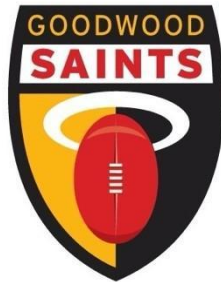


The Goodwood Saints Football Club Incorporated



CONSTITUTION

29th November 2023

1. Name

The name of the incorporated association is 'The Goodwood Saints Football Club Incorporated' referred to herein as "the Club".

2. Definitions

In these rules, unless the contrary intention appears –

'Committee' means the Committee of Management of the Club

'Meeting' means the general meeting of the members of the Club convened in accordance with these Rules

'Member' means a member of the Club

‘The Act’ means the Associations Incorporations Act, 1985 (SA)

‘The Regulations’ means the Regulations under the Associations Incorporations Act 1985

‘By-laws’ are the rules annexed hereto, created and amended from time to time by the Committee, to enable it to effectively manage the affairs of the Club that do not require a vote of the members pursuant to a special or general meeting

‘The players’ mean those who play football for the Club

3. Objects and Purposes

The Club is a non-profit organisation established for the following objects and purposes:

- 3.1 To encourage, promote, facilitate, extend and foster the game of Australian Rules Football. This shall not prevent the Club from establishing and entering teams in any other sport or sports, from acquiring amenities and facilities (whether freehold or leasehold) used in connection with, other sport or sports.
- 3.2 To foster cultivate the personal and football development of the players.
- 3.3 Provide social amenities and facilities for the members of the club.
- 3.4 To acquire by purchase, construction or otherwise, any real or personal property and to sell, assign, transfer, exchange or otherwise dispose of, lease or otherwise howsoever deal with such property in any part or part thereof.
- 3.5 To raise money for any of the objects aforesaid or any purposes incidental or conducive thereto in such manner as may be approved by the Committee.
- 3.6 To do all such other things necessary or incidental or conducive to the attainment of the above objects, or any of them.
- 3.7 To apply the net profits of the Club after the payment of all costs and expenses of and incidental to the proper and efficient management and development thereof to purposes benefiting the Club.
- 3.8 Hire, employ and dismiss if necessary workers, as the Committee may see fit.
- 3.9 To do all such other lawful things as are incidental or conducive to the attainment of the above objects.
- 3.10 To appoint such sub committees consisting of one or more persons as the Committee may see fit and delegate any of its powers to any such committee.

4. Powers

The Club shall have all the powers conferred by Section 25 of the Act.

5. Membership

- 5.1 Any person who wishes to become a member shall apply in writing or such form as the Committee shall prescribe from time to time. Upon the acceptance of the application by the Committee 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 Committee reserve the right to refuse membership of any person or persons whom they deem undesirable without explanation.
- 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 Committee.
 - 5.3.3 With the exception of Junior Player membership be entitled to hold any office, vote at the AGM and enjoy the privileges of the Club.
- 5.4 Membership terminates on the 30th November each year.
- 5.5 Member Types
- The Club may offer such other categories of membership as the Club may deem fit and the by-laws may prescribe further rules in relation to membership. The categories include:
- 5.5.1 Junior Player Member. The player must be of good character and under 18 years of age.
 - 5.5.2 Senior Player Member. The player must be of good character and at least 18 years of age.
 - 5.5.3 Honorary Member. Any person of good character may become a non-player member in any category (categories determined by the Committee from time to time as set out in the bylaws).
- 5.6 Subscriptions
- 5.6.1 The subscription fees for each class of membership shall be such sum as determined by the Committee.
 - 5.6.2 The subscription fees for membership shall be payable annually by such time as the Committee may determine from time to time.
 - 5.6.3 If any player has not paid their subscription fees the Committee reserves the right to refuse the person selection until their membership is paid in full.
 - 5.6.4 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 Committee may reinstate such a person's membership on such terms as it thinks fit.
- 5.7 Resignation

A member may resign from membership of the Club by giving written notice thereof to the Secretary of the Club. Any member so resigning shall be liable for any outstanding subscriptions as a debt due to the Club.

5.8 Expulsion of a Member

5.8.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.

5.8.2 Particulars, of the charge shall be communicated to the member at least fourteen (14) days before the meeting of the Committee at which the matter will be determined.

5.8.3 The determination of the Committee shall be communicated to the member, and in the event of an adverse determination the member shall be subject to sub rule 5.8.4 cease to be a member, fourteen (14) days after the Committee has communicated its determination to him or her.

5.8.4 It shall be open to a member to appeal to the Club in general meeting against the expulsion.

The intention to appeal shall be communicated to the Secretary of the Club within fourteen (14) days after the determination of the Committee has been communicated to the member.

5.8.5 In the event of an appeal under sub rule 5.8.4 the appellant's membership of the Club shall not be terminated unless the determination of the Committee to expel the member is upheld by the members of the Club in general meeting after the appellant has been heard, and in such event membership will be terminated at the date of the general meeting at which the determination of the Committee is upheld.

6 The Committee

6.1 Powers and Duties

6.1.1 The affairs of the Club shall be managed and controlled exclusively by the Committee 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 Club, and are not by the Act or these Rules required to be done by the Club in general meeting.

6.1.2 The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Club and may discuss and delegate any of its powers to such officers and employees.

6.1.3 The Committee has the management and control of the funds and other property of the club.

6.1.4 The Committee shall have the authority to create by-laws.

6.1.5 The Committee shall appoint a public officer as required by the Act.

6.2 Appointment

- 6.2.1 The Committee shall be comprised of a President, Vice President, Secretary, Treasurer, Football Director and up to four (4) Committee members of whom must be members of the Club.
- 6.2.2 The Committee members shall be elected by the members of the club at the AGM. The Committee once elected or whose members have retained positions they held prior to adoption of this constitution shall hold office for a term of two years, 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 Committee unless a member of the club has nominated that person at least 14 days before the AGM by delivering the nomination of that person.
- 6.2.4 Notice of all person seeking election to the Committee shall be given to all members of the club along with the notice calling the AGM.
- 6.2.5 The Committee may appoint an ordinary member to fill a casual vacancy, and such a Committee member shall hold office until the next Annual General Meeting of the Club and shall be eligible for re-appointment.

6.3 Proceedings of Committee

- 6.3.1 The Committee shall meet, for the dispatch of business at least every two months.
- 6.3.2 Questions arising at any meeting shall be decided by a majority of votes, and in the event of the equality of votes the Vice President shall have a casting vote in addition to a deliberate vote.
- 6.3.3 A quorum for a meeting of the Committee shall be five (5) members.
- 6.3.4 A member of the Committee having a pecuniary interest in a contract with the Club must disclose that interest to the Committee as required by the Act and shall not vote with respect to that contract.

6.4 Disqualification of Committee Members

The office of a Committee member shall become vacant if a Committee member is:

- 6.4.1 Disqualified by the Act;
- 6.4.2 Expelled under these Rules;
- 6.4.3 Permanently mentally incapacitated;
- 6.4.4 Absent without apology for more than two (2) consecutive Committee meetings, or more than three (3) Committee meetings in a financial year;

6.4.5 Deceased.

7 Meetings

7.1 Annual General Meetings

7.1.1 The Committee shall call an annual general meeting in accordance with the Act.

7.1.2 The annual general meeting shall be held by 30th November of each year.

7.1.3 The order of the business at the annual general meeting shall be:

7.1.3.1 Confirming the minutes of the previous AGM and any special general meeting held since that meeting,

7.1.3.2 the consideration of the accounts and the reports of the Committee and the auditors,

7.1.3.3 the appointment of auditors,

7.1.3.4 the appointment of Committee members (if required),

7.1.3.5 election of any honorary members whose nominations have been received in accordance with these rules or as specified in the by-laws,

7.1.3.6 and any other business requiring consideration by the Club in general meeting.

7.2 Special General Meeting

7.2.1 The Committee may call a special general meeting of the Club at any time.

7.2.2 Upon a requisition in writing of not less than ten (10) members of the Club, the Committee shall within one (1) 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 members making the same and shall state the purpose of the meeting.

7.2.4 If a special general meeting is not convened within one (1) month as required by sub rule 7.2.2 the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting.

7.3 Notice of General Meeting

7.3.1 Subject to sub rule 7.3.2 at least fourteen (14) days' notice of any general meeting shall be given to the members. The notice shall set out where and when the meeting shall 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 given at least twenty one (21) days prior to the date of the meeting.
- 7.3.3 A notice may be given by the Club to any member by serving the member with the notice personally, by sending by post to the address appearing on the club's database of members, by emailing to the email address appearing the club's database, advising using social media, or posting the details on the Club's official website.
- 7.3.4 Where a notice is sent by post, service of the notice shall be deemed to be affected if properly addressed and posted to the member by ordinary prepared mail.

7.4 Proceeding at Meetings

- 7.4.1 Twenty five (25) members present personally or by proxy shall constitute a quorum at any annual general meeting or special general meeting.
- 7.4.2 If within thirty (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 thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum.
- 7.4.3 The Vice President of the Committee or in their absence, or on their declining to take, or retiring from the chair, the President of the Committee or if there shall be no President, then the one of the ordinary members chosen by the meeting shall preside as Vice President at the general meeting of the Club.
- 7.4.4 If there is no such Vice President or President present within five (5) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Vice President.
- 7.4.5 The Vice President may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 7.4.6 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- 7.4.7 At any general meeting, a resolution put to a vote shall be decided on a show of hands, and a declaration by the Vice President of the meeting that a resolution has been carried or lost, shall unless a poll is demanded by conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.

7.4.8 If a poll is demanded by the Vice President of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the Vice President directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters ($\frac{3}{4}$) of the members who being entitled to do so vote personally or proxy at the meeting is required.

7.5 Minutes

7.5.1 Proper minutes of all proceedings of meetings of the Club and of meetings of the Committee, shall be entered within one month after the relevant meeting and kept by the club.

7.5.2 The minutes kept pursuant to this Rule shall be discussed at the next succeeding meeting and after any changes (if any) are noted shall be voted on and carried by the Committee present.

If such meeting does not take place the minutes will be carried at the following such meeting.

7.5.3 Where minutes are entered and signed they shall until the contrary is proved by evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at the meeting shall be deemed to be valid.

7.6 Voting Rights

Subject to these Rules and as specified in the by-laws each member but not any Junior Playing Member present in person or by proxy shall be entitled to one (1) vote.

7.7 Proxies

A member shall be entitled to appoint in writing a natural person who is also a member of the Club to be his proxy, and attend and vote at any meeting of the Club.

8 Financial Reporting

8.1 Financial Year

The financial year of the Club shall end on 31st October in each year.

8.2 Accounts

The Club shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club.

9 Borrowing Powers

- 9.1 Subject to this Rule the Club may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by charging the property of the Club.
- 9.2 Subject to Section 53 of the Act, the Club may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

10 Winding Up

The Club may be wound up in the manner provided by the Act.

11 Application for surplus assets

- 11.1 If after the winding up of the Club there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- 11.2 Such organisation or organisations shall be identified and determined by a resolution of members in general meeting.

12 Rules

- 12.1 Subject to approval by a resolution by the members of the Club, these Rules may be altered (including an alteration to name), or be rescinded and replaced by substituted Rules by special resolution of the members of the club at a general meeting. Such an alteration shall be registered with the Commission as required by the Act.
- 12.2 The registered Rules shall bind the Club and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.