

Club Constitution

Of the

South Melbourne

Football Club

Limited

Constitution

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1 Introduction

1.1 Objects of the Club

The Club has the rights, powers and privileges of a natural person (although subject at all times to the Corporations Act) has the following objects:

- (a) To preserve, foster and advance the tradition and ideals of the club.
- (b) To promote the game of football and such other sports, games, amusements, recreations, entertainments, pastimes and competitions as the Club deems expedient and offer and grant or contribute towards the provision of prizes and distinctions.
- (c) To subscribe to or become a member or affiliate or co operate with any other Club association or organisation whether incorporated or not whose objects are altogether or in part similar to those of the club.
- (d) To promote and assist in any athletic sports with mutual objects.
- (e) To be a member Club of FFA and to comply with the Constitution and By Laws of the FFA and FFV.
- (f) To use its best endeavors, to prevent infringement of the Constitution and by-laws of FFA and FFV and protect Football from abuse.
- (g) Foster friendly relations among the officials and players of Football by encouraging Football games;
- (h) Prevent racial, religious, gender or political discrimination or distinction among Football players;
- (i) To co operate with FFV, FFV and other bodies in the promotion and development of, otherwise in relation to, Football, the Statutes and Regulations and the Laws of the Game.
- (j) Act in the best interests of the Club and Football.

1.2 The liability of Members of the Club is limited.

1.3 Every Member of the club undertakes to contribute to the assets of the Club in the event of it being wound up while he/she is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before he ceases to be a Member and the costs, charges and expenses of winding up the Club and for the adjustment of the rights of the contributories among themselves such amount as maybe required not exceeding FIFTY DOLLARS (\$50).

1.4 If upon the winding up or dissolution of the Club there remains after satisfaction of all debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Club but shall be given or transferred to some other institution(s) having objects similar to the objects of the, to be determined by the Members of the Club at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of Victoria as may have or

acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then to some charitable object.

- 1.5 True accounts shall be kept of the sums of moneys received and expended by the Club and the matters in respect of which such receipt and expenditure takes place and of the property credits and liabilities of the Club and subject to any reasonable restrictions so the time and manner of inspecting the same which may be imposed in accordance with the regulations of the Club for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the club shall be examine and the correctness of the Balance Sheet ascertained by one or more properly qualified auditor(s).

2 Definitions and Interpretation

- 2.1 In these Articles, unless inconsistent with the context, the following terms shall have the following meanings:

"Board" means the board of Directors of the Club;

"Chief Executive" means the senior executive officer of the Club who shall, unless the Board decides otherwise, also be the Secretary of the Club;

"Club" means South Melbourne Football Club Ltd;

"Corporations Act" means the Corporations Act as amended from time to time including all regulations and orders made under the Corporations Act;

"Directors" means the Directors of the Club appointed in accordance with these articles;

"Eligible Member" means all Members and all Life Members;

"Financial Year" means the period between 1st July and June 30th of each year;

"Honorary Member" means a member pursuant to Article 5.4;

"Life Member" means a life member of the Club pursuant to Article 5.5;

"Member" means a Member of the Club pursuant to Article 5.3;

"Office" means the registered office for the time being of the Club;

"Register" means the Register of members of the Club to be kept pursuant to the Corporations Act;

"Returning Officer" means the person appointed by the Board to conduct any election in accordance with these articles;

"FFA" means Football Federation Australia Limited ACN 106 478 068.

"FIFA" means Federation Internationale de Football Association.

"FFV" means Football Federation Victoria Incorporated.

“Football” means “Association Football” as recognised by FIFA from time to time. To avoid doubt, at the date of incorporation of the Club or the date of adoption of this Constitution, Football includes the games of Football, soccer football, indoor or 5 a side (Futsal) Football and beach Football.

“Seal” means the common seal of the Club

“Secretary” means the secretary for the time being and includes the acting secretary (if any) of the Club;

- 2.2 In the interpretation of the Articles, unless inconsistent with the context:
- (a) The singular shall include the plural and vice versa;
 - (b) The words importing any gender shall include all genders;
 - (c) Words importing persons shall include all bodies and associations, corporate and unincorporated and vice versa;
 - (d) Any reference to a statute or law shall include all amendments, extensions, consolidations or replacement and any orders, regulations or other subordinate legislation;
 - (e) Headings are included for convenience only and shall not be affect the interpretation of these articles;
 - (f) If a period of time is specified from a particular day or date of an event, it shall be calculated exclusive of that date;
 - (g) Unless otherwise defined in these Articles, terms shall be given the same meaning as in the Corporations Act.

3 Objects

The Club is established for the objects and purpose set out in paragraph 1 of the Constitution.

4 Name

The name of the Club shall be “South Melbourne Football Club Limited”.

5 Membership

5.1 Unlimited Membership

The number of members of the Club shall be unlimited.

5.2 Categories of Membership

The Board may create such categories of members of the Club with different entitlements and obligations as it considers appropriate to achieve its objects, however, such entitlements and obligations shall not confer any voting rights save and except for the categories detailed in 5.3 and 5.5 .

5.3 Members

The Members of the Club shall consist of:

(a) Ordinary Members over 18 years of age who, subject to this Constitution, shall have the right to be present, debate and vote at General Meetings;

(b) Junior Members under the age of 18 years who, subject to this Constitution, are not entitled to hold any office, but shall have the right to be present, debate and vote at General Meetings through the Junior Member's parent or other legal guardian.

5.4 Honorary Members

(a) The Board may confer the privileges of honorary membership of the Club upon players, officials, donors and other persons who have a special relationship with the Club, for such limited period as the Board determines.

(b) The Honorary Member shall have the privileges of an Ordinary Member except he/she shall have no voting rights.

(c) The Honorary Member shall complete and sign an application form for membership of the Club in the form prescribed by the Club and shall agree to be bound by the Memorandum of Association and the Articles of Association and rules of the Club.

(d) The Honorary Member shall pay no membership fee.

(e) An Honorary Member may be admitted under the following conditions:

- i. By invitation of the board;
- ii. On the nomination in writing by a members and approved by the President and the Majority of the Members of the Board;
- iii. Shall not hold any office in the Club;
- iv. Propose or second any candidate for membership of the Club
- v. Have any right, title or interest in any property of the Club.

5.5 Life Members

The Board may confer the privileges of Life Membership of the Club upon the following persons who have rendered special service to the Club:

- (a) Any player who has played at least 100 senior games for the Club being games in the National or State Competition and Home and Away and Finals Competition or who has played in at least one such senior match for the Club in each year for a total of at least 10 years.
- (b) Any person who has been a Director of the Club for at least 10 years.
- (c) Any person, not exceeding 4 in any one year, who has rendered special services to the Club.

A Life Member shall be a member of the Club for life without paying any adult membership fee but shall pay an administrative levy, such levy shall not exceed 50% of the annual membership fee imposed by the Board from time to time and shall have the same voting and other rights as an ordinary Member together with such additional privileges as may be determined by the Board from time to time.

5.6 Gaming Members

- (a) A gaming member is a person who shall have been duly elected as a gaming member in accordance with the Constitution and who shall have paid an entrance fee, if applicable and the annual subscription for gaming members.
- (b) The number of gaming members shall be determined from time to time by the Board of Directors.
- (c) Gaming Members shall be entitled to use the licensed gaming facilities of the Club at its discretion.
- (d) A gaming member shall not be entitled to attend any meetings of members, nor to vote upon any Club matters, nor to be represented upon the Board of Directors, nor shall gaming members have any right, title or interest in, or to any of the property of the Association.
- (e) Gaming Members shall be permitted to introduce guest to the Club in accordance with the By – Laws made from time to time by the Board of Directors.
- (f) The Club may admit any person over the age of 18 years with the purpose of playing gaming machines. Such admittance to be always subject to such terms, limitations, conditions and restrictions as the Board of Directors from time to time determines.
- (g) Any member (not being an Honorary Member) may admit persons over the age of 18 years to the Club as guests upon such terms and conditions as the Board of Directors from time to time determine. Persons under the age of 18 years shall not be supplied with, nor shall be permitted to consume liquor on the Club premises except when accompanied by a spouse, parent or

guardian and such liquor is consumed as part of a meal supplied on the premises of the Club.

- (h) Subject at all times to the Club being the holder of a Venue Operators licence issued under the provisions of the Gaming Control Act 1991 or any re enactments or amendment thereof an authorised gaming visitor (as hereinafter defined) being a person who is not a member or a guest of a member may be admitted to the Club premises on any day when guest are allowed for the purpose of playing gaming machines and for the use of such other club facilities as the Board of Directors may from time to time determine.
- (i) Authorised gaming visitors may not introduce guests to the Club.
- (j) The Chief Executive Officer or some other person authorised by the Board of Directors shall keep on the Club premises a register of authorised gaming visitors containing the name and residential address of each gaming visitor admitted and the date of admission.
- (k) An authorised gaming visitor may produce evidence of his or her residential address before being admitted to the club' premises and must carry identification at all times whilst upon the Club premises.
- (l) An authorised gaming visitor must comply with any relevant rules of the Club whilst on the Club premises or within the precincts thereof.
- (m) For the purpose of this Article, an authorised gaming visitor is defined by the Liquor Control Reform Act 1998 (as amended).
- (n) An authorised gaming visitor may be supplied with liquor in the Club premises in accordance with the regulations passed from time to time by the Board of Directors.
- (o) Notwithstanding the provisions hereof any member of the Board of Directors or the Chief Executive Officer or person authorized by the Board of Directors or the Chief Executive Officer may exclude or reject any person to whom they do not approve as a guest or the visitor. Nor former member who has been expelled by the Club may be admitted as a guest or a visitor in any circumstances with the prior consent of the Board of Directors.
- (p) The Board of Directors may from time to time determine the standard dress worn by visitors, and any visitors not conforming to the set standard may be refused admittance to, or request to leave, the Club premises.
- (q) The Chief Executive Officer shall ensure that within the entrance foyer to the Club's premises is provided both a guests book and a visitor's book. In respect to the guest's book, any members introducing a guest shall enter their name and address of the guest into the guest book opposite the name of the number. Any members detected failing to comply with their article shall be called before the Board of Directors and unless a satisfactory explanation acceptable to the Board of Directors is given, shall be expelled from the Club or otherwise disciplined as the Board thinks fit. In respect to the visitors book, the Board of Directors shall authorise one of their number or the Board of

Directors delegate authority to a member of staff who will be responsible to ensure that the name and address of each visitor shall be properly entered into the visitors book, and the person so authorised shall be empowered to see where that person feels appropriate such form of identification as the Board of Directors shall from time to time direct.

- (r) Save and except for the purpose of attending a function, no members may admit more guest to the Club premises at any one time than the Board of Directors and/or person appointed by the Board of Directors shall from time to time determine.
- (s) Whilst and so long as a guest shall remain on or within the immediate proximity of the Club premises, the member introducing the guest shall be responsible for the conduct of the guest and for any debt incurred upon the Club premises by the guest if pursuant to article (m) hereof, guest are admitted to the Club premises at the request of a group of members, then those members shall jointly and severally be responsible for the conduct of the guests whilst and so long as the guest remain upon or within the proximity of the Club premises.
- (t) Notwithstanding anything herein before contained, a guest may be supplied with liquor on the Club premises when not in the company of a member at that particular function or a particular occasion in respect of which a permit has been granted under the Liquor Control Act.

5.7 Admission of Members

An application for membership by an individual ("applicant"):

- (a) Must be in writing and submitted by the applicant or its nominated representative and lodge with the Club; and
- (b) Must be accompanied by the appropriate fee, if any.
- (c) Must contain a provision that before admission as a Member, the Member agrees to be bound by this Constitution, the By Laws and the Statutes and Regulations.
- (d) Does not oblige the Directors to admit any applicant to membership. Where an application is rejected, the Directors do not need to provide any reasons.

5.8 Members Admitted to Membership

The Club must procure that each Member admitted to membership agrees to be bound by and observe:

- (a) This Constitution;
- (b) The Laws of the Game;

- (c) The Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to Members;
- (d) The Statutes and Regulations and the constitutions and by-laws of FFA and FFV as enforced from time to time;
- (e) The FFV Codes of Behaviour and Rules of Competition, as amended from time to time; and
- (f) The FFA Code of Conduct, as amended from time to time.

5.9 Register of Members

- (a) Upon acceptance of an application for membership of the Club the Chief Executive shall cause the name, address and membership ticket number of each member to be entered into a Register of Members.
- (b) Upon the Board appointing an Honorary Member, the name, address and membership ticket number of that member together with details of the duration of that membership shall be entered into the Register of Members.
- (c) The Chief Executive shall hold the Register of Members and all signed applications for membership and produce them to the Returning Officer if required to verify the identity of any person voting at any election or meeting of the Club.
- (d) The Annual Subscription or proportion thereof payable by each class of member shall be determined from time to time by the Board but shall not be less than One Dollar per annum except for Life Members and Honorary Members who shall not be liable for the payment of subscriptions. If any member fails to pay his/her subscription and is one month in arrears the Board may cause a notice to be delivered or posted to such member at his last known residential address requiring him/her to pay the same within twenty one (21) days and in default of payment such member shall if the Board so determines cease to be a member of the Club and shall forfeit all rights in and claims upon the Club and the person who shall so cease to be a members shall not be re admitted as a member except upon nomination and election in accordance with Articles 9 or 10 hereof and upon payment of all arrears of subscription up to the time of his/her ceasing to be a member PROVIDED THAT the Board may waive in respect of any such nomination the entrance fee or any part thereof. A person shall not be exempted from the obligation to pay the ordinary subscription for membership of the Club unless the person is of a class specified in the rules and the exemption is in accordance with the rules.

6 Meeting of Members

6.1 Annual General Meeting

- (a) An Annual general Meeting of the Members of the Club shall be held not earlier than the first day of July, nor later than the 24th day of December in each year.
- (b) At Least 21 days before the holding of such meeting the Chief Executive by advertisement in a daily newspaper shall give notice of the date, time and place at which the meeting is to be held and the business determined by the Directors.
- (c) Unless otherwise determined by the Board, the business to be dealt with at the Annual General Meeting shall be:
 - i. The reception and consideration of the Annual report including audited financial statements for the immediately preceding year;
 - ii. Election of Directors of the Club;
 - iii. Special business determined by the directors of which notice has been given in the advertisement referred to in Article 6.1(b);
 - iv. General business of which notice in writing signed by at least ten eligible Members has been given to the Chief Executive at least 14 days before the meeting; and
 - v. The appointment of Auditors and the determination of their remuneration.
- (d) A copy of such notice published in a daily newspaper shall be kept posted at the office of the Club until the date of the meeting.
- (e) A printed copy of the Annual Report including the audited financial statements shall be made available to the Members of the Club prior to the commencement of the Annual General Meeting.

6.2 Extraordinary General Meeting

- (a) Within fourteen (14) days of the Chief Executive receiving a requisition in writing signed by not less than forty (40) of the Members entitled to vote specifying their names, addresses and membership ticket numbers and a clear statement of the business they want the Club to consider, he/she shall give notice of an Extraordinary General Meeting of the members of the Club to be held within 21 days of the date of such notice. Such notice shall be an advertisement in a daily newspaper and shall give the date, time and place of the meeting and the business to be considered in the same form as in the requisition or in an abbreviated form of the Chief Executive considers that to be appropriate.

- (b) The Board may call an Extraordinary General Meeting of the Members of the Club whenever they consider matters require a decision of the Members. Notice of such and Extraordinary General Meeting shall be given in the same manner as when the meeting is required by a requisition of members.

6.3 Quorum

- (a) Forty (40) Eligible Members of the Club entitled to vote shall constitute a quorum at an Annual General Meeting and an Extraordinary General Meeting and no business shall be transacted at such meetings unless a quorum is present at the commencement of and throughout the transaction of business.
- (b) If a quorum is not present within 30 minutes from the appointed commencement time for either an Annual general Meeting or an Extraordinary General Meeting:
- i. In the case of an Annual General Meeting the meeting shall stand adjourned to a date, time and place to be determined by the Board being not earlier than 14 days nor later than the following 31 October.
 - ii. In the case of an Extraordinary General Meeting called as a consequence of a members requisition the meeting shall be dissolved;
 - iii. In the case of all other Extraordinary General Meetings, the meeting shall stand adjourned to a d ay, time and place to be determined by the Board being not earlier than 14 days nor later than 28 days after the date of the original meeting;
 - iv. Notice of the adjournment meeting shall be given to Members in the same manner as for annual general meetings except that the period of notice shall not be less than 7 days;
 - v. If a quorum is still not present, unless the Chairman determines otherwise, those Eligible Members who are present shall constitute a quorum and may transact the business for which the meeting was called.

6.4 Business

Anything which under these Articles or under the Corporations Act may be done by the Club may be done either at an Annual General Meeting or an Extraordinary General meeting provided that such meetings are called and held in accordance with these Articles.

6.5 Chairman

The President of the Club shall be chairman at every Annual General Meeting and Extraordinary General Meeting, but if there is no President or if the President is not in attendance within 15 minutes of the appointed time of such meeting or declines to take the chair, the Vice President available to do so then a Director shall take the chair and if that is not possible then the Eligible Members shall select one of their number to be chairman.

6.6 Voting

- (a) All Eligible Members may vote personally at either an Annual general Meeting or an Extraordinary General Meeting.
- (b) Each Eligible Member shall have one vote.
- (c) Before voting, a member shall produce his current membership ticket and such other identification as is acceptable to the Returning Officer and such membership ticket shall be proof that the membership has been paid in full.
- (d) At an Annual General Meeting or Extraordinary General Meeting a motion put to the Members shall be decided upon a show of hands unless a poll is demanded (whether before or after the declaration of the result by a show of hands) by either the chairman or by not less than 10 Eligible Members. Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried unanimously, or by a particular majority or lost and an entry to that effect in the minutes of the Club shall be conclusive evidence of the fact without proof of the number of or proportion of the votes recorded in favour of or against that motion.
- (e) If a poll is so demanded it shall be conducted in such a manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- (f) In the case of an equality of votes the chairman at any meeting shall have a casting vote in addition to his deliberate vote.

6.7 Adjournment of Meetings

The chairman may with the consent of the majority of Eligible Members present adjourn any meeting but no business shall be transacted at the adjourned meeting except the business left unfinished at the meeting that was adjourned and any new business of which notice has been given in accordance with these Articles.

6.8 Questions of Procedure and Interpretation

At all meetings when questions of order, procedure or interpretation arise, the ruling of the chairman of the meeting shall be accepted as final.

7 FFA and FFV

7.1 Constitution

The Club must:

- (a) be a body corporate or incorporated association to be recognised by FFA and/or FFV and must have the following characteristics:
 - (i) it organises teams to participate in competitions sanctioned by FFV or FFA;
 - (ii) all members of its teams are entitled to membership;
 - (iii) members may vote in an election for any officeholders (whether directly if over 18 years of age or indirectly through the Junior Member's parent or other legal guardian if under 18 years of age);
 - (iv) agrees to be bound by the Statutes and Regulations, the Laws of the Game and those FFA or FFV rules (including the respective constitutions) and by-laws expressed to apply to it; and
 - (v) prevent infringement of the constitutions and by-laws of FFA and FFV and protect Football from abuse;
- (b) amend:
 - (i) this Constitution; or
 - (ii) the By-laws,

to promptly adopt changes in the constitutions and by-laws of FFA and/or FFV made from time to time to the extent that they are applicable to the Club. In this clause the reference to changes to by-laws includes additional or replacement by-laws;
- (c) not otherwise amend or vary this Constitution to the extent that the amendment or variation is contrary to the Constitutions and By Laws of FFV and FFA and/or FFA, as applicable; or
- (d) Notify the FFV of any other changes to this Constitution or its By Laws as soon as practicable after the changes are made.

7.2 Enforcement of rules

Subject to applicable law, the Club must:

- (a) promulgate and comply with, and do everything reasonably within its power to enforce compliance with, the Statutes and Regulations and the Laws of the Game; and

- (b) co - operate with FFA and FFV relating to the organisation of competitions in which the Club participates.

8 Alteration of Articles

These Articles shall not be amended or added to except by a vote of not less than three quarters of the Eligible Members present and voting at an Annual General Meeting or Extraordinary General Meeting called for the purpose in accordance with these Articles.

9 Directors

9.1 Number of Directors

The number of Directors (including the President) shall be determined by the Board from time to time but shall be a minimum of seven (7) and a maximum of eleven in number.

9.2 The Directors shall appoint from themselves in addition to the President a Vice President and Secretary.

9.3 Players not Directors

A currently listed player of the Club shall not be eligible to be a Director.

9.4 Term of Appointment

(a) Subject to these Articles and in particular Article 9.3(b) the President and the Directors shall each be elected for a term of three years and shall then be eligible for re-election.

(b) No person shall be eligible to be elected to the Board unless such Member is:

- i. Is a full Member or Life Member.
- ii. Shall have been a Member not less than 12 months prior to the date of his nomination.
- iii. Has paid his/her subscription and/or other monies due to the Club before his nomination.

9.5 Election of Directors

(a) At each Annual General Meeting of the Club at which a Director retires or before which a vacancy has occurred in those positions, the vacancy shall be filled by electing an Eligible Member of the Club to hold that office.

(b) All nominations shall be in writing signed by the candidate and by two Eligible Members (who are not in default of their annual subscription) of the Club and shall be delivered to the Chief Executive not later than 5:00pm on the day, 14 days before the Annual General Meeting.

- (c) Nominations may be withdrawn in writing at any time prior to the election.
- (d) No person shall contest an election for the office of Director unless he has retired or resigned from any existing office he may hold as Director.
- (e) No person shall be eligible for nomination for more than one office at any election.
- (f) The Board shall appoint a Returning Officer to conduct the election of Directors. The Returning Officer may be assisted by the Club Staff in the conduct of the election. The Returning Officer must fulfil the same qualifications as candidates for the Board and shall personally signify his willingness to accept such nomination. The Returning Officer shall not be eligible as a candidate for the Board at the election nor shall the Returning Officer vote at the election.
- (g) The Returning Officer shall be provide by the Chief Executive with a full and correct list of names and addresses of all current Eligible Members of the Club in accordance with the Members Register together with the number of the membership ticket of each member before the commencement of the election.
- (h) The Returning Officer may engage the services of the Victorian State Electoral Commission to assist in the conduct of the election and the counting of votes.
- (i) Voting shall be by personal attendance and by secret ballot.
- (j) Voting shall be the first past the post.
- (k) Unless an Eligible Member votes for at least as many candidates as there are vacancies to be filled his vote shall be informal and shall be disregarded by the Returning Officer.

9.6 Power Of Directors

- (a) The management of the business and affairs of the Club shall be vested in the Directors.
- (b) The Directors may exercise all of the powers and do all such things as the Club is authorised to do by its Constitution and as Directors they are authorised to do by the Corporations Act and which are not by these Articles or by law required to be done by the members of the Club at an Annual General Meeting or Extraordinary General Meeting.
- (c) All acts done by the Board or by a committee of the Board or by a Director acting in his capacity as a Director, notwithstanding that it shall be afterwards discovered there was some defect in the appointment of any Director or that they or any of them were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Director.

9.7 Meeting of Directors

- (a) The President shall be the chairman of every meeting of the Board and in his absence the Vice President shall be the chairman and in his absence the

chairman shall be appointed at the commencement of the meeting by a simple majority of the Directors present.

- (b) The Directors shall meet as often as they consider necessary.
- (c) The Chief Executive shall convene a meeting of the Board of requested by the President or by at least 25% of all Directors.
- (d) Not less than two days notice in writing setting out the place, date and time of meeting and the substance of the business to be considered at the meeting shall be given to all Directors unless at least 75% of all Directors agree that the period of notice for a particular meeting shall be foreshortened.
- (e) If, for any reason a Director or a quorum of Directors is not available to attend a meeting personally an absent Director shall be deemed to be in attendance at that meeting and shall be entitled to vote at that meeting if he and all of the Directors in attendance personally are able to communicate with each other through a telecommunication facility which enables all participants to hear what all other participants say and how they vote.
- (f) If, for any reason, a Director is not available to attend a meeting personally and unable to take part in that meeting in accordance with Article 8.6(e) he shall be entitled to appoint another Director as his proxy by notice in writing signed by the absent Director clearly identifying the proxy, the date of the meeting at which the proxy is entitled to vote and the manner in which the proxy is entitled to vote, given the Chief Executive not later than 24 hours before the commencement of the meeting.
- (g) The Committee shall be required to meet twice monthly the first such meeting to be held within fourteen (14) days of the adoption of these Articles and the committee shall be required to keep full and which minutes or record of proceedings shall be signed by the Honorary Secretary or the assistant Honorary Secretary and such minutes and records shall be available for inspection by the Members of the Club.

9.8 Quorum

- (a) A majority of all Directors of the Club shall constitute a quorum at a meeting of Directors and no business shall be transacted unless a quorum is present except the business referred to in Article 8.7 (b).
- (b) if as a consequence of death, resignation, termination or removal of a Director or for any other reason the total number of Directors is less than a quorum the Directors may nevertheless act for the purpose of either increasing the number of Directors to make a quorum or convening an Annual General Meeting or Extraordinary General Meeting to fill the vacancy or vacancies.

9.9 Resolutions by the Directors

- (a) All Directors and the President shall have one vote each.
- (b) All votes shall be given personally except in the circumstance described in Articles 8.7(e) and (f).
- (c) All decisions of the Board shall be by a simple majority of those present and voting except where otherwise required by these Articles.
- (d) In the case of an equality of votes the Chairman shall have casting vote in addition to this deliberation vote.

9.10 Conflict of Interest

- (a) If a Director has a direct or indirect commercial or other interest in any contract or matter before the Board for consideration he shall, as soon as possible after the relevant facts come to his knowledge, declare the nature of that interest to the Board.
- (b) Unless all other Directors agree otherwise the Director who has declared the interest shall absent him or herself from all discussions in connection with that contract or matter for consideration and shall abstain from voting on the contract or matter.
- (c) Where a Director has declared such an interest and where, if the Club were to proceed with that contract or matter that Director might receive a commercial advantage, the Club shall only proceed with the contract or matter if not less than 75% of all Directors other than the Director who has declared his interest agree to do so.

- (d) Should a Director fail to disclose an interest as required by Article 8.9(a) he may, by resolution of not less than 75% of all other Directors:
 - (i) be required to pay to the Club an amount equal to any profit derived by that Director, or by the person or entity in which the Director has a direct or indirect interest, as a consequence of the Club entering into or proceeding with that contract or matter; and/or
 - (ii) be removed by office

9.11 Committees

- (a) The Directors may appoint committees to deal with particular matters or to undertake particular administrative duties for the Club upon such conditions and with such powers as the Directors determine.
- (b) The Chairman of each such committee shall be a Director unless the Board determines otherwise.
- (c) The Directors may appoint as members of such committees people with particular skills and expertise that may be relevant to the duties of that committee.

9.12 Termination of Directorship

A person shall not be eligible to be a Director of the Club and if he is a Director he shall cease to be a Director.

- (a) if he/she is or becomes an undischarged bankrupt;
- (b) if by notice in writing to the Club he/she resigns as Director;
- (c) if he/she is removed as a Director in accordance with these Articles;
- (d) if he/she is prohibited from being a Director by law;
- (e) if he/she becomes of unsound mind;
- (f) if he/she is permanently incapacitated from performing his duties as a Director;
- (g) if he/she is absent without the permission of the Board from three or more consecutive meetings of the Board.
- (h) on having failed to pay all annual subscriptions due by him/her to the Club within 30 days after the date on which the same should have been paid.

9.13 Removal of Director and President

- (a) The Directors may be resolution of not less than 75% of all Directors remove any Director or the President from his office before the expiration of his term if he has:
 - (i) refused or neglected to comply with the Memorandum and Articles of Association of the Club; or
 - (ii) been guilty of conduct that is prejudicial to the best interest of the Club.
- (b) A resolution of the Directors under Article 8.13(a) shall not take effect until the review processes or the time for the review processes under Article 8.13 have been completed or have expired as the case may be.
- (c) As soon as practicable after the Directors have passed a resolution under Article 8.13(a) the Chief Executive shall give to the Director concerned a notice in writing.
 - (i) setting out the resolution of the Board and the ground upon which it is based;
 - (ii) stating that the Director concerned may address the Board at a special meeting to be held not earlier than seven days nor later than 28 days after the services of the notice and stating the date, place and time of that meeting;
 - (iii) informing the Director concerned that he may do one of the following:
 - A) Attend the special Board meeting and make written and/or verbal submissions seeking the revocation of the resolution;
 - B) Not later than 48 hours before the time of the special Board meeting give the Chief Executive notice in writing that he/she wishes to appear to a meeting of members of the Club against the resolution.
- (d) At the special Board meeting held in accordance with Article 8.13 (c)(ii) the Board shall:
 - (i) give the Director concerned an opportunity to be heard;

- (ii) give due consideration to any verbal or written submissions from that Director; and
 - (iii) by resolution of not less than 75% of all Directors confirm the original resolution shall be revoked.
- (e) Where the Chief Executive has received a notice under Article 8.13(c) (iii) B, he shall notify the Board and shall convene either an Extraordinary General meeting or Annual General meeting of Members with 28 days of the date upon which the Chief Executive received the notice.
- (f) At an Extraordinary General Meeting or Annual General Meeting of the Members of the Club convened in accordance with Article 8.13(e):
 - (i) The Board shall place before the Members details of the resolution and the grounds for passing the resolution;
 - (ii) The Director concerned shall be given an opportunity to address the Members; and
 - (iii) The Members present shall vote by secret ballot on whether the resolution should be confirmed or revoked.

9.14 Casual Vacancy of Director or President

(a) The Board may at any time appoint any Eligible Member of the Club to be a Director either to fill a casual vacancy or as an addition to the existing Directors provided that the Maximum number of Directors does not exceed the number prescribed in Article 8.1 and further provided that such appointment does not breach Article 8.3.

(b) A Director appointed to fill a casual vacancy shall retire at the time the Director he is replacing would have been due to retire.

(c) A Director appointed as an addition to the existing Directors shall retire at the next following Annual General Meeting.

(d) The Board may appoint a Director of the Club as President to fill a casual vacancy and the person so appointed shall retire at the time the President he is replacing would have been due to retire.

10 Minutes and Records

10.1 The Chief Executive shall ensure that all proper minutes, minute books and records are kept of all meetings of members and Directors and of all decisions.

10.2 The Chief Executive shall also ensure that all proper financial records and accounts are kept and maintained accurately reflecting the financial position of the Club and that all legal requirements are complied with.

10.3 Except as otherwise provided in these rules, the Chief Executive must keep in his or her custody or under his or her control all books, documents and securities of the Club.

11 Application and Profits

11.1 The assets, income and profits of the Club shall be applied solely in promoting its objects and no part shall be distributed or applied directly or indirectly to its members except as bona fide payment for services rendered to the Club.

12 Common Seal

12.1 Unless determined otherwise by the Board, the Chief Executive shall have the custody of the common seal of the Club.

12.2 The common seal of the Club shall only be affixed with the authority of the Board and the affixing of the common seal shall be witnessed either by one Director and the Chief Executive or two Directors.

13 Indemnity

13.1 Subject to these Articles a Director shall not be personally liable for any claims, loss or damage arising out of the performance or lack of performance of his duties unless as a consequence of his own dishonesty.

13.2 Each Director and Member of any committee of the Board appointed pursuant to these Articles shall be indemnified by the Club against all claims, loss and damage arising from the exercise of his office or the performance of his duties unless it arises from his own dishonesty.

14 Financial Year

The financial year of the Club shall end on the 30th day of June each year or on such other date as the Directors may from time to time determine.

15 Auditor

Once in every year the accounts of the Club shall be examined by an auditor or auditors who shall be appointed in accordance with the Corporations Act. Such auditors or auditors shall not be disqualified from holding such office by reason of being a Member of the Club.