

AINSLIE FOOTBALL & SOCIAL CLUB LIMITED

ACN: 102 364 321 ("THE COMPANY")

A PUBLIC COMPANY LIMITED BY GUARANTEE

CONSTITUTION

OBJECTS

The Objects of the Company are:

- (a) primarily, to foster Australian football;
- (b) to foster golf, bowls 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 Company;
- (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 Company may deem to be of direct or indirect benefit to the Company and its members and their guests.

TRANSITION

Each member of the Ainslie Football & Social Club Incorporated shall, upon registration of the Company, become members of the Company in the same class of membership as they were in the Ainslie Football & Social Club Incorporated.

RULES

PART I - PRELIMINARY

1. **Definitions & Interpretations**

- 1.1. Words and phrases defined in this Constitution shall, except where there is something or some matter in the subject or context inconsistent therewith, be defined and have the meaning as follows:

"**Act**" means the Corporations Act.

"**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 & Investment Commission.

"**Club**" means the Company.

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

"**Committee**" means the Board of the Company.

"**Company**" means the Ainslie Football & Social Club Limited.

"**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.

"**Former Member**" includes a Former Member of the Club and a Former Member of the Ainslie Football & Social Club Incorporated.

~~"**Honorary Member**" means a person who is given rights and privileges under Rule 5.3 and 5.4, but is not a member of the Club. (Amended at AGM 11/12/11)~~

"**Member**" means a member of the Club in a category specified under Rule 2.1 ~~but does not include an Honorary Member. (Amended at AGM 11/12/11)~~

"**Membership**" means membership of the Club ~~but does not include honorary membership. (Amended at AGM 11/12/11)~~

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

Nominated Director" means an Ordinary or Life Member nominated by the Nominator under Rule 12.1 for election to the Committee.

"Nominator" means:

- (a) the Ainslie Football Club Incorporated, or
- (b) if, at any time, the Committee is not reasonably satisfied that the Ainslie Football Club Incorporated is a Prescribed Club, such other Prescribed Club that is nominated by the Committee by Special Resolution.

"Notice Board" means a notice board to be placed by the Committee, in a position within the principal 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 Committee under Rule 11.2.

"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 or a corporation incorporated under the Act which, under the Gaming Machine Act 1987, 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.

"Principal Premises": means premises where the Club conducts its business

"Register of Members" means the Register of Members to be kept in accordance with Section 168 of the Act.

"Regulations" means the Regulations of the Corporations Act.

"Secretary" means the person appointed pursuant to Rule 13.

"Section" means a group of Rules identified by a specified heading or by the same initial number unless it precedes a legislative instrument or reference to a legislative instrument, whereupon it should refer to the Section of a particular legislative instrument.

"Special Resolution" of the Committee means a resolution passed at a duly convened meeting of the Committee by a majority of at least 75% of the votes cast by Directors entitled to vote at the resolution,

and of the Club means a resolution notified in accordance with the Act.

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

"Temporary Member": means a person who is given rights and privileges under Rules 3.9 and 5.4, but is not a Member of the Club.

1.2. In these Rules:

- (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.
- 1.3. The provisions of the Acts Interpretation Act 1901 (Cth) apply to, and in respect of, these Rules in the same manner as those provisions would apply if these Rules were an instrument made under the Act.

PART II - MEMBERSHIP

2. Membership Qualifications

2.1. There shall be four different classes of Members being:

- (a) Ordinary Members,
- (b) Associate Members,
- (c) Country Members, and
- (d) Life Members

each of who shall 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) has been proposed for membership in accordance with Section 3,
- (c) has been approved for membership by the Committee,
- (d) pays the Entrance Fee (if any) and any Annual Member's Subscription then payable,
- (e) in the case of a Country Member, does not reside within the Australian Capital Territory or the Municipality of the City of Queanbeyan, and
- (f) in the case of Ordinary Members and Life Members; is also a member of the Ainslie Football Club Incorporated.

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

2.4. The Committee may, from time to time, prescribe the maximum number of Members, or any category of Members, provided that the number of Ordinary Members shall not, at any time, be less than ~~200~~ 300. (*Amended at AGM 11/12/11*)

2.5. The Club shall keep a register of Members (including records of the election of members and the election and re-election of members of the committee) in accordance with and for such time as required under the Act being for a period not less than 2 years.

3. **Proposal for Members**

- 3.1. An Applicant for Ordinary, Associate or Country membership shall be proposed by a Member as defined in Rule 2.1.
- 3.2. Each proposal for membership shall be in writing, in a form prescribed by the Committee, 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) in the case of an Ordinary or Associate Member, the anticipated amounts payable for the Annual Member's Subscription.
- 3.3. As soon as practicable after receiving a proposal for membership, the Secretary shall:
- (a) unless otherwise directed by the Committee, 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 Committee), refer the proposal to the Committee for determination.
- 3.4. An Applicant shall only be approved for membership by a Special Resolution of the Committee.
- 3.5. No person who has been expelled from membership of the Club pursuant to this constitution shall be admitted as a member except by the unanimous resolution of the Committee. If any person to whom this Rule applies is admitted as a member other than by unanimous resolution, such admission shall be null and void and of no effect.
- 3.6. If, at a duly convened meeting, the Committee approves a proposal for membership in accordance with Rule 3.4, the Secretary shall:
- (a) record the names of the Directors present and voting at that meeting,
 - (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 shall become a Member.
- 3.7. If, after referral for determination, the Committee does not approve a proposal for membership, the Secretary shall, 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. The Secretary shall, on behalf of the Club:
- (a) keep a Register of Members as required by, and in compliance with the Act, and
 - (b) record in the Register of Members, any notice of changes of address or other particulars relating to the Members.

3.9. In the period between a proposal for membership specified in Rules 3.1 and 3.2, and the determination of the Committee referred to in 3.3 through 3.6 inclusive, an Applicant shall be granted Temporary Membership in the category of an Country Member with all the rights and privileges that are attached to that Membership.

4. **Membership Entitlements**

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

4.2. 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 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.

4.3. 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 Club's having applied for a grant of a licence under the Gaming Machine Act 1987,
- (b) the grant of a licence to the Club under that Act, or
- (c) any added value that may accrue to the premises of the Club because of the grant of a licence to the Club under that Act,

that is not available equally to all Members.

4.4. 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.

4.5. A person who is not a Member shall not be supplied with liquor on the premises of the Club unless that person is on the Premises at the invitation of a Member who is present on the Premises.

4.6. The Club shall not make to any officer, employee or Member, any payment by way of commission, profit or allowance from, or upon the receipts from, the supply of liquor on the Premises.

5. **Life Members and Honorary Members** (*Amended at AGM 11/12/11*)

5.1. On the recommendation of the Committee, but not otherwise, the Club may, by Special Resolution, elect any Ordinary Member to be a Life Member provided that the number of

Life Members does not at any time, exceed 5 per centum of the number of Ordinary Members.

- 5.2. Each Life Member shall have all the rights, privileges and obligations of Ordinary Members, but the Annual Member's Subscription payable by Life Members shall be fixed at \$2.00 or such other fee as determined by the Committee.
- 5.3. ~~The Committee may, from time to time, authorise the Secretary to grant to any person, for a period of not more than six weeks, the rights and privileges enjoyed by Associate Members and each person granted those rights and privileges shall, for the purposes of these Rules be an Honorary member. (Amended at AGM 11/12/11)~~
- 5.4. For the purposes of Section 54(2)(c) of the Liquor Act 1975, ~~an Honorary Member and a~~ Temporary member is a Member of the Club, able to be supplied with liquor on the premises of the Club. (Amended at AGM 11/12/11)

6. Cessation of Membership

- 6.1. 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 Committee may, from time to time, determine) after the Annual Member's Subscription became due,
 - (c) has its membership terminated by the Club,
 - (d) resigns in accordance with Rule 6.3.
- 6.2. The Secretary shall record, in the Register of Members, the effective date of cessation of membership being:
- (a) in the case of death, the date of death;
 - (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 Committee, but not being earlier than the date that the Committee confirms the termination under Rule 9.4, and
 - (d) in the case of failure to pay the Annual Member's Subscription, the date determined by the Committee, being not earlier than the date that the Annual Member's Subscription became due.
- 6.3. 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 Committee may, from time to time, determine), notice in writing to the Secretary of intention to resign.

7. **Entrance Fee and Annual Member's Subscriptions** ("Member's Contribution")

- 7.1. The Entrance Fee payable, if any, by Applicants for membership shall be the amount determined by the Committee and, until further determination, shall be the sum of \$25.00 provided that in the case of an Applicant who has previously been a Member, the Committee may, in its absolute discretion, waive payment of the Entrance Fee.
- 7.2. Each Member shall pay an Annual Member's Subscription which, for each category of membership, other than Life Members whose Annual Member Subscriptions are fixed under Rule 5.2, shall, subject to Rules 7.3 and 7.4, be the amount determined by the Committee.
- 7.3. Applicants who are approved for membership as an Ordinary Member on a date being more than six months after the commencement date of the then current Club Year, shall, for that Club Year only, pay one half of the Annual Member's Subscription payable by Ordinary Members.
- 7.4. Members who, at the time that their Annual Member's Subscriptions are due, are qualified, under the Social Security Act 1991 or such equivalent legislation, to receive an age pension or an invalid pension, shall pay an amount determined by the Committee from time to time.
- 7.5. All Annual Member's Subscriptions shall be payable in advance:
- (a) in the case of new Ordinary or Associate Members in accordance with Rule 3.2;
 - (b) in the case of new Country members, within 28 days of their proposal for membership in accordance with Rule 3.1, failing which, their proposal for membership will be deemed to have lapsed;
 - (c) in the case of renewing Ordinary Members, on the first day of each Club year; and
 - (d) in the case of renewing Associate Members and Country Members, on each anniversary of their admission to membership.

8. **Liability of Members**

- 8.1. The liability of each Member 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 the \$2.00 and this amount shall for the purpose of the Act be the amount guaranteed by each Member.

9. **Discipline of Members**

- 9.1. A reference in this Rule to "Committee" shall be read, where a relevant delegation has been made under Rule 18, to a "Sub-Committee".
- 9.2. Where the Committee considers a member may have:
- (a) refused or neglected to comply with any provisions of these Rules; 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.
- 9.3. Where the Committee 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.

9.4. Where in the opinion of the Committee, 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 these Rules; or
- (b) has acted in a manner prejudicial to the interests of the Club;

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

9.5. Where it is proposed by a Committee to consider whether or not to form an opinion pursuant to Rule 9.4 of the Rules then the Secretary shall cause a notice in writing to be served on the member:

- (a) giving not less than 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 9.4;
- (b) setting out the grounds of the alleged offence or offences which will be considered by the Committee;
- (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 Committee at, or prior to, the discipline meeting, written representations relating to the allegations.

9.6. 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.

9.7. At a discipline meeting, the Committee shall in accordance with the principles of natural justice:

- (a) consider whether or not the provisions of Rule 9.5 have been complied with;
- (b) where it appears that there has been non-compliance with any of those provisions, the meeting shall not proceed further at that time unless the members are satisfied that no prejudice would be caused to the member by so proceeding (such conclusion and decision thereon shall 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 9.5);
- (e) where the committee proceeds to hear the matter:
 - (i) give to the member who is the subject of the Notice an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Committee by that member, at or prior to, the discipline meeting;
 - (iii) give every opportunity to put such relevant material before the Committee as the member so desires;

- (iv) form an opinion whether or not the member is guilty of an offence or offences against Rule 9.2.
- 9.8. Where the member does not appear at the discipline meeting the Committee may hear and determine the matter in the absence of the member.
- 9.9. Where, at any stage, the Committee 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 Committee is satisfied that no prejudice would be caused to the member, the Committee may make the amendments and proceed to hear and determine the allegations;
 - (b) where the Committee cannot notify the member of the amendments orally and/or the Committee is not satisfied that no prejudice would be caused to the member by proceeding, the Committee shall
 - (i) adjourn the proceedings to a date, time and place as determined by the Committee (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 9.5) and the date, time and place for the resumption of the discipline meeting.
- 9.10. A Committee which has formed an opinion under Rule 9.4 shall, before imposing a penalty, afford the member an opportunity of submitting to it any mitigating circumstances which should be considered.
- 9.11. The penalty which the Committee may resolve to impose on a member shall be:
 - (a) a reprimand of the member;
 - (b) terminate the member's membership of the Club;
 - (c) expulsion of the member from the Club;
 - (d) suspension of the member
 - (i) for such period, and
 - (ii) from enjoying such rights and privileges of membership,

as the Committee may determine.
- 9.12. Where more than one discipline resolution is passed in respect of a member, the Committee 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 Committee's discretion.
- 9.13. Within 14 days after a Committee has passed a discipline resolution, the Secretary shall notify the member in writing of the terms of the said resolution.
- 9.14. Except as provided by this constitution or at law, there shall be no appeal against a decision of the Sub-Committee or Committee under this section against a disciplinary resolution.

PART III - THE COMMITTEE

10. Powers of the Committee

10.1. Subject to the Act, the Regulations and this Constitution, the Committee:

- (a) shall 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 the constitution, required to be exercised by the Club in General Meeting, and
- (c) has the power to perform acts and do all other things that the Committee believes to be necessary or desirable for the proper management of the affairs of the Club.

11. Constitution of the Committee

11.1. The Committee shall consist of ten directors, ~~eight~~ *seven* of whom must be Nominated Directors and each of whom shall be Ordinary or Life Members elected pursuant to Section 12 or appointed in accordance with Rule 11.4. (*Amended at AGM 11/12/11*)

11.2. Only Directors shall be eligible to be elected as Office Bearers and the Committee:

- (a) shall elect the Office Bearers at the first meeting of the Committee to be held following the Annual General Meeting, and
- (b) if there is a vacancy in a position of Office Bearer, may appoint another Director to fill that vacancy.

11.3. Subject to the Rules, each Director, including a Director appointed under Rule 11.4, shall 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).

11.4. If there is a vacancy in the Committee, the Committee may appoint an Ordinary 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.

11.5. A person appointed pursuant to 11.4 shall consent to such appointment in writing.

11.6. The Secretary shall keep such written consent under Rule 11.5.

12. Election of Directors

12.1. The candidates for the election of ~~eight~~ *seven* positions on the Committee as Directors must be those Ordinary Members or Life Members nominated by the Nominator. (*Amended at AGM 11/12/11*)

12.2. A person shall not be eligible for election as a Director or appointment pursuant to Rule 11.4 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 Committee of any other Club.
- 12.3. Nomination of candidates for election as Directors shall be made in writing:
- (a) in the case of the ~~8~~ seven candidates to be nominated under Rule 12.1, signed by the President or the Secretary of the Nominator, (*Amended at AGM 11/12/11*)
 - (b) in the case of the candidates for the remaining ~~two~~ three Director's positions, signed by two of the following members: (*Amended at AGM 11/12/11*)
 - (i) Life Members;
 - (ii) Ordinary Members; or
 - (iii) Associate Members.
 - (c) in either case:
 - (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 days before the date fixed for the Annual General Meeting at which the election is to take place.
- 12.4. Once nominations have closed and until conclusion of the Annual General Meeting, the Secretary shall display on the Notice Board the name of each candidate for the information of Members.
- 12.5. In respect of those candidates to be nominated by the Nominator under Rule 12.1, the following provisions shall apply:
- (a) if there are less than ~~eight~~ seven nominations, the candidates nominated shall be declared elected and the Secretary shall 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, (*Amended at AGM 11/12/11*)
 - (b) if there are ~~eight~~ seven nominations, the candidates nominated shall be declared elected.
- 12.6. In respect of those candidates to be nominated for the remaining ~~two~~ three Directors positions on the Committee, the following provisions shall apply: (*Amended at AGM 11/12/11*)
- (a) if there is only one nomination, that candidate are less than three nominations then those candidates shall be declared elected and further nominations for the remaining ~~vacancy~~ vacancies shall be called for, and may be received, at the Annual General Meeting, (*Amended at AGM 11/12/11*)
 - ~~(b) if no candidate is nominated, nominations for the two vacancies shall be called for, and may be received, at the Annual General Meeting, (*Amended at AGM 11/12/11*)~~
 - (c) if there are ~~two~~ three nominations, the ~~two~~ three candidates nominated shall be declared elected, and (*Amended at AGM 11/12/11*)
 - (d) if the number of nominations exceeds the number of vacancies, (including vacancies referred to in paragraphs (a) ~~or (b)~~), a ballot for determining who, amongst those candidates, shall be elected to those vacancies, shall be held at the

Annual General Meeting. *(Amended at AGM 11/12/11)*

- 12.7. If insufficient further nominations are received under paragraph (a) of Rule 12.5 or subparagraphs (a) or (b) of Rule 12.6, any vacant positions remaining on the Committee may, subject to Rule 12.1, be filled in accordance with Rule 11.4.
- 12.8. The ballot for election of Directors under 12.6(d) shall be completed at the Annual General Meeting in the manner determined by the Committee.
- 12.9. A person is not eligible to contemporaneously hold more than one office on the Committee.
- 12.10. The Secretary shall keep all written consents given pursuant to Clause 12.3(c) for those candidates elected as Directors in accordance with the Constitution.

13. **Secretary**

- 13.1. The Committee shall appoint a person as a Secretary of the Club pursuant to the Act.
- 13.2. The Secretary shall hold the office upon such terms and conditions as determined by the Committee.
- 13.3. The Secretary shall hold office for a period determined at the discretion of the Committee which shall be no longer than the next Annual General Meeting following the appointment but shall be eligible for re-appointment.
- 13.4. The Secretary shall, as soon as practical after appointment, notify the Club of his or her personal details as required under the Act.
- 13.5. The Secretary shall:
 - (a) give notice:
 - (i) to Directors, of all Committee meetings, and
 - (ii) to 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 Committee meetings or general meetings, and
 - (iii) all proceedings at Committee 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 Committee.

14. **Removal of Directors**

- 14.1. A person shall be removed as a Director of the Club if they are disqualified in accordance with the Act.
- 14.2. The Club, by Resolution may remove a Director of the Club in accordance with the Act.
- 14.3. A person who replaces a Director removed under this section shall be deemed to have been a Director on the same date as the removed Director was and shall retire on the same date that the removed Director would have but shall be eligible for re-appointment in accordance with this Constitution.

15. **Vacancy in the Committee**

- 15.1. For the purposes of these Rules, a vacancy in the office of a Director occurs if the Director:
- (a) dies,
 - (b) ceased to be an Ordinary Member or a Life Member,
 - (c) resigns from office in accordance with the Act,
 - (d) is removed from office pursuant to Rule 14,
 - (e) is disqualified from managing a company under the Act
 - (f) without the consent of the Committee, is absent from three consecutive meetings of the Committee.
- 15.2. A person who is a Director ceases to be a Director upon and by virtue of that person becoming an employee of the Club, becoming an employee of any other club or becoming a Director or Office Bearer or Member of a Committee of any other club. The Director shall be removed in accordance with the Act.

16. **Committee Meetings**

- 16.1. The Committee shall meet at least once in each calendar month at the place and time determined by the Committee, from time to time.
- 16.2. Additional meetings of the Committee may be convened by the President.
- 16.3. Oral or written notice of a meeting of the Committee shall be given by the Secretary to each Director at least 48 hours (or such other period as may be unanimously agreed upon by the Committee) before the time appointed for the holding of the meeting.
- 16.4. Any six Directors constitute a quorum for the transaction of the business of a meeting of the Committee.
- 16.5. No business shall be transacted by the Committee 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 shall 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 shall be dissolved.

- 16.7. At meetings of the Committee:
- (a) the President, or in the absence of the President, the Senior Vice-President, and in that person's absence, the Vice-President, shall 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 shall have the powers and functions of the President during that meeting.

- 16.8. Except as provided by the previous provisions of this Section, the procedure to be followed at a meeting of the Committee shall be as determined by the Committee, from time to time, and the person presiding shall be responsible for the proper conduct of each meeting.

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

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

- (a) this power of delegation, and
- (b) a function which is a function imposed on the Committee 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. Any Member appointed to a Sub-Committee shall, unless appointed for a shorter period, or that person's appointment is revoked sooner by the Committee, hold office until the next Annual General Meeting following the date of appointment.

- 17.4. Except as provided by the previous provisions of this Section, a delegation under this Section, 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 Section will prevent the Committee 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 Section, has the same force and effect as it would have if it had been done or permitted by the Committee.

- 17.7. The Committee may, by instrument in writing, revoke, wholly or in part, any delegation under this Section.

- 17.8. The procedure to be followed at a meeting of a Sub-Committee, and the frequency of those meetings, shall be as directed by the Committee and, failing any direction, as determined by the Sub-Committee.
18. **Voting and Decisions**
- 18.1. Questions arising at a meeting of the Committee shall 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 Committee (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. A resolution in writing, signed by all Directors, shall be as valid and effectual as if it had been passed at a duly convened meeting of the Committee.
- 18.4. Subject to Rule 16.5, the Committee may act notwithstanding any vacancy on the Committee.
- 18.5. Any act or thing done or permitted, or purporting to have been done or permitted, by the Committee, 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.

PART IV - GENERAL MEETINGS

19. **Annual General Meetings**
- 19.1. The Committee shall, at least once in every calendar year and within the period of five months after the end of its financial year, convene an Annual General Meeting of its Members and the Club must hold that Annual General Meeting within 18 months after its registration.
- 19.2. The Annual General Meeting shall, subject to the Act and Rule 19.1, be convened on the date and at the place and time determined by the Committee.
- 19.3. In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that Meeting,
 - (b) consideration of the Annual Financial Report, Director's Report and Auditors Report,
 - (c) to receive from the Committee, reports on the activities of the Club during the last preceding Club Year,
 - (d) to elect Directors, and
 - (e) the appointment of an Auditor.

20. General Meetings

- 20.1. The Members are entitled to request the Directors of the Club to call a meeting in accordance with the Act.
- 20.2. A General Meeting convened under 20.1 shall 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 days after the request is given to the Club by the Members under Rule 20.1, the Members may call and arrange to hold a General Meeting.
- 20.4. A General Meeting convened under Rule 20.3 shall be convened in the same way so far as possible in which General Meetings of the Club are called and shall be held within 3 months after the request was given under Rule 20.1. Each Member is entitled to be reimbursed by the Club for any reasonable expense incurred in convening that meeting.
- 20.5. Members are entitled to call a meeting in accordance with the Act and such meeting thus called shall be convened as nearly practicable in the same manner as General Meetings are called by the Committee and the Members calling the meeting must pay the expenses of calling and holding this meeting.

21. Notice of General Meetings

- 21.1. The Secretary shall 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), notice of intention to propose a resolution as a Special Resolution.

- 21.2. No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under Rule 19.3.

22. Procedure at General Meetings

- 22.1. No item of business shall be transacted at a general meeting unless a quorum is present at the time the meeting is open for the transaction of business.
- 22.2. Twenty-five Ordinary or Life Members present in person constitute a quorum for the transaction of the business of a general meeting.
- 22.3. An Ordinary Member or Life Member is not entitled to vote at any general meeting of the Club unless all money due and payable by that Ordinary 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, shall be dissolved, and

- (b) in any other case, shall 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 Ordinary Members and Life Members present (being not less than three) shall 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, shall preside, or
 - (b) if the President, the Senior Vice-President and the Vice-President are all absent, the Ordinary Members present shall 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 Ordinary Members and Life Members present at the meeting, adjourn the meeting, from time to time and place to place, but no business shall be transacted at an adjourned meeting, other than the business left unfinished at the meeting at which the adjournment took place.

23. **Voting**

- 23.1. Only Ordinary 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 Ordinary or 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 shall 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 the person presiding or by not less than five Members entitled to vote or Members with at least 5% of the votes that may be cast on a resolution of the poll.
- 23.6. Where the poll is demanded at a general meeting, the poll shall 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.

PART V - MISCELLANEOUS

24. By-Laws

24.1. The Committee shall have power, from time to time, to make by-laws, not inconsistent with these Rules, prescribing all matters which, by these Rules, 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 Committee,
- (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 shall not prohibit the playing of games of chance for money on the premises of the Club.

24.2. The Committee shall have power, from time to time, to amend or repeal any by-laws.

24.3. All by-laws shall be displayed on the Notice Board as soon as practicable after they are made.

24.4. A by-law shall, 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.

25. Income

25.1. The income of the Club shall be applied solely towards promotion of the objects and no part of the income shall be paid or transferred directly or indirectly to the Members by way of profit.

25.2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members authorized to do so by resolution of the Committee.

25.3. All electronic transfer of payments shall only be done after authorization has been given by any two persons authorized to do so by resolution of the Committee.

26. **Accounts and Audit**

26.1. The Club shall keep accounting records that comply with the Act.

26.2. The Committee shall:

- (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,
- (c) make available copies of the audited statement of account and reports for perusal by Members in accordance with the Act, and

27. **Common Seal**

27.1. The common seal of the Club shall be kept in the custody of the Secretary.

27.2. The common seal shall contain the Club's name, the Australian Company Number and the Club's ACN or such other abbreviations of these as permitted under Section 149 of the Act.

27.3. The Common Seal shall not be affixed to any instrument unless attested to by the signature of the 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 shall be attested in the same manner as outlined in this Rule.

28. **Records**

28.1. Subject to the Act, the Regulations and these Rules, the books, records and other documents relating to the Club shall be kept in the custody of the Secretary.

28.2. Except:

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

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

29. **Service of Notices**

- 29.1. For the purposes of, and except as otherwise provided for in this Section, a notice may be served by, or on behalf of, the Club upon any Member:
- (a) by being served personally upon the Member, or
 - (b) by being delivered to, or sent by, prepaid post, to the Member at his or her address shown in the Register of Members.
- 29.2. Where a notice is sent to a person by prepaid post, unless the contrary is proved, it shall be taken, for the purposes of these Rules, to have been served on the person at the time at which the notice would have been delivered in the ordinary course of post.
- 29.3. Any notice to be given to Members or a category of Members generally, may be given by being placed on the Notice Board.

30. **Alteration of Objects and Rules**

- 30.1. Subject to the Act, the Club may modify or alter its Constitution by Special Resolution.
- 30.2. Notwithstanding this Constitution a Special Resolution under 30.1 shall be notified and conducted in accordance with the Act.
- 30.3. *The Committee shall have the power to amend the Constitution if directed to do so by the ACT Gambling and Racing Commission under section 148B of the Gaming Machine Act 2004 without the formal consideration of the voting members of the Club. Such amendments will be approved by the Committee and members will be advised of such amendments by notice on the Club's notice board and web site within one (1) month of the change being made. (Amended at AGM 11/12/11)*
- 30.4. *Notwithstanding the provisions elsewhere in this Constitution, the Committee is authorised to make any minor amendments such as misspelling or where a replacement Act supersedes an Act in the Constitution. (Amended at AGM 11/12/11)*

31. **Place of Business**

- 31.1. The Club shall display its name prominently in every place which the Club carries on business and is open to the public.
- 31.2. The Club shall have a registered office at these premises, the Club shall in addition to the requirement of 31.1 display the words "Registered Office".
- 31.3. If the Club changes its registered office it shall notify the authority within 14 days of such in a manner described under the Act.
- 31.4. The registered office shall be open from 10.00am to 4.00pm each business day unless the Committee determines otherwise and complies with Rule 31.5.
- 31.5. Any change is to be notified with the authority as required under the Act.

31.6. The Club shall have a principal place of business which may be the same as the registered office and any such change to the principal place of business shall be done in accordance with 31.5.

32. **Winding Up**

32.1. Upon winding up of the Club, any surplus property of the Club after all provable debts have been satisfied, shall subject to any trust affecting that property or part of it, be taken to vest in Ainslie Football Club Incorporated or another association (whether incorporated or not), nominated by the Committee.