



**Swan Districts Football Club (Inc.)**

**CONSTITUTION**

**Adopted at the 78th Annual General Meeting**

**On**

**2nd February 2012**

## **THE SWAN DISTRICTS FOOTBALL CLUB (Inc.)**

### **CONSTITUTION**

**(Adopted at 78<sup>th</sup> Annual General Meeting on 2nd February 2012)**

#### **1. NAME**

The name of the Club shall be Swan Districts Football Club (Inc.) ("the Club").

#### **2. DEFINITIONS**

- 2.1 "the Act" means the Associations Incorporation Act 1987;
- 2.2 "the Club" means the Swan Districts Football Club (Inc.);
- 2.3 "WAFC" means the West Australian Football Commission Inc.;
- 2.4 "WAFL" means the Western Australian Football League;
- 2.5 "Board of Management" means the group comprising the President and six (6) Directors;
- 2.6 "Directors" means the six (6) Ordinary or Life Members of the Club elected in accordance with Rule 14.
- 2.7 "He" means he or she for the purposes of this Constitution.

#### **3. LICENCE**

The Club shall seek and hold a licence from the WAFC to participate in the WAFL competition conducted by that body or any successor to that body.

#### **4. COLOURS**

The colours of the Club shall be Black and White.

#### **5. UNIFORM**

The design of the uniform of the Club shall be such as the Board of Management shall from time to time decide.

#### **6. OBJECTS**

The objects of the Club are:

- 6.1 To foster, promote and advance the game of Australian Rules Football and to provide facilities for playing that game.
- 6.2 To provide recreational and sporting facilities for its Members, to encourage the game of football in its district and to promote good fellowship amongst its Members.
- 6.3 To provide and maintain Club premises in Western Australia for the accommodation and benefit of all of its Members and their guests upon premises of which it maybe the occupier from time to time.
- 6.4 To foster, promote and advance the participation in all sports by Members of the community.
- 6.5 To utilize the participation in sport as a means of improving educational outcomes, enhancing the development of life skills and increasing employment prospects for young people within the community.

## **7. ATTAINING OBJECTS**

The Club shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Club.

## **8. POWERS (as conferred by Section 13 of the Act)**

For the attainment of the aforesaid objects the Club shall have the following powers, namely:

- 8.1 To make such agreements with local government authorities and or other bodies for the purpose of leasing or other hiring of suitable property or properties for the purposes of the Club and to maintain the grounds, lawns and buildings for the use and accommodation of its Members.
- 8.2 To borrow money by way of loans or overdraft or by the issue of bonds, debentures or the granting of other obligations or securities or by mortgage or charge upon all or any of the property of the Club for the purpose of carrying on the work or activities of the Club.
- 8.3 To enter into such agreements as are necessary and reasonable or are considered advisable for the proper utilisation of the Club's assets and for the proper carrying out of the other objects herein detailed.
- 8.4 To purchase take or lease or exchange hire or otherwise acquire any real and personal property any rights or privileges which the Club may think necessary or convenient for the purpose aforesaid. To improve, manage, develop, exchange, lease mortgage, dispose of, turn to account or otherwise deal with all or any part of the real and personal property of the Club and in particular to lay out any land and/or buildings of which the Club is owner or over which it has any control, so that the same may be used for the objects aforesaid.

- 8.5 To borrow or raise or secure the payment of money in such manner as the Club thinks fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the Club's property, both present and future and to purchase, redeem, or pay off any such debentures.
- 8.6 To draw, make, accept, or endorse discount and issue promissory notes and bills of exchange.
- 8.7 To enter into and bind all or any part of the assets and undertakings of the Club by guarantees, indemnities or similar obligations in any cases where it is thought that the objects of the Club can be more fully realised or attained by such obligations.
- 8.8 To sell and dispose of any or all of the real and personal property of the Club for such consideration as the Club may think fit.
- 8.9 Invest and deal with the moneys of the Club not immediately required in such manner as may from time to time be determined.
- 8.10 To apply for obtain and renew from time to time a license under the "Liquor Licensing Act 1988" and amendments.
- 8.11 To carry on conduct management and arrange teams for the purpose of competing in competitions and matches in football, cricket, tennis, bowls, darts and such other games as the Board of Management may think fit and to form Clubs or organisations for such purposes which shall be under the control and direction of the Board of Management or any sub-committee thereof in which event the sub-committee shall report and be responsible to the Board of Management.
- 8.12 To obtain grants that will fund community initiatives undertaken by the Club.

## **9. PROPERTY OF THE CLUB**

The income and property of the Club however derived shall be applied solely towards the promotion of the objects of the Club and no portion shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the persons who at any time are or have been Members of the Club or to any of them or to any person claiming through any of them except in good faith in the promotion of those objects.

## **10. OFFICE BEARERS**

The office bearers shall be:

The President;  
The Directors; and  
The Chief Executive Officer.

## **11. MANAGEMENT OF CLUB**

The business of the Club shall be managed by the Board of Management. The Board of Management shall consist of the President and six (6) Directors duly elected by the Members.

## **12. PRESIDENT**

12.1 The duties of the President shall be to preside at all meetings of the Club and the Board of Management, to regulate and keep order in the proceedings and to carry into effect the Rules and By-Laws of the Club. In his absence the chair shall be taken by the Vice President of the Board of Management or some other Member of the Board, or in their absence the meeting may elect any Ordinary or Life Member to take the chair.

12.2 The President, or Member who presides at any Annual General Meeting or Special Meeting shall have a deliberate vote upon any question and in the event of an equality of votes upon any question shall also have a casting vote.

## **13. BOARD OF MANAGEMENT**

The following provisions apply to the Board of Management, namely:

13.1 The President shall be elected for a period of three (3) years and shall be eligible for re-election.

13.2 The Directors shall be elected for a period of two (2) years and shall be eligible for re-election.

13.3 Employees of the Club shall not be eligible to be Members of the Board of Management.

13.4 Four Members of the Board of Management shall form a quorum.

13.5 The President of the Club shall be Chairman of the Board of Management. There shall be a Vice President of the Board of Management who shall be a Member of the Board and shall be elected annually or as otherwise required by the Board of Management.

13.6 In the event of any Member of the Board of Management failing to attend three consecutive ordinary meetings of the Board, and not furnishing an explanation in writing which by resolution of the Board of Management has been accepted, his seat shall be declared vacant and the Chief Executive Officer shall notify him of his having ceased to hold office.

13.7 Any casual vacancy in the office bearers or on the Board of Management shall be filled by the Board of Management, but the person so chosen shall retain his office so long only until the next thirty-first day of October.

## **14. ELECTIONS OF BOARD OF MANAGEMENT**

The following provisions apply to the election of the Board of Management, namely:

- 14.1 On the thirty-first day of October three (3) Directors (and/or including any person appointed to the Board of Management as provided by Rule 13.5 hereof) shall retire from office at the expiration of their two (2) year term.
- 14.2 The retiring Directors shall be eligible for re-election. No Member of the Club shall hold more than one office at any one time.
- 14.3 Where more than three (3) vacancies occur in any one (1) year the three (3) candidates receiving the highest number of votes shall be elected for two (2) years. Other candidates will be elected in voting order for a period of one (1) year to fulfil the remaining vacancies as applicable.
- 14.4 The President shall retire from office at the expiration of his/her three (3) year term and shall be eligible for re-election.
- 14.5 In the event that no election is necessary the terms of office would be decided upon, if necessary, by ballot of Members present at the Annual General Meeting.
- 14.6 The election shall be conducted in accordance with the following provisions, namely:
  - 14.6.1 Only Ordinary and Life Members shall be eligible for election as Members of the Board of Management and to vote for the election of any Member of the Board of Management.
  - 14.6.2 Every candidate shall be nominated in writing by two Members of the Club who are either Ordinary or Life Members both of whom shall sign the nomination. The candidate shall also sign the nomination form as evidence of consent thereto.
  - 14.6.3 Nominations shall be sent or delivered to the Chief Executive Officer so as to be in his hands by 5.00pm on the last Friday of August. Any nomination which is received by the Chief Executive Officer after the aforesaid time and date shall be rejected by him.
  - 14.6.4 The election of the President and Board of Management shall be by a ballot conducted in the manner following:

The Chief Executive Officer shall forward by post to every Member of the Club entitled to vote as aforesaid not later than the fourteenth day of September a ballot paper or papers showing separately the full names of candidates nominated for each position in such order as shall be decided by lot to be drawn by the Returning Officer and one other person appointed by him and such other information as the Returning Officer shall in his or her absolute discretion decide.
  - 14.6.5 The ballot shall be open upon the posting of the ballot papers as aforesaid and shall close at 5.00pm on the thirtieth of September.

- 14.6.6 The Board of Management shall appoint a Returning Officer and also two scrutineers.
- 14.6.7 The Returning Officer shall be provided with a ballot box which shall be locked by him and kept locked until the ballot shall have closed and shall be placed in a convenient position in the Club premises upon the opening of the ballot and shall remain there during the usual business hours for the purpose of receiving ballot papers until the close of the ballot.
- 14.6.8 Every Member of the Club desiring to vote shall do so on and by the ballot paper forwarded to him as aforesaid by striking out the names of any candidate for whom he does not wish to vote leaving the same number of names as there are vacancies. Informal ballot papers shall be invalid.
- 14.6.9 The ballot papers, and envelope marked Ballot Paper Only with a counterfoil slip for provision of the signature, name and address of the voter shall be forwarded to eligible voting members by the Chief Executive Officer together with a prepaid envelope addressed to the Returning Officer, Swan Districts Football Club at the usual postal address. Instructions on how to use this material will also be included. The envelope shall be sent by post or delivered to the Chief Executive Officer at the Club premises or deposited in the ballot box. Votes contained in envelopes that do not include the name and address of the sender shall be declared invalid and will where applicable remain unopened. The Returning Officer shall verify the validity of votes by cross-reference to the Register of Members.
- 14.6.10 All ballot papers arriving by post or delivered to the Chief Executive Officer shall from day to day be lodged unopened in the ballot box.
- 14.6.11 On closure of the ballot, the ballot box shall be removed by the Returning Officer and opened by him in the presence of at least one of the scrutineers and the counting of the votes shall then proceed at the conclusion of which the result thereof shall be posted on the notice board in the Club premises or the Club Web Site.
- The result of the ballot shall be declared by the Returning Officer at the first Directors' Meeting held in October and subject to sub-clause 14.6.13 such declaration shall be final and conclusive. All candidates shall be invited to attend the declarations of the ballot and the result shall also be included in the Annual Report and announced at the Annual General Meeting.
- 14.6.12 Provided that the Chief Executive Officer has used his best endeavours to comply with his obligations, and otherwise good faith has been shown, the failure of the Chief Executive Officer to despatch a ballot paper or papers to any Member of the Club, or the non receipt of the same by any

Member, or the loss in the course of post, non delivery or non receipt of any ballot paper by the Chief Executive Officer or the Returning Officer shall not invalidate any ballot.

- 14.6.13 When in the course of an election and as often as it shall happen that two or more candidates obtain an equal number of votes and the vacancy or vacancies which remain to be filled are less in number than the said candidates a further ballot or further ballots (as the case may require) shall be taken at the Annual General Meeting upon which the Members present shall vote to determine which of the said candidates shall be elected to fill the vacancy or vacancies from time to time during the election remaining to be filled. If upon the last of such ballots being taken to fill one remaining vacancy the two candidates left in such ballot again obtain an equal number of votes the President or other presiding officer by his casting vote shall decide which of them shall be declared elected to fill such vacancy.
- 14.6.14 In the event of the number of candidates duly nominated being less than the number of vacancies to be filled the Returning Officer at the Annual General Meeting shall declare the candidates already nominated elected and shall then call for the verbal nomination of candidates for election to fill the remaining vacancies and an election to fill the said vacancies shall be held in accordance with these provisions so far as the same are applicable to such election.
- 14.6.15 The retiring President and Members of the Board of Management shall hold office until the thirty-first day of October and those elected shall take office with effect from the first day of November immediately following their election.

## **15. ANNUAL GENERAL MEETING**

The Annual General Meeting of the Club shall be held on the first Thursday in the month of February in every year for the following purposes:

- 15.1 To confirm the minutes of the previous Annual General Meeting and any Special General Meeting or meetings that might held since the previous Annual General Meeting.
- 15.2 To receive the report of the Board of Management and statements of account and balance sheet and the auditor's report thereon.
- 15.3 To declare the result of the ballot, if any, for the ensuing year.
- 15.4 To elect such Members of the Board of Management, if any, as may be required pursuant to any provision of Rule 14 hereof.
- 15.5 To elect an auditor or auditors for the ensuing year.



- 15.6 Such business as shall be brought forward of which due notice has been given.
- 15.7 General business of which prior notice is not required by these rules.
- 15.8 At least ten days notice of the time and place appointed for the holding of the Annual General Meeting shall be sent by post or otherwise given to all Members of the Club.
- 15.9 Any Member may submit an item of business for consideration at the Annual General Meeting provided that notice of such business is given to the Chief Executive Officer in writing at least 30 days prior to the date of the Annual General Meeting.

## **16. SPECIAL GENERAL MEETINGS**

The following provisions apply to Special General Meetings, namely:

- 16.1 A Special General Meeting may be called at any time by direction of the Board of Management and/or shall be called by the Chief Executive Officer upon the request in writing of at least forty (40) Ordinary and/or Life Members of the Club. Such request shall state therein the particular business to be transacted at the meeting.
- 16.2 At least ten days notice of the time and place appointed for the holding of any Special General Meeting shall be sent by post or given to all Members of the Club.
- 16.3 The notice of the holding of a Special General Meeting shall state therein the particular business for which such Special General Meeting is called.
- 16.4 Only the particular business stated in the notice of a Special General Meeting shall be transacted at such meeting.

## **17. PROCEEDINGS AT GENERAL MEETINGS**

The following provisions apply to proceedings at General Meetings, namely:

- 17.1 Forty (40) Ordinary and/or Life Members of the Club present at the Annual General Meeting or at any Special General Meeting Shall constitute a quorum.
- 17.2 No business shall be transacted at any general meeting of the Club unless a quorum is present at the time the meeting proceeds to business
- 17.3 If a quorum is not present within half an hour from the time appointed for the meeting:
  - 17.3.1 Where the meeting was convened upon the requisition of Members, the meeting shall be dissolved;
  - 17.3.2 In any other case:
    - 17.3.2.1 The meeting shall stand adjourned to such other time and place as the Chairman of the meeting shall determine, or, if

no such determination is made, to the same day and time in the following week; and

17.3.2.2 If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved.

17.4 At all General Meetings of the Club only Ordinary and Life Members shall be eligible to vote on any matters brought forward at such meeting.

17.5 Unless otherwise decided by a majority of those present at a meeting, voting shall be by show of hands.

## **18. MEETING OF BOARD OF MANAGEMENT**

The following provisions apply to meetings of the Board of Management, namely:

18.1 The Board of Management shall meet at least once in each calendar month. The minutes of all resolutions and proceedings of the Board of Management shall be entered in a book or held by electronic means specifically for the purpose. The Board of Management shall see that correct books of account are kept showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature.

18.2 The President and all Members of the Board of Management shall have one vote. In the event of an equality of votes the Chairman of the meeting shall have a casting as well as a deliberate vote.

18.3 The Board of Management shall have power from time to time (subject to this Constitution):

18.3.1 To make such By-Laws as may be necessary for the management of its own proceedings and such local playing rules as may be deemed necessary.

18.3.2 To arrange all tournaments, competitions and matches and to fix the dates thereof and to alter such dates if occasion shall require and to settle all disputes in connection therewith.

18.3.3 To elect Members and limit the number of the various categories of Membership.

18.3.4 To re-elect in its discretion without entrance fee, ex-Members who may wish to re-join as Members.

18.3.5 To interpret this Constitution, such interpretation to be final and binding on all Members of the Club.

- 18.3.6 To make regulations for the good governance of the Club and as to the sale of goods and liquor in the Club and as to payment therefore by the Members.
- 18.3.7 On the passing of a resolution to that effect or on receipt of a requisition signed by at least forty (40) Members of the Club stating the purpose for which such meeting shall be called to call a Special General Meeting of the Club.
- 18.3.8 To regulate the fees if any to be paid by visitors or Honorary Members for the use of any property or facilities of the Club.
- 18.3.9 To determine from time to time the conditions on which and time when Members may use the property and facilities of the Club or any part thereof and the manner times and conditions how and when and under which the premises of the Club or any part thereof shall be used by the Members or any of them PROVIDED HOWEVER that this power shall not in any way conflict with the provisions of the "Liquor Licensing Act 1988".
- 18.3.10 To impose such penalties by way of fine reprimand or suspension from enjoyment of the privileges of the Club as it shall think fit to ensure the necessary discipline good government favourable reputation and general well being of the Club.
- 18.3.11 To declare vacant the position of any Member of the Board of Management who is absent from three consecutive meetings without reasonable excuse.
- 18.3.12 To improve, manage, develop, sell ,exchange, dispose of, turn to account or otherwise deal with any part of the property of the Club.
- 18.4 The Board of Management shall have the sole right to give directions in cases not provided for herein, and all orders, By-Laws or regulations made by it shall be binding. The President or any two Members of the Board of Management shall have power to instruct the Chief Executive Officer to call a meeting of the Board of Management.
- 18.5 A resolution in writing signed by a majority of the Board of Management shall be as valid and effectual as if it had been passed at a meeting of the Board of Management. Any such resolution shall be posted or faxed or electronically transmitted to all Members of the Board of Management and may consist of several documents in like form, each signed by one or more Members of the Board of Management. For the purpose of the Rule a document produced by mechanical or electronic means and bearing the signature of a Member and printed by mechanical or electronic means shall be deemed to be a document signed by that Member.

18.6 Members of the Board of Management may attend meetings in person or from remote location through the use of an appropriate communications medium approved by the Board of Management.

## **19. DECLARATIONS OF INTEREST**

At the first meeting after their election, the President and each Director shall table a Declaration of Interest setting out details of any pecuniary interest, whether direct or indirect, which may give rise to a conflict of interest.

Each shall be obliged to table a new Declaration of Interest at the first meeting of the Board of Management after acquiring or otherwise obtaining an additional pecuniary interest which such interest may give rise to a conflict of interest.

All Declarations of Interest shall be recorded in the Minutes of the meeting at which it is tabled. The President or any Director shall not take part in any deliberations or decision of the Board of Management in respect of any contract or proposed contract in which he or she has a pecuniary interest.

## **20. SUB-COMMITTEES**

20.1 The Board of Management may establish sub-committees for such purposes as it thinks fit composed of financial Members of the Club and such other persons as the Board of Management considers desirable. Such Members shall report and be responsible to the Director appointed by the Board of Management to control such sub-committees who shall be responsible to the Board of Management. The Director appointed shall be Chairman of the sub-committees to which he is appointed. Such sub-committees shall meet as thought necessary by the Director but any actions or recommendations of such sub-committees shall not be binding on the Club unless approved by the Board of Management. The President and Chief Executive Officer shall be ex-officio Members of all sub-committees. The President shall have a deliberate vote at meetings of sub-committees.

20.2 The Captain, Vice-Captain and Coach of the respective Club teams shall be appointed by the Board of Management.

20.3 A Match Committee and its Chairman shall be appointed by the Board of Management. The Match Committee shall select the Club's teams.

## **21. WAFC AND/OR WAFL COMMITTEE REPRESENTATIVE**

The Board of Management shall as required by the WAFC and/or WAFL appoint one (1) Committeeman and one proxy Committeeman to represent the Club at the meetings of the WAFC and/or WAFL. The Committeeman and proxy Committeeman shall be responsible to the Board of Management and shall fully report to the Board of Management the deliberations of the WAFC and/or WAFL. The Committeeman and proxy Committeeman shall be office bearers of the Club.

## **22. DUTIES OF CHIEF EXECUTIVE OFFICER**

- 22.1 The Chief Executive Officer shall be appointed by the Board of Management and if he is a Member of the Club shall not be liable to pay any subscription to the Club other than minimum prescribed by the "Liquor Licensing Act 1988" whilst acting as Chief Executive Officer. He shall hold office during the pleasure of the Board of Management and shall receive such salary and allowance, if any, as the Boards of Management may think fit.
- 22.2 The Chief Executive Officer shall carry out such duties as the Board of Management may from time to time direct and shall:
- 22.2.1 Have the custody of all documents belonging to the Club;
  - 22.2.2 Keep and correct minutes of all resolutions and proceedings of the Board of Management and of general meetings;
  - 22.2.3 Keep a record of Members of the Club for the time being;
  - 22.2.4 When necessary comply with the requirements of the licensing laws as to the renewal of the Club's license;
  - 22.2.5 Post a list of all office bearers and Members in the Club House; and
  - 22.2.6 Subject to the Directors and control of the Board of Management be responsible for the general management of the Club and supervision of the staff.

## **23. SECRETARY**

A Secretary may be appointed by the Board of Management and shall assist the Chief Executive Officer and shall carry out such duties as the Board of Management and the Chief Executive Officer may from time to time direct.

## **24. TREASURER**

A Treasurer shall be appointed by the Board of Management and shall carry out such duties as the Board of Management may from time to time direct in accordance with the *Associations Incorporation Act 1987* and shall hold office during the pleasure of the Board.

## **25. BANK ACCOUNT**

The Club's bank account shall be conducted at such bank as the Board of Management shall from time to time direct. It shall be operated upon jointly by any two of the Directors or other persons appointed for that purpose by the Board of Management from time to time. The Board of Management may impose such special conditions on the signing of cheques as it decides from time to time.

## **26. FINANCIAL AND MEMBERSHIP YEAR**

The financial and Membership year of the Club shall close on the thirty-first day of October in each year.

**27. AUDIT**

The accounts of the Club shall be audited by an auditor or auditors nominated by the Board of Management and elected by the Members of the Club at the Annual General Meeting for the ensuing year. Their duties shall include preparation of the annual statements of account and balance sheet of the Club to the last day of October in each year and to be open for inspection by Members at the office of the Chief Executive Officer for a period of ten (10) days immediately preceding the Annual General Meeting.

**28. PATRONS**

The Patron and Vice Patrons of the Club shall be elected annually by the Board of Management at a time agreed by the Board of Management. They shall hold office for one (1) year.

**29. MEMBERS**

The Club shall consist of the following classes of Members:

- 29.1 Ordinary
- 29.2 Life
- 29.3 Associate
- 29.4 Corporate
- 29.5 Honorary
- 29.6 Temporary
- 29.7 Silver Swan
- 29.8 Golden Swan
- 29.9 Junior

For marketing purposes, the Board of Management may adopt alternative naming convention for the Membership classes identified in this Rule 29, provided that any alternative name for any Membership class is approved by resolution of the Board of Management in accordance with Rule 18.

**30. ORDINARY MEMBERS**

Ordinary Members are those who are entitled to exercise the full privileges of the Club and having paid in advance the prescribed Membership fee as set down by the Board of Management from time to time. This class of Membership shall include any person who joined as a Life Time Member and paid the then prescribed fee to enjoy all the privileges of ordinary Membership for the term of their natural life such Membership not being transferable.

**31. LIFE MEMBERS**

Life Members may be elected by the Members of the Club at the Annual General Meeting on the recommendation of the Board of Management for long outstanding and meritorious

service to the Club. Any playing Member of the Club who plays 150 or more League games shall automatically be eligible for Life Membership at that time. From 1<sup>st</sup> January 2004, any playing Member of the Club who plays 125 or more League games, plus sufficient VFL or AFL games to achieve a combined total of 150 or more League and VFL/AFL games shall be considered for Life Membership. Any playing Member of the Club who plays 125 or more League games, plus sufficient Reserves games to achieve a combined total of at least 150 or more League and Reserves games shall be considered for Life Membership. Life Members shall not be liable to pay any subscriptions.

### **32. ASSOCIATE MEMBERS**

Associate Members are those who are entitled to exercise such privileges of the Club as the Board of Management shall from time to time determine and having paid in advance such Membership fee as set down by the Board of Management and approved by the Director of Liquor Licensing in respects of each type of such class of Membership.

This class of Membership shall include the following types of person:

- 32.1 A player in any football team of the Club; or
- 32.2 A Member of the support staff of the Club; or
- 32.3 A player or official of any junior football Club affiliated with the Club; or
- 32.4 A parent of any player in any junior football Club affiliated with the Club.

Associate Members shall not have the right to vote at any election or meeting, nor hold any office of the Club nor propose or second any person to be an office bearer of the Club. The numbers of Associate Members shall be limited to the number approved by the Director of Liquor Licensing.

Associate Members may make application for Ordinary, Corporate, Silver Swan, Gold Swan or Junior Membership subject to Rule 39 and on payment of the Membership fee applicable to the relevant class of Membership and election, are entitled to exercise the full privileges of that class of Membership.

### **33. CORPORATE MEMBERS**

Corporate Members are those who are entitled to exercise such privileges of the Club as the Board of Management shall from time to time determine and having paid such Membership fee as set down by the Board of Management from time to time. Corporate Members shall not have the right to vote at any election or meeting, nor hold any office of the Club nor propose or second any person to be an office bearer of the Club. A Corporate Member shall be entitled to appoint two representatives who shall (subject to this Constitution) become Ordinary Members provided that the Membership fee for Corporate Members shall not be less than twice the Membership fee for Ordinary Members.

### **34. HONORARY MEMBERS**

Honorary Members are those who are entitled to exercise such privileges of the Club and for such period and on such terms as the Board of Management shall from time to time determine. Honorary Members shall not have the right to vote at any election or meeting, nor hold any office of the Club nor propose or second any person to be an office bearer of the Club.

### **35. TEMPORARY MEMBERS**

Temporary Members are those who are on any day visiting the Club as a Member or an official of, or a person assisting a team that is to contest a pre-arranged event in that sport on that day or at the invitation of a Member to engage in that sport on that day, may be taken to be a person who is afforded temporary Membership on that day. Temporary Members shall be required to pay a fee unless the Board of Management resolves to waive such fee. Temporary Members shall not have the right to vote at any election or meeting, not hold any office of the Club nor propose or second any person to be an office bearer of the Club.

### **36. SILVER SWAN MEMBERS**

Silver Swan Members are those who have paid in advance a Membership fee as prescribed by the Board of Management from time to time being greater than that paid by Ordinary Members entitling them to exercise all the privileges of Ordinary Members of the Club and such additional privileges as the Board of Management shall from time to time prescribe.

### **37. GOLD SWAN MEMBERS**

Gold Swan Members are those who have paid in advance a Membership fee as prescribed by the Board of Management from time to time being greater than that paid by Ordinary Members entitling them to exercise all the privileges of Ordinary Members of the Club and such additional privileges as the Board of Management shall from time to time prescribe.

### **38. JUNIOR MEMBERS**

Junior Members are those persons being under the age of 18 years who having completed the prescribed application form and having paid in advance the prescribed Membership fee are entitled to exercise such privileges of the Club as the Board of Management shall from time to time determine. Junior Members shall not have the right to vote at any election or meeting, nor hold any office of the Club nor propose or second any person to be an office bearer of the Club. A Junior Member upon attaining the age of 18 years shall thereupon cease to be a Junior Member and shall be entitled to apply for and be made an Ordinary Member without payment of any nomination fee.

### **39. APPLICATION FOR MEMBERSHIP**

All applications for Ordinary, Associate, Corporate, Silver Swan, Gold Swan or Junior Membership of the Club shall be accompanied by such entrance fee as set down by the Board of Management. No application form shall be required for Honorary or Temporary Membership.



Notice of all applications for Membership shall be displayed on the noticeboard (which shall be kept in a conspicuous place on the Club premises) or be made available by other means for a period of not less than fourteen (14) days before election. Such notice shall contain the name and address of the nominee and the name of the proposer and seconder.

#### **40. ELECTION OF MEMBERS**

The election of Ordinary, Associate, Corporate, Silver Swan, Gold Swan or Junior Members shall be by ballot and vested in the Board of Management. Such election shall take place on a day to be specified and a record shall be kept by the Chief Executive Officer of the names of the Members of the Board of Management present and voting on such day.

#### **41. REGISTER OF MEMBERS**

The Club shall maintain a register on the Club's premises setting out the full name and address of each Member of the Club, their class of Membership and the date to which their subscription is paid. Such register may be maintained in electronic form and shall be kept up to date and be available for inspection all times.

#### **42. RESIGNATION OF MEMBERS**

Any Member wishing to withdraw from the Club shall give notice to the Chief Executive Officer in writing on or before the first day of November in any year of his intention so to do otherwise he shall be liable to pay his subscription for the current financial year.

#### **43. CONDITIONS OF MEMBERSHIP**

- 43.1 The entrance fee and the annual subscription for Members shall be determined by the Board of Management provided that such annual subscription shall not be less than the minimum amount prescribed by the "Liquor Licensing Act 1988".
- 43.2 The annual subscription becomes due and payable on the first day of November in each year and no Member shall be entitled to any of the privileges of the Club after the first day of January next following unless his/her subscription has been paid in full. On payment of such subscription a Member shall be considered to have agreed to abide by this Constitution and such other rules as the Club shall make from time to time.
- 43.3 Every Member shall upon paying his subscription be supplied with a Membership card in such form as the Board of Management may from time to time prescribe and such Membership card shall admit him to the Club premises. Such Membership card shall not be transferable.
- 43.4 Any Member transferring his Membership card or allowing its use will be liable to have his Membership card forfeited in addition to suffering any other penalty which the Board of Management may impose.

43.5 The Club may have a Club Badge in such form as the Board of Management may from time to time prescribe. In such case every Member shall be supplied with such badge in addition to his/her Membership card.

43.6 The purchase or possession of such badge shall not make the owner or holder thereof a Member of the Club nor entitle him to any rights in or to the Club nor to enter or be on any part of the Club premises at any time reserved for the sale of liquor or be served with liquor on any part of the Club premises.

#### **44. EXPULSION OF MEMBERS**

In case of a complaint in writing is made to the Board of Management of the conduct of any Member with within or without the Club premises or any supposed conduct of any Member is otherwise reported to the Board of Management by the Chief Executive Officer or any Member thereof and a majority of the Board of Management present at the meeting at which the complaint or report is presented consider the conduct is or might be injurious or prejudicial to the character or interests of the Club or the comfort of or good fellowship that should exist with or without suspending the Member from Membership call upon that Member by notice in writing either delivered to him in person or posted to him at his address appearing in the Register of Members (when it shall be deemed to be duly served) to show cause at a subsequent meeting of the Board of Management on a date specified in the notice why he should not be expelled from Membership.

At the meeting or any adjournment thereof the Member may offer an explanation of his conduct verbally or in writing or may otherwise show cause why he should not be expelled but whether the Member appears or not if the majority of the Members of the Board of Management present at the meeting or adjourned meeting are of the opinion that the Member should be expelled and so resolve he shall thereupon cease to be a Member.

#### **45. COMPLAINTS**

All complaints shall be made in writing to the Chief Executive Officer who shall submit them to the Board of Management if he himself is unable to satisfy the complaint.

#### **46. LEVIES**

The Board of Management may from time to time on the authority of a resolution carried by a two-thirds majority of votes of the Members present and voting at a Special General Meeting called for the purpose make a levy on the Members of the Club at such rate or of such amount as may be authorised by such resolution to meet the immediate requirements of the Board of Management occasioned by a financial emergency or to meet the capital cost of carrying out works of a capital nature (other than ordinary maintenance) which this Board of Management proposed to carry out and for which the ordinary revenue after allowing for ordinary costs of administration may not be sufficient. The notice calling the Special General Meeting shall state clearly the reason for making the proposed levy and the rate of amount thereof, provided that no Member shall be liable in any one year to pay by way of levy an amount in excess of one half of the amount of the annual subscription payable by him in respect of the year.

#### **47. COMMON SEAL**

The Club shall have a Common Seal to be kept in the custody of the Chief Executive Officer and shall never be used except by the authority of the Board of Management. Seal holders shall comprise the Chief Executive Officer and such Directors as nominated by the Board of Management from time to time.

47.1 With such authority every instrument to which the Seal is affixed shall be signed by three (3) seal holders and recorded in a Seal Register kept for that purpose.

#### **48. AMENDMENTS TO CONSTITUTION**

48.1 The Constitution of the Club shall not be altered added to or rescinded except at the Annual General Meeting provided notice of such intended amendments are in the hands of the Chief Executive Officer at least 30 days preceding the Annual General Meeting or a Special General Meeting called for the purpose and accepted by a majority vote of three-fourths of the Members present and voting at such meeting.

48.2 No Constitution changes may be discussed at any Annual General Meeting or Special General Meeting called for that purpose unless a copy of the proposed alterations are in the hands of those Members entitled to vote at least ten (10) days prior to the date of such Annual General Meeting or Special General Meeting called for that purpose.

48.3 The failure of any Member to receive a copy of the proposed Constitutional alterations shall not invalidate the decision of the Members present and voting at any Annual General Meeting or Special General Meeting called for that purpose.

48.4 As soon as practicable after the making of any proposal for a change to the Constitution or Rules of the Club, the Chief Executive Officer shall provide to the Director of Liquor Licensing, certified particulars of the change proposed. No effect will be given to the change without the prior written approval of the Director.

48.5 As soon as practicable after the making of any proposal for a change to the Constitution or Rules of the Club, the Chief Executive Officer shall provide to the Ministry of Fair Trading, certified particulars of the change proposed. No effect will be given to the change without the prior written approval of the Ministry.

#### **49. DISSOLUTION**

The Club shall not be dissolved unless by the consent of three-fourths of the financial Members present at a Special Meeting called for that purpose. The surplus (if any) arising on dissolution shall only be distributed to an incorporated body or association whose objects are similar to the objects of the Club and subject to approval by a three-fourths majority of those attending the Special Meeting.

## **50. GUESTS**

An Ordinary or Life Member may introduce to the Club during normal trading hours a maximum of three guests who must remain in the Member's company.

- 50.1 Guests of a Member shall not be supplied with liquor to be consumed anywhere but on the Club premises.
- 50.2 Liquor shall not be removed from the Club except by or on the instructions of the Member to whom it is sold or in accordance with sub-section (2) of Section 48 (4)(c)(ii) of the "Liquor Licensing Act 1988".

## **51. JUVENILES**

No liquor shall be sold or supplied to any person under the age of 18 years and no person under 18 years shall be admitted to any part of the Club premises to which a licence under the "Liquor Licensing Act 1988" applies unless entitled to do so in accordance with sections 120 and 121 or that Act.

- 51.1 No person under the age of 18 years shall be employed in or about any bar on the premises nor in the delivery of liquor on the Club premises.