

## **CONSTITUTION - ROOPENA FOOTBALL CLUB WHYALLA INCORPORATED**

### 1. NAME:

The Club shall be called the Roopena Football Club Whyalla Incorporated and it shall hereafter be referred to as the "Club".

### 2. SITUATION:

The situation of the Club shall be at Whyalla in the State of South Australia.

### 3. OBJECTS:

The objects of the Club shall be:

(a) To encourage, promote, facilitate, extend and foster the games of Australian Rules Football, Cricket, other activities and provide social amenities and facilities for the members of the Club and to provide accommodation for them on such premises as the Club may from time to time occupy from the joint funds of the Club.

(b) To acquire by purchase or otherwise any real or personal property and to sell, assign, transfer, exchange or otherwise dispose of, lease, hire or otherwise howsoever deal with such property in any part or parts thereof.

(c) To join and co-operate with any other bodies or clubs concerned with the development of any sport approved by the Club and generally to assist and join in doing anything likely to advance interests of the city and residents.

(d) To raise money for any of the objects aforesaid or any purposes incidental or conducive thereto in such manner as approved by the Board including borrowing, and to secure the repayment of any monies borrowed by mortgage, pledge, bill of sale, assignment, debenture, charge, lien or other security over whole or any part of the Club's property both real and personal and including future acquired property.

(e) To do all such other things necessary or incidental or conducive to the attainment of the above objects or any of them.

(f) To apply the net profits of the Club after the payment of all costs and expenses of the incidental to the proper and efficient management and development thereof to purposes benefiting the Club.

(g) To hire and employ clerks, managers, servants and workmen and to pay them and to other persons in return for services rendered to the Club salaries, wages, gratuities and pensions.

(h) To support and subscribe to any charitable athletic or public body.

(i) To do all other such lawful things as are incidental or conducive to the attainment of the above objects.

### 4. MEMBERSHIP:

(a) Any person over 18 years of age who is interested in any Club activities shall be eligible to apply for membership.

(b) The annual membership fee for all classes of membership shall be determined at the first Board meeting following the Annual General Meeting in each year.

(c) The classes of Membership shall be:

- (i) FULL MEMBER as elected in accordance with rule 5(a)
- (ii) SOCIAL MEMBER as elected in accordance with rule 5(b)
- (iii) LIFE MEMBER as elected in accordance with rule 8
- (iv) HONORARY MEMBER as elected in accordance with rule 7.

#### 5. ELECTION OF MEMBERS:

(a) **FULL MEMBER:** Every candidate for membership in this category shall be nominated in writing by two members in such form as shall from time to time be prescribed by the Board, such nomination form shall be obtained from the Secretary/Treasurer. A candidate must be known personally to both the proposer and the seconder. The Secretary/Treasurer shall post up and display in a conspicuous place in the Club premises and keep posted up and displayed the names and addresses of all persons nominated for at least a week prior to the election and an interval of at least two weeks shall elapse between nomination and election. The election shall be by the Board and a record shall be kept by the Secretary/Treasurer of the number of the members of the Board voting. If a candidate receives two or more adverse votes he/she shall not be elected. On the election of each candidate the Secretary/Treasurer shall notify the same to him/her, and furnish him/her with a printed copy of the Constitution and Rules if requested.

(b) **SOCIAL MEMBER:** Every candidate for membership in this category shall apply on the form provided and pay the relevant subscription fee. The Board shall consider all applications for approval and shall have the right to refuse any application. Social Members may attend but will have no right to enter into discussion any business brought before a General Meeting or an Annual General Meeting and shall not be entitled to vote or stand for election for any office or position within the Club.

#### 6. ENTRANCE FEES AND SUBSCRIPTIONS:

(a) Each applicant for membership shall pay on election an entrance fee, which shall be determined at the first Board meeting following the Annual General Meeting in each year, provided that the Board may remit the entrance fee payable by any person coming up for re-election as a member who has previously paid an entrance fee.

(b) The annual subscription for all classes of membership shall be for the period commencing on the first day of January and ending on the 31st day of December in that same year.

(c) A person shall be deemed a member after payment of the relevant fee and his/her election by the Board.

(d) Notwithstanding anything contained in these Rules at a meeting of the Board for which the majority of the Board for the time being vote in the affirmative, the Board by vote may refuse to accept any further annual subscriptions of any member and his/her membership shall immediately on the termination of the year for which his/her then subscription has been paid, ipso facto, cease and determine, and no right of action or any claim accrue to such member for or by reason of such refusal as aforesaid.

7. HONORARY MEMBERS:

- (a) "The Board Members shall have the power to award Honorary membership to any person who is a visitor to Whyalla or to any member of any sporting team visiting Whyalla or any visitor of prominence in Whyalla".
- (b) Honorary or temporary members shall not be liable to pay any entrance fee or subscription.
- (c) No person shall become an honorary or temporary member of the Club or be relieved of the payment of the regular subscription except those possessing the qualifications referred to in sub-paragraphs (a) hereof.

8. LIFE MEMBERSHIP:

- (a) Life Membership may be granted to members who:-
  - (i) Have played one hundred and fifty (150) League and/or Seconds games for the Club or have played football for the Club for ten seasons at League and/or Seconds level, whereby a season constitutes playing a minimum of 3 minor round games.
  - or
  - (ii) Have served as a Board Director or Committee person in the Club for ten years
  - or
  - (iii) Have in the opinion of the Board rendered outstanding services over a period of years in the interest of the Club.
- (b) The Board of the Club shall consider all nominations for Life Membership.
- (c) Nominations for Life Membership shall be in writing stating full details of service and any relevant information.
- (d) Life Membership shall be granted to those members nominated if passed by a majority of those present at a Board Meeting who are entitled to vote.
- (e) Life Membership nominations shall be considered at the last Board meeting prior to the night of presentation.
- (f) Life Membership shall entitle such members to the dignity of the office and a suitably inscribed badge or Certificate shall be presented at the Club Presentation Night.

Life Members shall have the right to attend and enter into discussion any business brought before a General Meeting and Annual General Meeting and shall be entitled to vote and stand for election for any office or position within the Club.

9. RESIGNATION OF MEMBERS:

Any member may resign his/her membership by giving to the Secretary/Treasurer notice in writing to that effect. Every such notice shall, unless expressed otherwise, be deemed to take effect as from the day of such notice.

10. EXPULSION OF MEMBERS:

(a) If any member shall, in the opinion of the majority of the Members of the Board, have wilfully infringed any of the general rules or by-laws or regulations of the Club, or if the conduct of any Member shall, in the opinion of the majority of the Members of the Board be injurious or prejudicial to the character or interest of the Club such majority of the Members of the Board shall have absolute power to expel or suspend such Member or deal with him/her any way as in their discretion they may deem proper.

A majority of a quorum of the Members of the Board present at a duly convened meeting of the Board shall be deemed a majority of the Members of the Board. The Secretary/Treasurer or President shall have the power at any time to call a Special Board Meeting to consider the alleged misconduct of any Member.

(b) Any member deemed by a majority of the Members of the Board to be guilty of conduct specified in the immediately preceding clause may be called upon to resign, be suspended for a period not exceeding twelve (12) months, or be expelled absolutely as a majority of the Board in their discretion may determine.

(c) Any member called upon to resign shall do so within one (1) calendar month from the date of the Board's decision (notice of such decision to be sent to him/her at his/her last known address). Failing receipt by the Secretary/Treasurer of such resignation within the prescribed period the member shall be deemed to have been expelled. No such member, whose resignation shall have been required or who shall have been suspended for twelve (12) months or expelled shall enter the Club's premises, whether as a visitor or otherwise during such suspension or after such resignation shall have been required, or after such expulsion, unless and until he/she shall have been re-elected as a member, but no member suspended shall be eligible for re-election during the period of such suspension, but the Board may remove or reduce the term of such suspension at any time.

(d) Any member expelled or who has had his/her name struck off the membership roll for non-payment of subscription shall have the right of appeal to a Special General Meeting to be summoned (at the expense of the member) within twenty one (21) days of the expulsion or striking off the roll when a majority of those present and voting shall be required to confirm the expulsion or striking off the roll. If the expulsion or striking off the roll be not confirmed the member shall be reinstated.

(e) Upon cessation of membership for any reason whatsoever there shall be no claim on the Club or any of its property.

11. CONTROL:

(a) The entire control and management of all activities of the Club and its members relating to Club activities shall be vested in the Board.

(b) Matters not covered by this Constitution shall be dealt with by the Board.

12. OFFICE BEARERS:

The Office Bearers of the Club shall be :

President  
Vice-President  
Secretary/Treasurer  
Director  
Director

13. BOARD OF DIRECTORS:

(a) The Club and the property and affairs thereof shall be controlled and managed by a Board to be called the Board of Directors elsewhere in this Constitution referred to as the Board.

(b) The Board shall consist of up to eleven (11) Directors being:-

(i) Five Office Bearers all of whom shall be elected by the Members at an Annual General Meeting and shall hold office for a period of two (2) years each from the AGM at which they were elected, and who shall be eligible thereafter for re-election.

(ii) A “Delegate Director” from each of the following sub-committees:-

- Football Committee
- Junior Football Committee
- Cricket Committee
- Catering and Fundraising Committee
- Finance and Gaming Committee
- Bingo Committee

These delegates to be elected at the first properly constituted meeting of each sub committee held after the Club AGM. Delegate Directors to hold office until the next AGM. Any vacancy in the position of Delegate Director to be filled by the relevant sub-committee.

(c) In order to comply with the Gaming Machine Regulations, both categories of Director are required to apply for approval as an “authorised” person under that legislation. Where a Delegate Director chooses not to apply or otherwise is not approved, that Director shall not be entitled to vote at Board Meetings.

(d) In the case of an “Office Bearer” Director, failure to obtain the relevant approval will result in that position becoming vacant. Such Director shall cease to hold office immediately.

(e) Up to, but no more than two additional members of the Club who may be appointed as Directors by the Board at any time after an Annual General Meeting, and to hold office for such time as is fixed by the Board up to but not beyond the next Annual General Meeting following such appointment because of what the Board in its absolute discretion deems special qualifications or expertise. Voting rights of extra two (2) Directors must be restricted to the special function for which they were appointed.

14. ELECTION OF BOARD OF DIRECTORS:

The Office Bearers shall be elected at the Annual General Meeting in accordance with the following rules and procedures :

(a) All candidates must be financial members of the Club, and, if liable for subscription, financial for at least one (1) month prior to the Annual General Meeting.

(b) All candidates shall be nominated in writing by a financial member of the Club and such nomination must be supported by another financial member of the Club prior to the AGM.

(c) The election of candidates being nominated for the Board, shall be conducted by ballot or show of hands, whichever is voted by the majority of those present, who are entitled to vote.

(d) A candidate will be deemed elected, if receiving a majority of votes of those present at the AGM, who are entitled to vote. In the event of an equal

number of votes being returned for any candidates then the Returning Officer shall exercise a casting vote.

- (e) Any vacancy among the Board shall be filled by appointment by the remaining members of the Board. Any members so appointed shall hold office until the next Annual General Meeting.
- (f) All members of the Board shall remain in office until their successors are appointed, except when the retiring member has also rescinded membership of the Club.
- (g) If there are insufficient nominations to fill all "Office Bearer" positions, the members at the AGM shall have the right to choose either:
  - (i) to call for nominations from the floor
  - or
  - (ii) to leave the incoming Board to seek to fill the said vacancies.
- (h) No permanent or part-time employees of the Club will be eligible to sit on the Board either as Office Bearer or as Delegate Director. For the purpose of this clause A "Part-time employee" refers to any person engaged on a regular weekly basis and paid an average of more than 5 hours per week.

#### 15. POWERS AND PROCEEDING OF BOARD OF DIRECTORS:

The Board shall :

- (a) Manage the affairs of the Club in a manner as will realise the attainment of the objects of the Club to the benefit of the Club generally, and to the members individually.
- (b) Execute such policy or policies of the Club as may be determined from time to time by a General Meeting of members.
- (c) Appoint any persons whose services may be deemed necessary for the carrying out of the business of the Club generally, to suspend or discharge such person, and to fix remuneration if applicable, to be paid for such services.
- (d) Delegate to any member such duties as may from time to time be expedient in the interest of the Club.
- (e) Purchase, hire or otherwise acquire any books, documents, or other property required for the Club.
- (f) Purchase, take on lease, or rent any office, building or ground for the purposes of the Club. The details of any Capital Works Expenditure or Assets Purchase in excess of \$30,000 must be prominently displayed on the noticeboard. Members have 14 days in which to voice objections by lodging a petition to the Club Secretary/Treasurer, signed by 30 financial members, thereby initiating the calling of a Special General Meeting.
- (g) Receive all fees, and subscriptions, pay all charges and expenses, preliminary and incidental to the formation and subsequent management of the Club.

- (h) Receive contributions from and make levies on appointed Sub Committees and/or members for expenditure in pursuance of the objects of the Club.
- (i) Take any legal action on behalf of the Club.
- (j) Arrange to fill any vacancy of Office Bearer occurring on the Board.
- (k) Confirm the minutes of the Annual General Meeting at the first Board Meeting (which shall be held within thirty (30) days of the Annual General Meeting.
- (l) To appoint from amongst the Office Bearers a person to chair the Director's Meetings, Annual General Meetings and Special Meetings of the Club. The Chairperson will have a deliberate as well as a casting vote at all such meetings.
- (m) Approve or otherwise of each application for membership in accordance with Rules 4, 5 and 6.
- (n) Appoint and direct Sub Committees for any special purpose and delegate all or any of their affairs to such Committees. The President shall be an ex officio member of all such Sub Committees.
- (o) Approve or otherwise each nomination for Life Membership in accordance with Rule 8.
- (p) Have the power to discipline, expel or reprimand any member in accordance with Rule 10.
- (q) Appoint such delegates/directors as required to represent the Club at all meetings of the Whyalla Football League.
- (r) Make, amend and/or rescind By-laws as to the Management of the Club and the affairs thereof and as to the duties of any officers or servants of the Club and as to the conduct of business by the Board or any appointed Sub Committee or as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with these Rules.
- (s) Do all things necessary or expedient for the conduct of the affairs of the Club not herein otherwise provided for.

16. CLUB MEETINGS:

The meetings of the Club shall be :

- (a) Annual General Meetings
- (b) General Meetings
- (c) Board Meetings
- (d) Special Board Meetings
- (e) Meetings of other Sub Committees appointed by the Board

17. ANNUAL GENERAL MEETINGS:

An Annual General Meeting of the Club shall be held between the 15th day of November and the 15th day of December in each year for the following purpose:

- (a) To read and adopt the minutes of the previous Annual General Meeting.
- (b) To receive and adopt the Secretary/Treasurer's Financial Statement and the President's Annual Report.
- (c) To elect the Office Bearers of the Board for the vacant positions.
- (d) To appoint an Auditor.
- (e) To consider and determine any business brought before the meeting that is accepted by the Chairperson.

All financial members of the Club shall be entitled to be present but only Full Members and Life Members shall be entitled to debate items of business and vote. Notice of such meetings shall be advertised in the local press, and displayed prominently in the Club, at least fourteen (14) days before the date of such meetings.

18. GENERAL MEETINGS:

General Meetings may be called by the Board. General Meetings shall be held within twenty eight (28) days of receipt of a request in writing signed by thirty (30) members being delivered to the Secretary/Treasurer of the Board. The requisition must state the definite resolutions to be submitted at the meeting. Notice of such meeting; together with business to be transacted shall be advertised in the local press, and displayed prominently in the Club, at least fourteen (14) days before the date of such meetings.

All financial members and Life Members of the Club shall be entitled to be present, debate items of business and vote.

19. BOARD OF DIRECTORS MEETINGS:

(a) Board Meetings shall be held as often as may be deemed necessary and in any event not less than once per month.

(b) The members of the Board shall be the only persons entitled to be present at Board Meetings, but the Board has the right to invite, summons or request the presence of any person to a Board Meeting in order to achieve the objects of the Club.

(c) Board members shall be the only persons authorised to vote on business brought before it.

(d) Shall any Director be absent from two (2) consecutive Board Meetings, without tendering apology, the position may be declared vacant and shall be filled at the next Board Meeting.

20. SPECIAL BOARD OF DIRECTORS MEETINGS:

Special Board Meetings may be called at any time by the Secretary/Treasurer in consultation with the President or Chairperson. The rules and voting rights with respect to such Special Board Meetings shall be the same as those for Board Meetings.

21. MEETINGS OF SUB COMMITTEES APPOINTED BY BOARD OF DIRECTORS:

Meetings of Sub Committees appointed by the Board shall be held as required.

22. QUORUMS:

- (a) Quorums at all meetings held in accordance with the rules shall be :
- (1) Annual General Meetings - at least thirty (30) members present.
  - (2) General Meetings - at least thirty (30) members present.
  - (3) Board Meetings and Special Board meetings - more than one half of those entitled to vote.
  - (4) Meetings of Sub Committees appointed by the Board - more than one half of those entitled to vote.

In the event of a quorum not being present at any meeting of the Club within half an hour after the time for which the meeting was called, such meeting shall stand adjourned until the same day in the following week.

23. VOTING AT BOARD AND SUB COMMITTEE MEETINGS:

At all meetings of the Board and Sub Committee's the following conditions shall apply to the number of votes and nature of voting on any matters :

- (a) The members of the Board and Sub Committee are entitled to one vote.
- (b) At all meetings of the Board and Sub Committee the Chairperson shall in the event of equality of votes exercise a casting vote.
- (c) At every meeting of the Board and Sub Committee all questions shall be decided by show of hands unless a secret ballot is requested by two (2) or more members.
- (d) Where a ballot is to be taken, the votes cast shall be counted by scrutineers appointed by the Chairperson.
- (e) Every motion or ballot shall be decided by a simple majority of votes exercised except those matters which require a special majority as elsewhere stated.

24. DUTIES OF PRESIDENT:

The President of the Club shall as far as possible :

- (a) Represent the Club at social and public functions.
- (b) Accept the role of Promotion and Publicity Director or Football Director.
- (c) Have the right to vote on any motion at a General Meeting, and where the voting is equal, must exercise a casting vote.
- (d) Promote the public image of the Club.
- (e) Undertake such duties which are deemed to be in the general interests of the Club.
- (f) Attend all Club functions and fixtures and shall be equally available to assist any member or Sub Committee in matters pertaining to the Club.

25. DUTIES OF VICE-PRESIDENT:

The Vice-President of the Club shall as far as possible :

- (a) Assist the President in performing his/her duties and shall, in the absence of the President, assume his/her duties.
- (b) Accept the role of Football Director or Promotion and Publicity Director.

26. DUTIES OF SECRETARY/TREASURER:

The Secretary/Treasurer of the Club shall as far as possible :

- (a) Attend all meetings of the Board and General Meetings.
- (b) Keep a true and correct record of all minutes and resolutions passed at all duly constituted meetings of the Board and General Meetings.
- (c) Perform the clerical work of the Club and carry out all directions given at Board Meetings and General Meetings.
- (d) Keep a true and correct record of all monies received and expended by the Club.
- (e) Keep an inventory of all Club assets.
- (f) Receive all monies and pay same to the credit of the Club at such a bank as the Board shall determine.
- (g) Pay all accounts and other disbursements authorised by the Board provided that all cheques and other negotiable instruments shall be signed by any two of the President, Secretary/Treasurer or other persons authorised.
- (h) Submit a Statement showing the financial position of the Club at such times as the Board may direct.
- (i) Keep a record of all monies due to the Club by members and others and render accounts for same.
- (j) Issue receipts for all monies received.
- (k) Submit a Balance Sheet and all Club books showing the financial position of the Club to the Club Auditor prior to the Annual General Meeting.
- (l) Carry out any other duties as may be required from time to time.

27. DUTIES OF RETURNING OFFICER:

- (a) The Returning Officer shall conduct the election of Directors to the Board at the Annual General Meeting in accordance with Rules 12, 13, 14 and 18 of the Constitution.
- (b) The Returning Officer shall have the same authority as the Chairperson while conducting the election which shall continue until the final declaration of the ballot.
- (c) The Returning Officer must be a financial member of the Club and he/she shall have the right to vote and where the voting is equal must exercise a casting vote.

28. AUDITOR:

(a) The Auditor of the Club shall be appointed at the Annual General Meeting and shall hold office until the next Annual General Meeting. The Board may appoint any Auditor to fill a vacancy in the position.

(b) The Auditor shall be provided with copies of the Balance Sheets of the Club and other supporting accounts to be placed before the Annual General Meeting and it shall be his/her duty to report thereto on :

(1) Whether he/she obtained the information and explanations required and;

(2) Whether in his/her opinion the Balance Sheets referred to in the report are properly drawn up and exhibit a true and correct account of the state of the Club's affairs.

(c) Every Auditor shall have the right of access at all times to all books, accounts, vouchers and minute books of the Club and shall be entitled to obtain from the Secretary/Treasurer or other Office Bearers of the Club such information and explanations as they may consider necessary for the purposes of their duties.

29. SUB COMMITTEES:

(a) The Board may from time to time delegate any of its powers to such Sub Committee or Sub Committees consisting of one or more persons as it shall think fit to appoint and may recall or revoke any such delegation or appointment. Such power of delegation may be exercised by resolution and any such Sub Committees shall, in the exercise of their powers so delegated, conform to any resolutions that may be prescribed or passed by the Board. The decisions of any such Sub Committee in the exercises of the powers so delegated shall be subject to veto by the Board. A two-thirds majority of votes cast at any meeting of the Board shall be required to rescind the decision of any such Sub Committee.

(b) Pursuant to Rule 16, the following Sub Committees shall be appointed:

(i) CATERING/SOCIAL SUB COMMITTEE, which shall consist of at least five (5) financial members of the Club, whose duties shall be to coordinate the Club's catering and social activities.

(ii) PROMOTION SUB COMMITTEE, which shall consist of at least three (3) financial members of the Club, whose duties shall be to promote the activities of the Club, the publicity of the Club and the Sponsorship negotiations of the Club.

(iii) FINANCE SUB COMMITTEE, which shall consist of the Secretary/Treasurer and at least two other financial members who may not necessarily be members of the Board. The Finance Sub Committee's duties shall be to coordinate the membership requirements of the Club, to supervise the Board's finances and oversee the finances of all Sub Committee's. To supervise all bar operating activities, including staff, both paid and voluntary.

(iv) HOUSE SUB COMMITTEE, which shall consist of at least three (3) financial members of the Club, who shall be responsible for the maintenance of the Club's buildings, equipment, furniture and grounds. Be responsible for the maintenance of an active insurance register and negotiate cleaning contracts.

(v) FOOTBALL SUB COMMITTEE which shall consist of at least five (5) financial members of the Club, and shall be structured as may be determined from time to time. The Football Sub Committee shall be responsible to the Board for :

(a) Recruitment of players in senior divisions of the Club.

- (b) Recommendations regarding appointment of playing and non-playing coaches, team selection committees, captains and vice captains.
- (c) Nomination of Permit and Tribunal Officer.
- (d) Maintenance of a players register.
- (e) Preparation of players contracts and maintenance of records of match payments.
- (f) Maintenance of match records for all players
- (g) Implementation of disciplinary procedures with respect to the conduct of players, coaches and team officials in matters pertaining to football.
- (h) Any other such duties as may be delegated as determined from time to time.

The Sub Committee shall submit a budget of its estimated expenses for its coming season at least one month prior to the commencement of the season for approval by the Board. The Sub Committee shall have the full authority in accordance with the Rules and resolutions of the Club for promoting, organising, conducting and controlling senior football providing their commitments do not exceed the approved budget.

(vi) JUNIOR FOOTBALL SUB COMMITTEE which shall consist of at least five (5) financial members of the Club and shall be structured as may be determined from time to time. The Junior Football Sub Committee shall be responsible to the Board for the control, management and promotion of junior football. The Sub Committee shall submit a budget of its estimated expenses for the coming season at least one month prior to the commencement of the season for approval by the Board. The Sub Committee shall have the full authority in accordance with the Rules and resolutions of the Club for promoting, organising, conducting and controlling junior football providing their commitments do not exceed the approved budget.

(c) Each Sub Committee shall appoint a Secretary and Treasurer and consist of as many financial members as deemed necessary to carry out their respective duties.

### 30. FOOTBALL AND OTHER TEAMS:

(a) The Club shall from amongst its members field a League Team within the Whyalla Football League Inc. and such other Football, Cricket, athletic and other sporting teams as the Board shall from time to time decide.

(b) Prior to each season's first Whyalla Football League game the Board shall, on the recommendation or otherwise of the Football Committee appoint a coach and a selection committee for the Roopena Football Club League Team.

### 31. CLUB COLOURS:

The colours of the Club shall be Light Blue and Dark Blue.

32. FINANCE:

(a) The income and property of the Club howsoever derived shall be applied towards the Objects of the Club as herein set forth and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Club provided that nothing herein contained shall prevent payment in good faith of remuneration to any officers or servants of the Club or other persons in return for services actually rendered to the Club nor prevent payment of interest on any monies borrowed from any member of the Club.

(b) The financial year of the Club shall be from 1st November to 31<sup>st</sup> October.

33. LIABILITY OF THE CLUB:

The Club will not be responsible for any debts incurred by members and no person shall incur any expenses to the Club unless with the consent of the Board or its' nominee.

34. SEAL:

The Club shall provide a Common Seal with the name of the Club thereon, and such seal shall be affixed to all deeds or documents requiring execution by the Club. Every instrument to which the Seal is attached shall be first approved by the Board and shall be signed by the President and Secretary/Treasurer of the Club.

35. CORRESPONDENCE:

(a) All correspondence to the Club must be addressed to the Secretary/Treasurer of the Club and shall be delivered personally or posted to the registered address of the Club.

(b) All notices, letters, forms and other documents given to the Club by a member shall be signed by the member.

(c) Correspondence to members of the Club shall be deemed to be effected by posting a letter to the member at his/her registered address, usual or last known place of abode or by delivering the notice personally.

(d) Where a notice is sent by post, service of the notice shall deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice and shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of the post.

36. REGISTER OF SUB COMMITTEES:

(a) The Secretary/Treasurer of the Club shall keep and maintain a register of all Sub Committees and shall enter therein the name and address of the present Office Bearers of each Sub Committee.

(b) That the Secretary of each Sub-Committee shall advise the Secretary/Treasurer of the Club before the date of the Annual General Meeting of the Club, of the names and addresses of the Office Bearers of the Sub-Committee for the ensuing year.

37. SUB COMMITTEE RULES:

- (a) Each Sub Committee shall adopt and keep in force proper Rules to be approved by the Board for the regulation and control of such Sub Committee.
- (b) Such Rules shall, inter alia, provide for the holding of an Annual General Meeting which must be held annually and also make provision for the holding of Special Meetings of the Sub Committee.
- (c) The Board may, by notice in writing forwarded to the Secretary of any Sub Committee require such Sub Committee to adopt new Rules or to rescind, vary, modify or alter any existing Rule.

38. INDEMNITY:

Every Officer Bearer, Chairperson, Secretary or member of any Sub Committee or other servant or officer of the Club shall be indemnified out of the funds of the Club against all costs, damages, charges and expenses which such persons may incur or become liable to by reason of any act or thing done by him/her as an officer or servant of the Club in the discharge or in the purported or intended discharge of his/her duties.

39. ALTERATION OF THE CONSTITUTION:

The Constitution may be altered as follows :

- (a) Notice of any proposed alterations shall be made in writing and forwarded to the Secretary/Treasurer and signed by at least thirty (30) members or a Sub Committee appointed by the Board for that purpose.
- (b) The Secretary/Treasurer shall set out the proposed alteration in full in a notice convening a General Meeting of the Club which shall be held within twenty eight (28) days after such notice has been received by the Secretary/Treasurer. Notice of such a meeting shall be advertised in the local press, and displayed prominently in the Club, at least fourteen (14) days before the date of such meeting.
- (c) The Alteration shall be adopted if passed by two-thirds majority of those present at the meeting who are entitled to vote.
- (d) The Alterations shall become effective as from the date on which they are passed.

40. INTERPRETATION:

- (a) Any doubt arising as to the application or meaning of any Rule of this Constitution shall be decided by the Board, whose decision shall be final and conclusive.
- (b) In this Constitution masculine includes feminine.
- (c) "In writing" or "written" means and includes printing or other means of representing or reproducing words in visible form.
- (d) Words importing singular include the plural and words importing plural include the singular where the context permits.

41. DISSOLUTION OF THE CLUB:

- (a) The Board shall have the power to dissolve the Club if the Club is unable to carry out the objects of the Club for two (2) consecutive years.
- (b) In the event of the dissolution of the Club and if the assets are more than sufficient to satisfy the liabilities, the excess property and funds of the Club shall be transferred to an organisation with similar interests and objectives or to a charitable organisation as the majority of members shall decide at a General Meeting called for that purpose.
- (c) Amalgamation of the Club cannot take place without the calling of a Special General Meeting of all members.