quorum for the transaction of the business of a general meeting is 15 members of the Club entitled to vote.

(4) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting –

(a) if convened on the requisition of members of the Club, is dissolved; or

(b) if convened by the board, is to be adjourned to the same day in the next week at the same time and –

(i) at the same place, or

(ii) at any other place specified by the chairperson –

(A) at the time of the adjournment; or

(B) by notice in a manner determined by the chairperson.

(5) If at an adjourned general meeting a quorum is not present within one hour after the time appointed for the commencement of the meeting, the meeting is dissolved.

## **20 CHAIRPERSON AT GENERAL MEETINGS**

At the general meeting of the Club, the chairperson is to be –

(a) the president; or

(b) in the absence of the president, the senior vice-president; or

(c) in the absence of the president and the senior vice-president, the other vice-president; or

(d) in the absence of the president and both vice-presidents, a member of the Club elected to preside as chairperson by the members of the Club present and entitled to vote at the general meeting.

## **21 ADJOURNMENT OF GENERAL MEETINGS**

(1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Club who are present and entitled to vote at the meeting, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

(2) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting is to be given in the same manner as the notice of the original meeting.

(3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.



**22 DETERMINATION OF QUESTIONS ARISING AT GENERAL MEETINGS**

(1) A question arising at a general meeting of the Club is to be determined on a show of hands.

(2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Club, is evidence of that fact unless a poll is demanded on or before that declaration.

**23 VOTES**

(1) On any question arising at a general meeting of the Club, a member of the Club (including the chairperson) has one vote only.

(2) All votes are to be given personally.

(3) Only members aged 18 years and over, are eligible to vote at general meetings.

**24 TAKING OF POLL**

If at a general meeting a poll on any question is demanded –

(a) the poll is to be taken at that meeting in the manner that the chairperson determines; and

(b) the result of the poll is taken to be the resolution of the meeting on that question.

**25 WHEN POLL TO BE TAKEN**

(1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, is to be taken immediately.

(2) A poll that is demanded on any other question is to be taken at any time before the close of the meeting as the chairperson determines.

**26 AFFAIRS OF CLUB TO BE MANAGED BY A BOARD**

(1) The affairs of the Club are to be managed by a board of management constituted as provided in rule 29.

(2) The board –

(a) is to control and manage the business and affairs of the Club; and

(b) may exercise all powers and perform all the functions of the Club, other than those powers and functions that are required by these rules to be exercised and performed by members of the Club at a general meeting; and

(c) has power to do anything that appears to the board to be essential for the proper management of the business and affairs of the Club.

- (3) The board may appoint paid **administrative employees** to carry out functions of the Club-
- (a) an **executive officer** to manage and carry out necessary Club activities as determined by the board; such person who is appointed executive officer may not stand for election as an elected director while they are employed by the Club. Refer Rule 28.
  - (b) other employed positions may be appointed by the board, to be under the direct supervision of the executive officer, if appointed.
- (4) The board may appoint a well-known or eminent person to be patron of the Club;
- (a) the **patron of the Club** holds no decision-making role in the Club, and does not carry any responsibilities or liabilities.
- (5) The board may appoint up to two other persons with relevant experience (members or not) to advise it on specific issues (appointed advisors). These appointed advisors may sit in on relevant discussions of the board, but have no vote.

## 27 DIRECTORS OF THE CLUB

(1) The directors of the Club are as follows:

- (a) the president (director);
- (b) two vice-presidents (directors);
- (c) two elected directors (finance director and secretary);
- (d) up to three elected/appointed managers, if so desired by the board.

Public Officer to be appointed from the above directors.

Directors may be allocated portfolios.

(2) Vice-presidents:

- (a) one of the vice-presidents is to be known as the senior vice-president.

(3) Subject to subrule (4), the directors of the Club are to be elected in accordance with rule 30.

(4) Each director of the Club is to hold office until the end of the next annual general meeting after that at which he or she is elected and is eligible for re-election.

(5) If a casual vacancy in an office referred to in subrule (1) occurs, the board may appoint one of its directors to fill the vacancy until the end of the next annual general meeting after the appointment.

(6) If an office referred to in subrule (1) is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

## **28 EXECUTIVE OFFICER**

- (1) The directors may appoint an executive officer.
- (2)
  - (a) if appointed, the executive officer holds office on the terms and conditions (including any remuneration) and with the powers, duties and authorities, determined by the directors.
  - (b) the exercise of those powers and authorities, and the performance of those duties, by the executive officer are subject at all times to the control of the directors.
- (3) Subject to the terms and conditions of the appointment, the directors may suspend or remove the executive officer from that office.
- (4) The directors may appoint to the executive officer the power (subject to such reservations on the power as are decided by the directors) to conduct the day-to-day management and control of the business and affairs of the Club. The delegation will include the power and responsibility to:
  - (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the directors and to implement them to the extent approved by the directors;
  - (b) manage financial and other reporting mechanisms of the Club;
  - (c) approve and incur expenditure subject to specified expenditure limits;
  - (d) sub-delegate their powers and responsibilities to employees or internal management committees of the Club;
  - (e) any other powers and responsibilities which the directors consider appropriate to delegate to the executive officer.
- (5)
  - (a) the executive officer primarily reports to and communicates with the directors via the president;
  - (b) the directors primarily report to and communicate with the executive officer via the president.
- (6) If appointed the executive officer is entitled, subject to a determination otherwise by the directors, to attend all meetings of the Club, all meetings of the directors and any committees and may speak on any matter, but does not have a vote.

## **29 CONSTITUTION OF THE BOARD**

- (1) The board consists of –
  - (a) five elected directors of the Club; and
  - (b) up to three directors (managers) elected at the annual general meeting or appointed in accordance with this rule, should the elected directors so desire.
- (2) An elected board director is to hold office until the end of the next annual general meeting after that at which they were elected and is eligible for re-election.

(3) If a casual vacancy occurs in the office of a board director, the board may appoint a member of the Club to fill the vacancy until the end of the next annual general meeting after the appointment.

(4) If an office of board member (director) is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

(5) An appointed director under subrule (1)(b) is to hold office until the end of the next annual general meeting after that at which they are eligible for re-appointment by the incoming board.

(6) If a casual vacancy occurs in an office of appointed director subrule (1)(b), the board may appoint a replacement director to fill the vacancy until the end of the next annual general meeting after the appointment.

### **30 ELECTION OF NUMBERS OF BOARD**

(1) A nomination of a candidate for election as a director of the Club, or as a board member (director), is to be –

(a) made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and

(b) delivered to the secretary at least 10 days before the day on which the annual general meeting is to be held.

(2) If insufficient nominations are received to fill all vacancies on the board –

(a) the candidates nominated are taken to be elected; and

(b) further nominations are to be received at the annual general meeting.

(3) If the number of nominations received is equal to the number of vacancies on the board to be filled, the persons nominated are taken to be elected.

(4) If the number of nominations received exceeds the number of vacancies on the board to be filled, a ballot is to be held.

(5) If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the board to be filled, a ballot is to be held in relation to those further nominations.

(6) The ballot for the election of directors of the Club and board members (directors) is to be conducted at the annual general meeting in the manner determined by the board.

### **31 VACATION OF OFFICE**

For the purpose of these rules, the office of a director of the Club, becomes casually vacant if the director –

- (a) dies; or
- (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration or estate for their benefit; or
- (c) becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
- (d) resigns office in writing addressed to the board; or
- (e) ceases to be ordinarily resident in Tasmania; or
- (f) is absent from 3 consecutive meetings of the board without the permission of the other directors of the board; or
- (g) ceases to be a member of the Club, except persons appointed rule 27(1)(d); or
- (h) fails to pay, within 14 days after receiving a notice in writing signed by the secretary stating that the director has failed to pay one or more amounts of annual subscriptions, all such amounts due and payable by the director. This subrule does not apply to directors appointed by the board who were not members at the time of appointment.

### **32 MEETINGS OF THE BOARD**

- (1) The board is to meet at least six times per year, at any place, time and date the board determines.
- (2) Should the board elect to do so, meetings can be by electronic means and the minutes will show the chairman's location for the meeting, as the meeting venue.
- (3) A meeting of the board, other than a meeting referred to in subrule (1), may be convened by the president or any 4 directors of the board.
- (4) Written notice of any special board meeting is to be served on members of the board and is to specify the general nature of the business to be transacted.
- (5) A special board meeting may only transact business of which notice is given in accordance with subrule (4).
- (6) a quorum for the transaction of the business of a meeting of the board requires greater than 50% of members of board being present.
- (7) Business is not to be transacted at a meeting of the board unless a quorum is present.
- (8) If a quorum is not present within half an hour after the time appointed for the commencement of –

(a) a meeting of the board (other than a special board meeting), the meeting is to be adjourned to the same day in the next week at the same time and at the same place; or

(b) a special board meeting, the meeting is dissolved.

(9) At each meeting of the board, the chairperson is to be –

(a) the president; or

(b) in the absence of the president, the senior vice-president; or

(c) in the absence of the president and the senior vice-president, the other vice-president; or

(d) in the absence of the president and both vice-presidents, a director of the board elected to preside as chairperson by the directors of the board present at the meeting.

(10) Any question arising at a meeting of the board is to be determined –

(a) on a show of hands; or

(b) if demanded by a director, by a poll taken at that meeting in the manner the chairperson determines.

(11) on any question arising at a meeting of the board, a member of the board (including the chairperson) has one vote only.

(12) Written notice of each board meeting is to be served on each member of the board by –

(a) giving it to the member during business hours before the day on which the meeting is to be held; or

(b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or

(c) sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or

(d) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Club may be sent.

### **33 DISCLOSURE OF INTERESTS**

(1) If a member of the board or a member of a subcommittee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the board or subcommittee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the meeting.

(2) If at a meeting of the board or a subcommittee a member of the board or subcommittee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

### **34 SUBCOMMITTEES**

(1) The board may –

- (a) appoint a subcommittee from the board; and
- (b) prescribe the powers and functions of that subcommittee.

(2) The board may co-opt any person as a member of a subcommittee without voting rights, whether or not the person is a member of the Club.

(3) A quorum for the transaction of the business of a meeting of the subcommittee is 2 appointed members entitled to vote.

(4) The appointed chair of the subcommittee is to convene meetings of a subcommittee.

(5) Any question arising at a meeting of a subcommittee is to be determined –

- (a) on a show of hands; or
- (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.

(6) On any question arising at a meeting of a subcommittee, a member of the subcommittee (including the chairperson) has one vote only.

(7) Written notice of each subcommittee meeting is to be served on each member of the subcommittee by –

- (a) giving it to the member during business hours before the day on which the meeting is to be held; or
- (b) leaving it, during business hours before the day on which the meeting is to be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
- (c) sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting is to be held; or
- (d) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Club may be sent.

**35 EXECUTIVE COMMITTEE**

(1) Those directors listed in Rule 27 (1) (a), (b) and (c).

(2) During the period between meetings of the board, the executive committee may issue instructions to the public officer and employees of the Club in matters of urgency connected with the management of the affairs of the Club.

(3) The executive committee is to report on any instructions issued under subrule (2) to the next meeting of the board.

**36 ANNUAL SUBSCRIPTION**

(1) The annual subscription, for a financial year of the Club, that is payable by members of the Club is forty dollars or such sum as the board may determine from time to time.

(2) The members of the Club may alter by special resolution the annual subscription for a financial year of the Club.

(3) The annual subscription, for a financial year of the Club, that is payable by members of the Club is due and payable from 1<sup>st</sup> November and ending on the 31<sup>st</sup> October next following.

**37 FINANCIAL YEAR**

The financial year of the Club is from 1<sup>st</sup> November in one year and ending on the 31<sup>st</sup> October the next following year.

**38 SERVICE OF NOTICES AND REQUISITIONS**

Except as otherwise provided by these rules, a document may be served under these rules on a person by –

(a) giving it to the person; or

(b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or

(c) emailing it to the person's email address.

**39 WINDING UP**

(1) In the event of the Club being wound up, if there are insufficient funds to meet the debts or liabilities of the Club, every member and every person who was a member within a period of 12 months immediately preceding the commencement of the winding up, is liable to contribute to the assets of the Club for the debts or liabilities of the Club and for the costs, charges and expenses of the winding up such sum not exceeding any outstanding membership dues, except that no person will be liable to contribute in any respect any debt or liability of the Club contracted after they ceased to become a member.



(2) If any assets or property remain after winding up and satisfaction of all debts and liabilities, those assets or property must not be paid to or distributed amongst the members of the Club.

(3) The assets or property must be given or transferred to some other incorporated organisation having objects similar to the objects of the Club, and that organisation must apply the property solely towards the promotion of its objects.

(4) The organisation referred to in rule 39(3) will be determined by the members of the Club in general meeting at or before the time of winding up of the Club.

#### **40 REGULATIONS**

(1) The board may make and amend rules, regulations, by-laws or policies (regulations) for the proper advancement, management and administration of the Club, the advancement of football in Tasmania as it deems necessary or desirable, including without limitation regulations governing-

(a) the conduct of Club competitions or events (including but not limited to the rules of competitions and codes of conduct);

(b) the conduct of meetings;

(c) the resolution of disputes;

(d) discipline of members for breaches of the constitution or the regulations; and

(e) any other matter in respect of which the constitution authorises the board to make regulations or which the board considers necessary or appropriate for the good governance of the Club.

(2) The regulations must be consistent with the constitution, Football Tasmania's constitution and any regulations made by Football Tasmania.

(3) All regulations are binding on the Club and its members.

(4) Regulations and any amendments, alterations or other changes to or interpretation of the regulations may be communicated to members by a notice on the Club's website or in any journal or publication which is published by or on behalf of the Club and which is circulated by the Club to members.

#### **41 DISCIPLINE**

(1) The board may make regulations governing the hearing and determination of disputes, protests or complaints by or against members or participants and any other matter involving the enforcement of the constitution or the regulations against members or participants.

(2) A regulation made under rule 41(1) may;

(a) provide for one or more disciplinary committees or tribunals to hear and resolve cases falling under rule 41(1);

(b) prescribe penalties for breaches of the constitution or the regulations;

- (c) invest a disciplinary committee or tribunal with power to impose penalties; and
  - (d) otherwise prescribe the procedures for dealing with cases under rule 41(2).
- (3) Despite any regulation made under rule 41(1), the board may itself deal with any disciplinary matter referred to it or appoint a disciplinary sub-committee of the board to do so.
- (4) All proceedings relating to cases falling under rule 41(1) must be conducted according to the rules of natural justice.

**42 SEAL OF CLUB**

- (1) The seal of the Club is to be in the form of a rubber stamp inscribed with the name of the Club encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the board.
- (3) The affixing of the seal is to be attested by the signatures of –
- (a) two members of the board; or
  - (b) one member of the board and –
    - (i) the public officer; or
    - (ii) any other person the board may appoint for that purpose.
- (4) If a sealed instrument has been attested under subrule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the board.
- (5) The seal is to remain in the custody of the secretary of the Club.