

Adelaide University
Football Club.

Established 1906

CONSTITUTION

15th Feb 2017

Associations Incorporation Act 1985 (SA)

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1. Name

The name of the incorporated association is the Adelaide University Football Club Incorporated, referred to herein as 'The club'.

2. Definitions

- 'The Executive' means the Executive Committee of the club
- 'General meeting' means a general meeting of members of the club convened in accordance with these rules
- 'Member' means a member of the club
- 'The Act' means the Associations Incorporation Act 1985 (SA)
- 'Month' shall mean a calendar month
- 'The players' means those who play football for the club
- 'AGM' means the annual general meeting of the club
- 'Delivery' or 'Delivering' or 'Delivered' means delivery by postal service, in person or by email
- 'The Chair' means the Chair of the Executive
- 'Amateur' means a player who does not receive any remuneration in respect of their participation as a player.
- 'Association' means the Adelaide University Football Club Incorporated.
- 'The rules of natural justice' means the right to be heard in one's defence, by a body that is not biased or prejudiced, with a verdict given that is supported by the evidence and not for extraneous purposes.

3. Objects of the club

- 3.1. To foster and cultivate the spirit of sportsmanship in Australian Rules football, especially among the students and graduates of the University of Adelaide.
- 3.2. To foster and cultivate the personal, professional, and football development of the players.
- 3.3. To choose as many football teams as practicable from among the members of the club.
- 3.4. To enter such teams in any competition or competitions as many seem to be desirable, and to enter into contests with football clubs of other universities subject to the rules and regulations of the Adelaide University Sports Association.
- 3.5. To raise money in such a manner as the Executive may think fit for any of its objects.
- 3.6. To invest any monies of the club not immediately required for any of its objects in such a manner as may from time to time be determined.
- 3.7. To appoint such committees and sub-committees consisting of one or more persons as the Executive may think fit and delegate any of its powers to any such committee.

4. Powers of the club

The association shall have all the powers conferred by section 25 of the Act.

5. Membership

- 5.1. An application for membership shall be made in writing (or as otherwise prescribed by the Executive). Upon the acceptance of the application by the Executive and upon payment of the annual subscription, the applicant shall be a member of the club.
- 5.2. The member should be of good character, and desire to further the interests and objects of the club. The Executive reserves the total and unconditional right to decline membership to an individual or

individuals considered likely to damage the reputation or the public perception of the club.

5.3. Each person admitted to (any type of) membership shall:

- 5.3.1. Be bound by the constitution and by-laws of the club.
- 5.3.2. Become liable for such fees and subscriptions as may be fixed by the Executive.
- 5.3.3. Be entitled to hold any office, vote at the AGM and enjoy the privileges of the club.

5.4. Member types

- 5.4.1. Player Member. The player member must be of good character and at all times be an amateur footballer.
- 5.4.2. Non-Player Member. Any person of good character may become a non-player member in any category (categories determined by the Executive from time to time as set out in the bylaws).
- 5.4.3. Honorary Member. Any person may be elected as an Honorary Member of the club in recognition of the interest that person has shown in the club. Honorary members can be nominated by any member and voted on at the AGM. A 75% majority in favour is required for any such election.

5.5. Subscriptions

- 5.5.1. The subscription fees for membership shall be such sum as the Executive shall determine from time to time.
- 5.5.2. The subscription fees shall be payable annually by 1 May or at a time when the Executive determines.
- 5.5.3. Any member whose subscription is outstanding for more than two months after the due date for payment shall cease to be a member of the club, provided always that the Executive may reinstate such a person's membership on such terms and under such conditions as it thinks appropriate.

5.6. Resignations

A member may resign from membership of the club by giving written notice to the Executive. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the club.

5.7. Expulsion of a member

- 5.7.1. Subject to giving a member an opportunity to be heard or to make a written submission, the Executive may resolve to expel a member upon a charge of misconduct detrimental to the interests of the club.
- 5.7.2. Particulars of the charge shall be communicated to the member at least 14 days before the meeting of the Executive at which the matter will be determined.
- 5.7.3. The determination of the Executive *in camera* shall be communicated to the member, and, in the event of an adverse determination, the member shall, subject to 5.7.4 below, cease to be a member 14 days after the Executive has communicated its determination to the member.
- 5.7.4. It shall be open to a member to appeal the expulsion to the club at a general meeting. The intention to appeal shall be communicated to the Executive within 14 days after the determination of the Executive has been communicated to the member.
- 5.7.5. Nothing in these rules prohibits a further appeal to the Adelaide University Sports Association.

5.8. Register of members

A register of members must be kept by the club and must contain:

- 5.8.1. The name and home address (and/or email address) of each member.
- 5.8.2. The date on which each member was admitted to the club, and
- 5.8.3. If applicable, the date of and reason(s) for termination of membership.

6. The Executive Committee

6.1. Powers and duties

- 6.1.1. The affairs of the club shall be managed and controlled by the Executive which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- 6.1.2. The Executive has the management and control of the funds and other property of the club.
- 6.1.3. The Executive shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the club on which these rules may be silent.
- 6.1.4. The Executive shall have authority to create by-laws to enable it to manage those affairs of the club that do not require a vote of the members pursuant to a special or general meeting.

6.2. Appointment

6.2.1. The Executive shall be comprised of the following members:

- 6.2.1.1. President
- 6.2.1.2. Senior Vice President (to be nominated from the pool of Vice Presidents elected in accordance with the terms of this Constitution and the Bylaws)
- 6.2.1.3. Director of Finance
- 6.2.1.4. Director of Men's Football Operations
- 6.2.1.5. Director of Women's Football Operations
- 6.2.1.6. Up to 3 other general members
- 6.2.1.7. A female player, preferably an undergraduate of the University of Adelaide
- 6.2.1.8. A male player, preferably an undergraduate of the University of Adelaide.

6.2.2. The Executive of the club shall be elected by the members of the club at the AGM, or be comprised of such persons as hold office prior to the adoption of this Constitution. The Executive once elected or whose members have retained the positions they held prior to adoption of this Constitution shall hold office for the term set out in 6.2.7 below, at which time they shall be eligible for re-election at the AGM.

6.2.3. No person shall be eligible to stand for election to the Executive unless a member of the club has nominated that person at least 14 days before the AGM by delivering the nomination of that person in writing to the President. The nomination shall be signed by the proposer and by the nominee.

6.2.4. Notice of all persons seeking election to the Executive shall be given to all members of the club along with the notice calling the AGM.

6.2.5. The Executive may appoint a person to fill a casual vacancy. Any such appointee shall hold office until the next AGM of the club and shall be eligible for election to the Executive without further nomination.

6.2.6. The Executive will elect a Chair from its members on an annual basis by a vote at the first Executive meeting of the year following the AGM.

6.2.7. The terms of the Executive shall be for two years with half the executive being re-elected on alternate years.

6.2.8. In order to facilitate the terms of 6.2.7, at the first AGM under this Constitution, the members of the Executive elected under 6.2.1.6, 6.2.1.7 and 6.2.1.8 shall serve a term of one year only, after which they shall be eligible for re-election for two years.

6.3. Proceedings of the Executive

- 6.3.1. The Executive shall meet together for the dispatch of business at least every two months.
- 6.3.2. Questions arising at any meeting of the Executive shall be decided by a majority of votes, and, in the event of equality of votes, the President shall have a casting vote in addition to a deliberative vote.
- 6.3.3. A quorum for a meeting of the Executive shall be one half of the members of the Executive plus one.
- 6.3.4. A member of the Executive having a direct or indirect pecuniary interest in a contract or proposed contract with the club or in any other business of the club must disclose the nature and extent of that interest to the Executive as required by the Act, and shall not vote with respect to that contract or proposed contract or business. The member of the Executive must also disclose the nature and extent of his or her interest in the contract or business at the next AGM of the club or at any other time as directed by the Executive.

6.4. Disqualification of Executive members

The office of a member of the Executive shall become vacant if an Executive member is:

- 6.4.1. Disqualified by or under the terms of the Act
- 6.4.2. Expelled as a member under these rules
- 6.4.3. Permanently incapacitated by ill health
- 6.4.4. Absent without apology from more than four meetings in a financial year.

7. General meetings

7.1. Annual general meetings

- 7.1.1. The AGM shall be held within five months of the end of the club's financial year.
- 7.1.2. The order of business at the AGM shall be:
 - 7.1.2.1. Confirming the minutes of the previous AGM and of any special general meeting held since that meeting
 - 7.1.2.2. Considering the accounts and reports of the Executive.
 - 7.1.2.3. Electing of Executive members
 - 7.1.2.4. Electing any honorary members, life members, hall of fame inductees and / or any vice presidents whose nominations have been received in accordance with these rule or as specified in the bylaws.
 - 7.1.2.5. Any other business requiring consideration by the association in general meeting.

7.2. Special general meetings

- 7.2.1. The Executive may call a special general meeting of the association at any time.
- 7.2.2. Upon a requisition in writing of not fewer than 25 members of the club, the Executive shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 7.2.3. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

7.3. Notice of general meetings

- 7.3.1. Subject to 7.3.2, at least 14 days' notice of any general meeting shall be delivered to members. The notice shall set out where and when the meeting will be held, and particulars of the nature

and order of the business to be transacted at the meeting.

7.3.2. Notice of a meeting at which a special resolution is to be proposed shall be delivered to arrive at least 14 days prior to the date of the meeting.

7.4. Proceedings at general meetings

7.4.1. 25 members present personally or by proxy shall constitute a quorum for the transaction of business at any AGM or special general meeting.

7.4.2. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

7.4.3. Subject to 7.4.4, the Chair of the Executive shall preside at any general meeting of the association.

7.4.4. If the Chair is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, then the President shall chair the meeting. In the absence of the President, the members may choose (by majority vote) any other Executive member or one of their own number to be the Chair of that meeting.

7.5. Voting at general meetings

7.5.1. Every member of the club has only one vote at a general meeting of the club.

7.5.2. A question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are exercised under these rules, by proxy, at that meeting.

7.5.3. Unless a poll by written ballot is demanded by at least five members, a question for decision at a general meeting will be determined by a show of hands.

7.6. Poll at general meetings

7.6.1. If a poll by written ballot is demanded by at least five members, it must be conducted in a manner specified by the Chair, and the result of the poll is the final resolution of the meeting on that question.

7.6.2. A poll by written ballot demanded for the election of the Chair or on a question of adjournment of the meeting must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

7.7. Ordinary resolutions

An ordinary resolution is a resolution passed by a simple majority at a general meeting.

7.8. Proxies

A member shall be entitled to appoint in writing or by email a natural person who is also a member of the club to be their proxy to attend and vote on their behalf at any general meeting of the club.

8. Minutes

8.1. Detailed minutes of all proceedings of general meetings of the club, and of meetings of the Executive, shall be kept by the club.

8.2. The minutes must be confirmed by the members of the club or the members of the Executive (as relevant) at a subsequent meeting.

- 8.3. The minutes shall be signed by the Chair of the next succeeding meeting at which the minutes are confirmed.
- 8.4. Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held. All proceedings held at the meeting shall be deemed to have been duly held, and all appointments made at a meeting shall be deemed to be valid.

9. Dispute resolution

This rule provides for a procedure to settle disputes.

- 9.1. The dispute resolution procedure set out in this rule applies to disputes under these rules between -
 - 9.1.1. A member and another member
 - 9.1.2. A member and the club.
- 9.2. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 9.3. If the parties are unable to resolve the dispute at the meeting referred to in 9.2, the parties may choose to meet and discuss the dispute before an independent third person as agreed by the parties.
- 9.4. In this rule 'member' includes any person who was a member not more than six months before the dispute occurred.
- 9.5. Where the Executive exercises any power of adjudication in relation to a dispute between the members, or a dispute between itself and members of the club, the rules of natural justice must be observed.
- 9.6. This rule does not prohibit any aggrieved member or former member from invoking their right under section 61 of the Act to make an application to the Supreme or Magistrates Court for an order that the affairs of the club are being conducted in a manner that is oppressive or unreasonable.

10. Financial reporting

10.1. Financial year

The financial year of the club shall be the period of 12 months commencing on 1 January and ending on 31st December of each year.

10.2. Accounts to be kept

The club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the club in accordance with the Act and regulation 8 of the Associations Incorporation Regulations 2008.

10.3. Accounts and reports to be laid before members

The report and accounts referred to in s.35 (5)-(6) of the Act shall be laid before members at the AGM. A copy should be forwarded to the Adelaide University Sports Association.

11. Prohibition against securing profits for members

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

12. Winding up

The club may be wound up in the manner provided for in section 41 of the Act. This must be determined at an annual general meeting or special general meeting of the members and require 75% majority vote.

13. Application of surplus assets

- 13.1. If after the winding up of the club there remains 'surplus assets' as defined in section 43 the Act, such surplus assets shall be distributed to residual funds and will be forwarded to the Adelaide University Sports Association.
- 13.2. On no account shall any such surplus assets at the completion of a winding up go the benefit of members or former members of the club, or associates of those persons.

14. Rules

- 14.1. These rules may be altered (including an alteration to the club's name) by special resolution of the members of the club at a general meeting. This includes any amendment to or replacement of these rules.
- 14.2. The registered rules shall bind the club and every member to the same extent as if each has respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.
- 14.3. Notwithstanding the terms of section 24(6) of the Act an alteration to the rules comes into force after the alteration is passed by special resolution at a general meeting and is subsequently approved by the Adelaide University Sports Association.

Adelaide University Football Club By-laws 2017

Alterations to these By-laws can be made only at Executive Committee meetings, provided notice of the proposed alteration/s has been duly delivered to Executive Committee members.

By-laws

1. Committees and sub-committees

- 1.1. The Executive Committee may create and disband sub-committees as required.
- 1.2. All committees and sub-committees shall report to the Executive Committee.

2. Sub Committees may include, but are not limited to:

- 2.1. Nominations Committee, to consider in accordance with by-law 3 (below):
 - 2.1.1. Life Membership nominations
 - 2.1.2. Hall of Fame nominations
 - 2.1.3. University Blues nominations
 - 2.1.4. Other AUSA awards and scholarship nominations
- 2.2. Infrastructure Committee
- 2.3. Finance Committee
- 2.4. Social Committee
- 2.5. Communications and Marketing Committee
- 2.6. Sponsorship Committee

3. Special Membership Categories

3.1. Life Member

- 3.1.1. Any member may nominate a person in writing/email to the President for consideration of election to Life Membership. If approved by the Executive Committee (after due consideration and approval of the nominations subcommittee) then the AGM will consider the nomination by a vote of the general membership. A 75% majority in favour is required for such election.

3.1.2. Categories:

- 3.1.2.1. A "*Player Life Member*" must have played in at least 200 games for the club and must also be of excellent character. This is not an automatic appointment based only on games played.
- 3.1.2.2. A "*Non-player Life Member*" must have dedicated at least 10 years' extraordinary service to the club without having received any financial payment in recognition of that service. The non-player life member must also be of excellent character.

3.2. Hall of Fame

- 3.2.1. Life Members may be nominated by any member of the club for consideration for election to the "*Hall of Fame*". Hall of Fame elevation is reserved for the rarest, most unique, most selfless

examples of enduring voluntary service to the club. The Hall of Fame nominees must also be of excellent and exceptional character.

3.2.2. Any member may nominate a person in writing/email to the President for consideration for election to the Hall of Fame. If approved by the Executive (after due consideration and approval of the nominations subcommittee) then the AGM will consider the nomination by a vote of the general membership. Election will require a 75% majority vote at the AGM.

4. Vice Presidents

- 4.1. A person may be elected to the position of Vice President in recognition of outstanding service to the club and/or the wider community.
- 4.2. A Vice President will have the same voting rights as ordinary members.
- 4.3. Vice Presidents will be required to contribute financially to the club either via donation, creation of employment opportunities for a player, sponsorship of a player, sponsorship of the club or support of the club in a fashion acceptable to the Executive. The minimum contribution will be determined by the Executive from time to time.
- 4.4. The number of Vice Presidents is unrestricted.
- 4.5. Nominations may be made by any member in writing/email to the President. If approved by the Executive (after due consideration and approval of the nominations subcommittee) then the AGM will consider the nomination by a vote of the general membership. Election will require a 75% majority vote at the AGM.

5. Club Patron and other Honorary positions

The Executive may, at its discretion, appoint (or put to a vote of the members) individuals to any of the following honorary positions for such period as may be deemed appropriate. Such honorary position holders shall not be eligible to vote at meetings unless they are current financial members of the Club under another category of membership:

- 5.1. Patron
- 5.2. Vice Patron
- 5.3. No. 1 Ticket Holder
- 5.4. Club Legend (noting that Bob Neil shall automatically hold this position permanently during his lifetime)
- 5.5. Honorary Member

6. Membership Fees for 2017

The Executive may at its discretion fix and publish membership fees for each financial year.