

**CONSTITUTION OF
WEST ADELAIDE FOOTBALL CLUB INC.**

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1 NAME

The name of the Club is **WEST ADELAIDE FOOTBALL CLUB INC.** (referred to in this Constitution and Rules as "the Club").

2 DEFINITIONS AND INTERPRETATION

In these rules unless a contrary intention appears:-

- 2.1 **“the Board”** means the Board of Directors established under Rule 14 of these Rules;
- 2.2 **“the Chief Executive Officer”** means the person appointed to be the Chief Executive Officer of the Club under Rule 16;
- 2.3 **“the Club”** means West Adelaide Football Club Inc;
- 2.4 **“the Chair”** means the President, Vice President, or any other person appointed as the Chair under Rule 14.12 of these Rules;
- 2.5 **“the Deputy Chair”** means the Vice President appointed under Rule 14.9 of these Rules;
- 2.6 **“Director”** means a member of the Board;
- 2.7 **“Financial Year”** means the period of one year ending on 31 October in each calendar year;
- 2.8 **“Governance Committee”** means the Governance Committee appointed pursuant to Rule 18B of the Constitution;
- 2.9 **“League”** means the South Australian National Football League Incorporated;
- 2.10 **“Members Nominee(s)”** means a Director who is nominated by the members pursuant to Rule 20.2 of the Constitution;
- 2.11 **“Nominations Committee”** means the Nominations Committee appointed pursuant to Rule 18A of the Constitution;
- 2.12 **“Nominations Committee Nominee”** means a person nominated by the Nominations Committee as a Director ;
- 2.13 **“Playing Member”** means any person over the age of 18 years included on a list of players of the Club required to be lodged with the League under the Regulations of the League;
- 2.14 **“the President”** means the person appointed to be President under Rule 14.2 of these Rules;
- 2.15 **“Resolution”** or **“Ordinary Resolution”** means a resolution passed by more than one half of members of the Club present and entitled to vote in person or otherwise at any Meeting of members of the Club;

- 2.16 **“Vice President”** means the person appointed to be Vice President under Rule 14.9 of these Rules;
- 2.17 **“Voting Member of the Club”** means a member of the Club who is entitled by virtue of these Rules or by the conditions attaching to his/her membership of the Club to vote at meetings of members of the Club;
- 2.18 Headings shall not in any way affect the meaning or interpretation of these Rules;
- 2.19 Words referring to the singular number include the plural and vice versa;
- 2.20 Words referring to the masculine gender also include the feminine and neuter genders and vice versa;
- 2.21 Words referring to persons include corporations and vice versa.
- 2.22 General expressions used in these Rules in connection with powers directions or things shall not be limited to or controlled by the particular powers directions or things with which they are connected.

3. OBJECTS

The object of the Club is to encourage, promote and foster the playing of Australian Football by:-

- 3.1 Promoting and encouraging the game of Australian Football;
- 3.2 Promoting and encouraging the playing of such other forms of athletic sports and games as the Board from time to time determines;
- 3.3 Fielding or joining with any other body or association in fielding teams in football competitions conducted by the South Australian National Football League Inc (“the SANFL”);
- 3.4 Becoming a member of such sporting bodies as the Board from time to time determines;
- 3.5 Providing or funding the provision of health professionals including doctors, physiotherapists and nutritionists to improve fitness for players or to provide rehabilitation for injuries to players;
- 3.6 Providing prizes and scholarships for players and potential players of the Club;
- 3.7 Providing facilities for members of the Club and the Club to watch football training and to watch the playing of football matches;
- 3.8 Providing facilities and opportunities for members of the Club and the Club to learn about and discuss the game of football with the players, coaches, trainers, officials and each other;
- 3.9 Promoting the Club’s activities in the wider community and among the Club’s members;
- 3.10 Promoting the Club’s activities by encouraging member’s involvement in those

activities;

- 3.11 To promote unity and good fellowship among the members of the Club and between members of the Club and other sporting clubs;
- 3.12 Funding any other activity of the Club;
- 3.13 Conducting any other activity which directly or indirectly encourages and fosters the playing of football by the Football Club or otherwise or which is incidental or conducive to the activities referred to in this object.

4 **POWERS**

To achieve its objects the Club has the following powers (in addition to and without prejudice to any other powers herein expressed or implied or expressed or implied under or by virtue of the provisions of the Associations Incorporation Act 1985 (as amended)):

- 4.1 To promote, conduct, manage, take part in, assist and provide for the holding of contests, exhibitions, displays and demonstrations of sports of every description whether in Australia or abroad and to acquire or hire or take on lease sports, athletic, cricket, football, recreation and other grounds, golf courses, tennis courts, gymnasiums, swimming pools, stadiums, theatres, halls and other buildings and places used or capable of being used for purposes of sport, amusement, recreation or entertainment.
- 4.2 To affiliate with the League and to play matches in competitions conducted, arranged or controlled by the League;
- 4.3 To appoint representatives or delegates to the League or any other affiliated body;
- 4.4 To affiliate with any other body having the same or similar objects;
- 4.5 To hire, engage, employ or otherwise contract with sporting teams, clubs, organisations and other experts, athletes, exponents and artists whether professional or amateur and to enter into any contract agreement or arrangement for any option privilege or right over or in connection with any such team, club, organisation, Club or persons.
- 4.6 To promote, facilitate and encourage greater interest and participation in sport whether by advertising in any form, competitions, awards, donations or otherwise howsoever.
- 4.7 To award scholarships, trusts, donations, endowments or gifts.
- 4.8 To assist playing members of the Club, particularly in cases of sickness, accident or hardship;
- 4.9 To establish, maintain and support or aid in the establishment and support of funds, trusts and conveniences calculated to benefit employees or playing members or past employees or past playing members of the Club and to grant compensations and allowances and to make payments towards insurance or assurances and to subscribe or guarantee money for charitable or benevolent objects or for any

public, general athletic or useful object;

- 4.10 To provide and furnish services of every description to members and without limiting the generality of the foregoing to provide and maintain clubrooms, meeting rooms, libraries and other amenities and recreational facilities and to supply to members local and overseas sporting news and information and articles in publications which may be of interest or of use to members.
- 4.11 To do all things which the Club may think necessary or desirable for providing for the upkeep and improvement of the property of the Club and any other objects and purposes which the Club may decide from time to time.
- 4.12 To acquire by purchase, taking on lease, or otherwise, land buildings and all other property real and personal which the Club may from time to time think proper to acquire for the purpose of conducting the Club's activities and to build, alter, add to, sell or demolish any building erected upon any such land and to grant or acquire easements or rights over land.
- 4.13 To purchase, lease, or otherwise obtain equipment or materials for the purpose of achieving the objects of the Club and to dispose of such equipment and materials as become unnecessary to achieve the objects.
- 4.14 To enter into any arrangement with any government or authority, Commonwealth, State, municipal, local or otherwise, or any company or Club in any part of Australia, and to obtain from any such government authority or company or otherwise subsidies, grants, donations, loans and guarantees against loss on any conditions, rights or privileges for any purposes whatsoever which the Club may think capable of being properly dealt with and desirable to obtain and carry into effect the objects of the Club.
- 4.15 To acquire by purchase, lease, exchange, amalgamation or otherwise either as nominee, agent or principal (including by the acquisition of shares) premises holding any licence or permit under the Liquor Licensing Act 1997 and/or The Gaming Machines Act 1992 as amended or re-enacted lands, buildings, houses, and other property and hereditaments of any tenure or description and any estate or interest therein or any rights over or connected with land and to turn the same to account as may be thought expedient and in particular by preparing building sites and by constructing, reconstructing, improving, altering, decorating, furnishing and maintaining hotels, offices, flats, houses, factories, warehouses, shops, garages, buildings, works and conveniences of all kinds and by consolidation, leasing or otherwise disposing of the same and to buy, make advances on, or sell all descriptions or produce or merchandise and home units, stocks, shares, bonds, mortgages, debentures or obligations and plant, machinery, chattels, debts and choses in action of all descriptions.
- 4.16 To accept gifts, donations, trusts and endowments, subsidies and bequests whether of real or personal estates and grants from any organisation, individual, Club, State or Government body to enable the Club to achieve any of its objects, and to raise funds for all or any of the Club's objects,
- 4.17 To insure against damage by fire or otherwise in respect of any insurable contingency, any property in which the Club has an insurable interest, and to insure any member of the Board or employee and to insure any person attending activities within or upon the Club's property or other designated site, against injury by accident or otherwise.

- 4.18 To advertise and promote the activities of the Club by any media.
- 4.19 To hold or promote competitions of any description authorised by law which may be likely to assist with the achievement of the objects of the Club.
- 4.20 To advertise or to otherwise promote the sales distribution or circulation of any publication issued or sold by the Club or in which it is interested and to give prizes in connection therewith of any description.
- 4.21 To invest those monies of the Club not immediately required for its purposes and activities on short term deposit or by purchase of debentures with recognised and stable financial institutions in such manner as may realise the highest interest yield at the lowest possible risk to the Club's monies, in the opinion of the Board.
- 4.22 To comply with all things necessary or expedient having regard to the laws and regulations of Commonwealth, State or Local Governments and Authorities in any place or places at which the Club carries on its activities.
- 4.23 To hire, employ, contract with or discharge, administrative, clerical, professional, educational and any other staff necessary and to pay them and to other persons in return for services rendered to the Club reasonable fees, salaries, honoraria, wages or bonuses, and on such conditions of employment and salaries, rewards and benefits as the Board determines.
- 4.24 To make arrangements for and to enter into agreements with any insurance company for the establishment of a plan or system of Superannuation or other similar benefits for the employees of the Club and their relatives and/or dependants.
- 4.25 To accept or take any security for any debt or liability to the Club or any property real or personal in or towards payment or satisfaction of any such debt or liability.
- 4.26 To establish and support or aid in the establishment and support of any Club or institution having for its objects those that are similar to the objects of the Club or any charitable or benevolent Club or institution and to subscribe or guarantee money for the such purposes.
- 4.27 To loan monies to such person, companies or Clubs and on such reasonable terms and conditions as may be considered appropriate by the Board.
- 4.28 To appoint from time to time, with specific powers either the same or less than those powers of the Club, sub-committees, agents or other bodies or persons for the purpose of carrying out, achieving and completing any of the objects of the Club, and to revoke, cancel, limit or alter such powers and terms of appointment and delegations or authority as may appear necessary to the Board.
- 4.29 To open and maintain a bank account or accounts and draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- 4.30 To do all such other acts, matters and things as are or may appear to the Board to be incidental or conducive to the attainment of the above objects and powers or any of them.

5 NON PROFIT ORGANISATION

All income and property of the Club must be applied solely towards the promotion of the objects of the Club and no portion of it shall be paid or transferred directly or indirectly by way of dividend, profit or otherwise to members of the Club, except that nothing in this Rule 4 prevents the payment in good faith of reasonable remuneration to any officer, member or employee of the Club in return for any services actually rendered to the Club or of reasonable allowances and travelling expenses to an officer, member or employee of the Club which is representing the Club.

6 MEMBERSHIP

- 6.1 Membership of the Club is open to natural persons of good character and reputation who are eighteen (18) years of age and over.
- 6.2 The Club shall consist of:
- 6.2.1 Ordinary Members referred to in Rule 7.1.
 - 6.2.2 Life Members referred to in Rule 7.2.
 - 6.2.3 Playing Members referred to in Rule 7.3.
 - 6.2.4 Associate members referred to in Rule 7.4.
 - 6.2.5 Official Members referred to in Rule 7.5.
 - 6.2.6 Honorary members being those persons possessing the prescribed qualifications determined by the Board from time to time and who are invited to be honorary members under these Rules.
 - 6.2.7 Footballers Club Members referred to in Rule 7.7.
 - 6.2.8 Members of such other class or classes of members as may be determined by the Board under Rule 7.8.
- 6.3 In this Constitution and Rules, the use of the word "member" when used without qualification means an Ordinary Member, Life Member, Playing Member, Associate Member, Official Member, Honorary Member, Footballers Club Member and Other Member of a class created under Rule 7.8 or any of them.
- 6.4 Applicants for Ordinary Membership and Associate Membership must deliver to the registered office of the Club an Application for Membership in such form as the Club decides. An applicant for membership must at the time of delivering the application for membership pay the prescribed entrance and/or membership fee applicable at the time of lodgement of the Application.
- 6.5 Applicants for admission as Ordinary and Associate Members of the Club will be duly elected as members of the Club if a majority of the Board present and voting at a meeting of the Board duly agree to such election.
- 6.6 Upon the election of each Applicant to any category of membership of the Club the Chief Executive Officer must forward to that applicant a written notice of such election and upon acceptance of a candidate's application for membership the applicant must be enrolled as a member of the Club of the appropriate category

and will become entitled to the privileges of membership associated with that category and be bound by the rules' of the Club and by all consequences resulting from breach or non-observance or performance of them.

- 6.7 The Chief Executive Officer must upon the request of a member who has duly enrolled as such supply to that member upon payment of a reasonable fee a printed copy of the Constitution and Rules of the Club then in force.
- 6.8 In the event of the application of a candidate for election being rejected by the Board the Chief Executive Officer must inform the candidate of such election in writing and return his/her entrance and/or membership fee which was paid on application.

7 CATEGORIES OF MEMBERSHIP

7.1 Ordinary Members

All persons who are elected to be members of the Club under this Constitution will, unless elected under any other category of membership be Ordinary Members.

An Ordinary Member is entitled to all rights and privileges of membership including without limitation the right to attend and vote at meetings of members of the Club.

7.2 Life Members

7.2.1 Any member who has rendered valuable services to the Club may at any Annual General or Special Meeting of the Club be elected as a Life Member thereof by the general body of members present provided, however, that no person shall be elected a Life Member of the Club except on the nomination by and recommendation of the Board. A Life Member will be entitled to all privileges of membership without being required to pay the Annual Subscription for Membership of the Club. Life Members shall be presented with a suitable Certificate from the Club indicating such Life Membership.

7.2.2 For the purposes of Rule 7.2.1:-

7.2.2.1 An official of the Club appointed by the Board who has given at least 15 years of service to the Club;

7.2.2.2 A Playing Member who has played at least 150 games in the League team of the Club

will be deemed to have rendered valuable service to the Club.

7.2.3 The Board may appoint as a Life Member any person who has played at least one match in the League team of the Club in each of 10 football seasons.

7.3 Playing Members

A Playing Member as defined in Rule 2.8 will be a member of the Club. Playing Members are subject to the restricted voting rights referred to in Rule 21.16 but are otherwise entitled to all privileges of membership. A

Playing Member may also be an Ordinary Member.

7.4 Associate Members

All persons who are Associate Members of the association known as West Adelaide Footballers Club Inc will be Associate Members of the Club. Associate Members cannot hold office in the Club, and are subject to the restricted voting rights referred to in Rule 21.16, but otherwise are entitled to all privileges of Membership.

7.5 Official Members

All persons who have been appointed to an office in the Club and who are accepted by the SANFL as Registered Officials under the Constitution and Regulations of the SANFL will be Official Members of the Club, Official Members are subject to the restricted voting rights referred to in Rule 21.16 but are otherwise entitled to all privileges of membership.

7.6 Honorary Members

Persons possessing the qualifications set out below or other qualifications determined by the Board from time to time may upon the invitation of the Board become Honorary Members of the Club entitled to use the Club's facilities and services but not eligible to receive notice of meetings, or to vote at meetings or to hold office within the Club.

7.6.1 Any resident of South Australia of distinction or of prominence in sport or service to the community.

7.6.2 Members and officials of visiting teams competing at the Club's premises or at other facilities used by the Club for competition or at grounds and facilities of the Football Club will be deemed to be Honorary Members for the day on which they are competing.

Honorary Members will retain membership for such period or on such occasion as the Board may specify in its invitation to become an Honorary Member and must never exceed 200 in numbers:

7.7 Footballers Club Members

All persons who are Ordinary Members, Honorary Members and other members of the body known as West Adelaide Footballers Club Inc ("the Footballers Club") are automatically members of the Club without the requirement of either having to apply for membership or pay any entrance fee or subscription and will remain as a member of the Club whilst for as long as they remain members of the Football Club and will be known as Footballers Club Members

A Footballers Club Member is entitled to all privileges of membership.

7.8 Other Members

The board has the power from time to time to create, determine and/or vary other classes of membership and the terms, conditions, rights and privileges attaching to those classes.

7.9 Members bound by Constitution

All members of the Club will be bound by the Rules contained in this Constitution.

8 REGISTER OF MEMBERS

- 8.1** A Club Register of the names and addresses of all categories of members must be kept at the registered office of the Club. This is not available for inspection by any member.
- 8.2** A Names Register of the names of all categories of members must be kept at the registered office of the Club and must be available for inspection by any Member during the hours when the registered office of the Club is open.

9 ADDRESS OF MEMBERS

All members must notify the Chief Executive Officer of the Club in writing of any change or changes in their name or address and the Chief Executive Officer must cause the entry of such change or changes in the Register of members. All notices sent by post or otherwise by the Club to the last known address of a member as disclosed in the Register of Members will be deemed to be duly sent to that member.

10 CESSATION OF MEMBERSHIP

A person's membership of the Club will immediately cease if the member:

- 10.1 Becomes bankrupt or suspends payment of his/her debts or compounds with his/her creditors or calls a meeting with his/her creditors pursuant to the provisions of the Bankruptcy Act for the time being in force;
- 10.2 Dies or becomes of unsound mind.
- 10.3 Has his/her membership cancelled under Rule 12.9

11 RESIGNATION

Any member wishing to resign his/her membership of the Club must give written notice of such resignation addressed to the Chief Executive Officer of the Club. No such resignation will relieve any member from payment of any monies due or payable by him to the Club at the time of resignation nor exempt him from any punishment or penalty in any way arising from or connected with his/her conduct prior to his/her resignation. Any person ceasing to be a member of the Club will immediately return all property of the Club which he/she may have in his/her possession to the Chief Executive Officer of the Club and upon ceasing to be a member for any cause whatsoever will have no claim upon any portion whatsoever of the property of the Club.

12 SUBSCRIPTIONS

- 12.1 Honorary Members, Life Members, Playing Members, Official Members and Footballers Club Members will not be liable to pay any entrance fee or subscription.
- 12.2 The entrance fee (if any) payable by a person seeking a class of membership of the Club other than one of those referred to in Rule 12.1 will be such sum as may be fixed by the Board from time to time provided, that the Board has the power in its absolute discretion at any time to waive payment or vary the amount of the entrance fee as between members of the Club and as between different classes of

membership of the Club.

- 12.3 The annual subscription (if any) payable by each different class of members of the Club must be determined by the Board prior to end of the month of October in each year and such subscription will fall due and payable on the first day of January in the subsequent year and if such subscription is not paid by 28 February in that subsequent year, the member shall be deemed un- financial and ipso facto cease to be a member. The Board may at any time in its absolute discretion and upon payment of the subscription in arrears and any such re-entrance fee as it may decide to impose re-admit any such person to membership of the Club.
- 12.4 In the event of a person applying for membership at any time after the 31st day of January in any year, the Board may in its absolute discretion, nominate a pro rata amount for the subscription fee payable by such member which pro rata amount shall be in respect of the financial year ending on the 31st day of October next following the payment of such pro rata subscription fee and thereafter such member shall pay the annual subscription fee as herein determined.
- 12.5 The Board may in its absolute discretion accept such other amount for or in respect of the annual subscription payable by virtue of this Constitution and Rules in respect of members or Applicants for Membership who reside at a distance from the Adelaide General Post Office greater than such distance as the Board may in its absolute discretion determine provided, however, that such distance from the Adelaide General Post Office shall not be less than forty (40) kilometres.
- 12.6 The Board may in its absolute discretion accept such amount as decided upon by the Board for or in respect of the annual subscription fee payable by virtue of this Constitution and Rules from any member who is in the opinion of the Board in necessitous circumstances.
- 12.7 Regardless of anything contained in this Constitution it is lawful for the Board in its absolute discretion to determine that no subscription shall be payable by any member or members in respect of any period specified by the Board. Any member or members so exempted will be entitled during such period to exercise their existing membership privileges and in the case of ordinary members including the right to vote provided that any outstanding amounts owing to the Club by any such member or members must have been previously paid.
- 12.8 The Board may at any time refuse to accept a subscription from any member in which case the person concerned shall cease to be a member of the Club.
- 12.9 A member who commits any act or omits to do anything which is in the reasonable opinion of the Board conduct which is prejudicial or detrimental to the reputation or interests of the Club may have his/her membership cancelled. If any such conduct is alleged the following procedures must be followed:-
- 12.9.1 Details of the conduct complained of must be given in writing by the Board to the member, official or person against whom an allegation has been made.
- 12.9.2 Such member, official or person must be given an opportunity by the Board to show cause, and may be required by the Board to show cause in writing, as to why it should not cancel the membership of that member or withdraw his/her membership privileges.

- 12.9.3 The decision of the Board on the matter must be given in writing to the member, official or person concerned.

13 OFFICERS

- 13.1 The Officers of the Club shall be the Patron, Vice Patrons and the Directors;
- 13.2 Subject to Rule 13.3, the Officers of the Club shall be elected or appointed for the period and in the manner prescribed in Rule 19;
- 13.3 Any casual vacancy occurring during the year in the position of any Officer of the Club may be filled by the Board but any person appointed to fill such vacancy will hold office only until the Annual General Meeting following his/her appointment and shall be eligible for re-election if he/she is a Members Nominee(s) replacement and if nominated by the Nominations Committee if the person is a Nominations Committee Nominee replacement to that Office.

14 MANAGEMENT OF THE CLUB AND BOARD OF DIRECTORS

- 14.1 The conduct control and management of the affairs of the Club is vested in the Board.
- 14.2 Upon the adoption of this Amended Constitution:-
- 14.2.1 The Board will be Board as at the date of the adoption of this Amended Constitution and those persons shall hold office of Director until the following Annual General Meeting;
- 14.2.2 At the Annual General Meeting following the adoption of this Amended Constitution:-
- 14.2.2.1 All Directors of the Club will retire; and
- 14.2.2.2 The Board will comprise seven (7) Directors, two (2) of whom are to be Members Nominee(s) and five (5) are to be Nominations Committee Nominee with all Directors to be elected by the members at the Annual General Meeting.
- 14.2.3 In respect of the Nominations Committee Nominee the five (5) nominated positions are to be allocated to specific skill sets as follows:-
- 14.2.3.1 one (1) Director possessing skills and experience in finance;
- 14.2.3.2 one (1) Director possessing experience in Australian Rules Football;
- 14.2.3.3 one (1) Director possessing strong leadership skills to act as President and Chairman of the Board (including as many as possible of the attributes described in Annexure C); and
- 14.2.3.4 two (2) Directors having skills in one or more of the following disciplines (depending on the view of the Nominations Committee as to the needs of the Club at the time and the

skills and capabilities of the current Directors):

14.2.3.4.1 Marketing;

14.2.3.4.2 Venue Management;

14.2.3.4.3 Infrastructure Development;

14.2.3.4.4 Commercial sponsorships;

14.2.3.4.5 Member and Community engagement;

14.2.3.4.6 On-line engagement (or equivalent);

14.2.3.4.7 Strategic Planning;

14.2.3.4.8 People & Culture; and

14.2.3.4.9 any other related discipline considered relevant at the time by the Nominations Committee.

- 14.2.4 In the event that the Nominations Committee nominates more than one (1) person to a category referred to in Rule 14.2.3 or if there are more than two (2) Members Nominee(s), the members shall elect the candidate to the Board in accordance with the provisions of Rule 20.4 of the Constitution.
- 14.2.5 Subject to the transition provisions referred to below, and to the right of the Board to remove a Director for serious misconduct or as a result of a recommendation from the Governance Committee because the Director has failed to meet the required performance level of a Director:
- 14.2.5.1 the term of each Nominations Committee Nominee Director (including the President) shall be for 3 years; and
- 14.2.5.2 the term of each Members Nominee(s) Director shall be for 2 years.
- 14.2.6 The maximum number of consecutive terms to be served by any Director shall be 4 (provided that, in the case of a Director who has served 4 consecutive terms, that Director may re-apply for a Board position after a gap of 3 clear years, and provided further that this limitation not apply to a Director in special circumstances approved by the unanimous resolution of the Nominations Committee).
- 14.2.7 At the next Annual General Meeting of the Club following the amendment to this Constitution only:-
- 14.2.7.1 all current Board positions will be declared vacant and the existing Directors are free to nominate for a Members Nominee(s) position if not nominated as a Nominations Committee Nominee position; and
- 14.2.7.2 notwithstanding Rule 20.4.1 the closing time for the nomination for a Member Nominee(s) Director and a Nominations Committee Nominee Director shall be 14 days

prior to the Annual General Meeting.

- 14.2.8 From the Annual General Meeting following the amendments to this Constitution the terms of the first Board appointments to take effect from February 2019 to enable a rotation of Directors will be as follows:
- 14.2.8.1 one (1) Members Nominee(s) Director and one (1) Nominations Committee Nominee Director will be for an initial term of one (1) year; and
 - 14.2.8.2 one (1) Members Nominee(s) Director and two (2) Nominations Committee Nominee Director (including that of the Finance Director) are for an initial term of two (2) years;
 - 14.2.8.3 two (2) Nominations Committee Nominee Directors (including that of the President) are for an initial term of three (3) years; and
 - 14.2.8.4 the identity of the Members Nominee(s) Director who will hold office for two (2) years will be the person who receives the most votes at the election and the other Members Nominee(s) Director will hold office for one (1) year. If there is a tie the term will be determined by drawing by way of a lot by the Returning Officer at the conclusion of the counting of the votes. The identity of the Nominations Committee Nominee Director who other than the President, will hold office for three (3), two (2) and one (1) year will be determined by lot at the end of the voting process by the Nominations Committee.
- 14.3 Intentionally deleted.
- 14.4 Intentionally deleted.
- 14.5 Intentionally deleted.
- 14.6 Subject to these Rules each Director will hold office until the conclusion of the Annual General Meeting at the end of his/her term following his/her election or appointment.
- 14.7 The Board may meet to carry out its business at such time or times as it determines but in any event not less frequently than once in each calendar month.
- 14.8 Minutes must be kept of all proceedings of the Board. The Board must appoint one person from amongst its employees or its members or such other person as the Board decides to act as minute secretary for the purpose of preparing agendas and recording minutes of the meeting of the Board.
- 14.9 The Board must appoint one of their number to be the Vice President and has the power to remove with the approval of the Nominations Committee the Vice President.
- 14.10 If the appointment of the President or the Vice President is terminated for any reason before the expiration of his/her term the Board must appoint another of their members to be the President with the approval of the Nominations Committee or the Vice President as the case may be who will hold office for

so long only as the person in whose place he/she is appointed would have held office if his/her appointment had not been terminated.

- 14.11 Subject to Rule 14.12 the President will be the Chair of all meetings of the Board.
- 14.12 If the President is not present at any meeting of the Board within 15 minutes of the scheduled commencement time of that meeting the Vice President must act as Chair and if he/she is not present, a Chair of that meeting must be elected by ordinary resolution of the Directors present at that meeting.
- 14.13 14.13.1 The Board must meet to carry out its business at such time or times as it determines but in any event not less frequently than once in each calendar month and may regulate its meetings in such manner as it thinks fit.
- 14.13.2 A meeting of the Board may consist of a conference between Directors some, or all, of whom are in different places provided that each Director who participates is able:
- 14.13.2.1 to hear each of the other participating Directors addressing the meeting; and
- 14.13.2.2 if he or she wishes to address each of the other participating Directors, to do so simultaneously.
- 14.13.3 A meeting held under Rule 14.13.2 may be held by the Directors in person, by conference telephone or by any other form of communication (whether or not it exists when this Rule 14.13 is adopted) or by a combination of any of these methods.
- 14.13.4 A quorum is present if the conditions in Rules 14.13.2.1 and 14.13.2.2 are satisfied for at least the number of Directors required to form a quorum. A meeting held in this way is taken to take place at the place from where the person chairing the meeting is located.
- 14.13.5 Before the meeting, any Director may give notice to the Chief Executive Officer that he or she wishes to participate in the meeting in any of the ways allowed under this Rule 14.13. In that case the Chief Executive Officer must arrange an appropriate facility at the Club's expense.
- 14.13.6 A Director may not leave the conference by disconnecting his/her or her means of communication unless he or she has previously obtained the express consent of the person chairing the meeting.
- 14.13.7 A Director is conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or any other means of communication unless the Director has previously obtained the express consent of the person chairing the meeting to leave the conference.
- 14.13.8 Rules 14.13.2. - 4.13.7 do not limit the discretion of the Directors to regulate their meetings under Rule 14.13.1.
- 14.14 The President or any two (2) Directors may at any time summon a meeting of the Board.

- 14.15 A quorum for a meeting of the Board is not less than four (4) of its members and a member of the Board having an interest referred to in Rule 14.22 is to be counted for the purpose of a quorum regardless of that interest. If within thirty (30) minutes from the time appointed for the meeting or within such further period as those present may agree a quorum is not present the meeting must stand adjourned to the same day in the next week at the same time and place or to such other day at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within one hour from the time appointed for the meeting the members present [being not less than three (3)] of its members shall form a quorum.
- 14.16 Regardless of Rule 14.15, if the number of members of the Board falls below the quorum referred to in Rule 14.15 the continuing members of the Board may act despite such vacancy or vacancies in their body. The continuing members of the Board must, as soon as possible, take all steps necessary to cause any vacancy or vacancies to be filled.
- 14.17 Questions arising at any meeting shall unless otherwise specified in these Rules or determined by the Board be decided by a majority of votes. In case of equality of votes, the Chair shall have a second or casting vote.
- 14.18 The term of office of a Director of the Board will cease immediately if:-
- 14.18.1 he/she resigns his/her office by notice in writing to the Board;
 - 14.18.2 he/she dies;
 - 14.18.3 he/she becomes an insolvent under administration;
 - 14.18.4 he/she is suspended for any period or otherwise ceases to be a member of the Club;
 - 14.18.5 he/she becomes of unsound mind or person who is liable to be dealt with in any way under any law relating to mental health;
 - 14.18.6 his/her term of appointment expires under these Rules;
 - 14.18.7 his/her application for registration as a Registered Official of the SANFL under and for the purposes of Regulation 4.4 (amended or varied from time to time) of the Regulations made under the Constitution of the SANFL is refused, or having been granted is subsequently revoked;
 - 14.18.8 if the Board resolves to accept the recommendation of the Governance Committee pursuant to 18B.5 of the Rules.
- 14.19 All acts done by the Board or by any person acting as a member of the Board notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person so acting or that they or any of them were disqualified be as valid as if every such person had been duly appointed as was duly qualified.
- 14.20 A resolution in writing signed by all the members of the Board for the time being will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- 14.21 No member of the Board shall be disqualified from his/her office from contracting or entering into any arrangement with the Club either as vendor, purchaser, solicitor or otherwise, nor will any such contract or arrangement or any

contract or arrangement entered into by or on behalf of the Club in which all of the members of the Board or any member of the Board is in any way interested be avoided nor will any member of the Board so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason of such member of the Board holding that office or the fiduciary relationship thereby established.

- 14.22 Every member of the Board who is in any way whether directly or indirectly interested in a contract or proposed contract with the Club must as soon as practicable after the relevant facts have come to his/her knowledge declare the nature of his/her interest at a meeting of the Board. For the purpose of this clause a general notice given to the Board by a member of the Board to the effect that he/she is an officer or member of a specified company or a member of a specified firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm will be deemed to be a sufficient declaration of interest in relation to any contract so made but no such notice will be of effect unless either it is given at a meeting of the Board or the member of the Board so concerned takes reasonable steps to ensure that it is tabled and read at the next meeting of the Board after it is given. It is the duty of every member of the Board who holds any office or possesses any property whereby duties or interests might be created in conflict with his/her duties or interests as a member of the Board to declare at a meeting of the Board the fact and the nature, character and extent of the conflict and such last mentioned declaration must be made at the first meeting of the Board held after he/she becomes a member of the Board or (if he/she is already a member of the Board) after he/she commenced to hold the office or possess the property. The Chief Executive Officer record every declaration under this clause in the minutes of meeting at which it is made, and must maintain a register of all such declaration.
- 14.23 No member of the Board is entitled to take part in any discussion nor vote in respect of any contract or arrangement in which he/she is interested and if he/she does so his/her vote must not be counted.
- 14.24 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at the meeting.
- 14.25 The Board may, from time to time, appoint such subcommittee(s) as they deem necessary or expedient, and may delegate or refer to them such of the powers and duties of the Board as the Board may determine to assist the Board provided always that at least one (1) member of the Board is appointed on such subcommittee. Such sub-committees must report their proceedings to the Board and shall conduct their business in accordance with the directions of the Board within the scope determined by the Governance Committee from time to time.
- 14.26 The Board may from time to time make By-Laws regulating the affairs of the Club and the conduct and behaviour of the members of the Club and the Board may from time to time alter, add to, vary, amend or repeal any By-Laws made hereunder. Any By-Laws are, unless they are inconsistent with the Constitution and Rules of the Club for the time being and from time to time, be binding upon all members of the Club for the time being and from time to time and be construed as and form part of these Rules until rescinded, altered or varied by the Board. In the event of any inconsistency between the Constitution and the Rules of the Club from time to time and any By-Laws made hereunder the provisions of the Constitution and Rules will prevail and such By-Laws are to the extent of their inconsistency invalid and unenforceable.

14.27 The Board must appoint as soon as possible after the Annual General Meeting or if a vacancy occurs at any time as soon as reasonably practicable the most appropriate persons to act as:

14.27.1 Vice President;

14.27.2 League Director (which, where possible, should be the Club President);

14.27.3 The Governance Committee other than the Chair who is appointed pursuant to Rule 18A.8;

14.27.4 The Nominations Committee including the Chairman.

15 EXECUTIVE COMMITTEE

Intentionally deleted.

16 CHIEF EXECUTIVE OFFICER

The Board must appoint a Chief Executive Officer of the Club, (“the Chief Executive Officer”), for such term and upon such remuneration and conditions as the Board shall determine. The duties of the Chief Executive Officer will be:-

16.1 To attend all meetings of the Board and the Management Committee.

16.2 To keep or cause to be kept a list of members for the time being of the Club.

16.3 To keep or cause to be kept records and minutes for the Club in a book or books provided for that purpose of the meetings of the Board, and all other committees and sub-committees of the Club.

16.4 To convene or cause to be convened meetings of the Board and of all other committees and sub-committees.

16.5 To receive or cause to be received subscriptions and other moneys belonging or due to the Club and upon receipt of the same to pay same into the Club s bank account.

16.6 To carry out all such other duties as may be delegated to him by the Board.

17 ACCOUNTING AND AUDITING

17.1 The Board must cause to be kept a complete account of the income and expenditure and of the affairs of the Club and must also ensure:

17.1.1 That a proper set of books is kept by the person holding the position of Chief Executive Officer of the Club showing the state of the funds of the Club and its actual and contingent liability.

17.1.2 That all monies owing by the Club are duly and regularly paid.

17.1.3 That all monies owing to the Club are duly received.

17.1.4 That all monies received by the Club are promptly deposited in the

Club's bank account and receipts, vouchers and other documents pertaining to the Club's financial affairs must be carefully filed and preserved for inspection by the auditor.

- 17.2 The financial year of the Club will commence on the first day of November in one year and end on the last day of October in the following year.
- 17.3 The Club must furnish annually as soon as practicable after the end of a financial year of the Club and in any event not later than the last day of January thereafter a report of the activities of the Club for the previous financial period of the Club together with the duly audited Balance Sheet and Profit and Loss Account of the Club.

18 AUDITOR

- 18.1 Any registered company auditor not being a member of the Club is eligible to be appointed as an auditor of the Club.
- 18.2 The Board must appoint an auditor of the Club which appointment will be subject to the approval of the members of the Club at an Annual General Meeting of the Club.
- 18.3 The auditor of the Club will subject to any agreement between the auditor and the Club continue in office unless he/she resigns or unless the Board appoints another auditor to replace him whichever happens first.
- 18.4 The auditor must audit the accounts of the Club for the one year period ending on the last day of October each year. The audit report must be attached to the financial statements and laid before the Club at its Annual General Meeting.
- 18.5 The auditor has the power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Club.

18A NOMINATIONS COMMITTEE

- 18A.1 A Nominations Committee will be established for the purpose of recommending and nominating persons to the position of the five (5) Nominations Committee Nominee Directors in accordance with the provisions of Rules 14.2.3 and 14.2.4.
- 18A.2 The Nominations Committee (apart from the transitional Nominations Committee referred to below) will be appointed by the Board for the time being and comprise:
- 18A.2.1 One (1) independent person (who must not be a then current or past Club Director) to act as Chairman;
- 18A.2.2 The President (or, in the case where the role of President is being determined, the Vice President); and
- 18A.2.3 One (1) other independent person (who is not a current Director).
- 18A.3 The Nominations Committee appointed following the amendment of the Constitution shall comprise those three persons nominated by resolution of the Board at its meeting of the 19 November 2018. The Nominations Committee may seek assistance from any of the current Directors to determine the contributions of any current Director who seeks to be appointed as a Nominations Committee Nominee.
- 18A.4 The Nominations Committee referred to in Rule 18A shall hold their position until

the Board Meeting after the Annual General Meeting.

- 18A.5 At the first meeting after the Annual General Meeting those members of the Nominations Committee referred to in Rule 18A.3 shall retire and the Board shall at that first meeting or as soon as reasonably practicable make the appointment of such persons as appropriate to the position of the Nominations Committee in accordance with Rule 18A.2. The Board shall have the power at any time to fill a vacancy on the Nominations Committee.
- 18A.6 Each retiring member of the Nominations Committee may seek re-appointment to the Nominations Committee each year.
- 18A.7 The Nominations Committee must not less than sixty (60) days before the Annual General Meeting seek applications from a wide range of potential candidates (and by whatever means the Nominations Committee thinks fit) to fill any of the five (5) vacant Nominations Committee Nominee positions, and shall nominate those candidates not less than thirty five (35) days before the Annual General Meeting and that in making any such nomination the Nominations Committee will have regard to the balance of obtaining the best available candidate for the position, the advantages in having diversity of decision makers (whether as to gender, age, cultural background or otherwise) and an appropriate succession strategy for the Board as a whole.
- 18A.8 The Nominations Committee shall appoint an Honorary Solicitor for a term of up to three (3) years as determined by the Nominations Committee, who will not sit on the Board but who will attend Board Meetings as required and will oversee legal issues affecting the Club and will act as Chair of the Governance Committee. If the Nominations Committee has not been able to appoint an Honorary Solicitor the Nominations Committee shall appoint a person who is experienced and respected in the corporate and business sector and who the Nominations Committee deems to be appropriate as the person to chair the Governance Committee.

18B GOVERNANCE COMMITTEE

The Board shall appoint a Governance Committee at the first meeting after the Annual General Meeting or as soon as reasonably practicable thereafter (to comprise of the Honorary Solicitor (if appointed or such other person nominated by the Nominations Committee) plus the President or Vice President as the case may be plus one other Director selected by the Chairman of the Governance Committee as having experience in governance matters), which Governance Committee will be responsible for:

- 18B.1 reviewing Board Policy and Procedures;
- 18B.2 setting terms of reference for all sub-committees;
- 18B.3 establishing accountability statements for each Director (which will include the Board accountabilities set out in Annexure B);
- 18B.4 reviewing and monitoring performance of each Director and the Chairman;
- 18B.5 in cases of misconduct or continued underperformance by a Director, recommend suspension or in severe cases removal of that Director to the Board;
- 18B.6 ensuring Board papers are provided in a timely manner and contain sufficient information to enable the Directors to make informed decisions; and
- 18B.7 liaising with the SANFL Governance Committee for the purpose of obtaining resources and input as to the best governance practices.

19 ELECTION OF OFFICERS

- 19.1 The Patron and Vice Patrons of the Club will hold office for one (1) year and must be elected at the Annual General Meeting in each year.

- 19.2 Subject to Rule 14.2 each Director nominated and elected by Voting Members under Rule 14.2.2 will hold office for two (2) years. The election of Directors must take place at the Annual General Meeting. The Directors who have completed their term shall retire at the Annual General Meeting.
- 19.3 Intentionally deleted.
- 19.4 Subject to the provisions of the Constitution any officer may stand for re-election for any period following the completion of their term of office if they comply with Rule 14.2.6 and if a Nominations Committee Nominee is nominated by the Nominations Committee.

20 NOMINATION FOR OFFICE

- 20.1 Ordinary Members and Life Members are the only person who are eligible for nomination or election to any office in the Club.
- 20.2 All nominations for election for office in the Club shall be in writing and:-
- 20.2.1 in respect of a Members Nominee(s) signed by two members and the candidate; and
- 20.2.2 in respect of the Nominations Committee Nominee nomination in writing signed by the Nominations Committee

and shall be delivered to the Chief Executive Officer in accordance with Rules 20.4.1 and 18A.7.

- 20.3 The following information shall be included in the nomination form of any candidate for election to any office in the Club, namely:-
- 20.3.1 Whether the candidate has held office with the Club and if so, full details.
- 20.3.2 Whether the candidate has previously played football for the Club and if so, full details.
- 20.3.3 Whether the candidate has any previous administrative experience with any other football club or sporting body and is so, full details.
- 20.3.4 Candidate profiles submitted to the Club must contain no more than five hundred (500) words and may be amended to a standard format in order that all profiles may be presented to members on a uniform basis.
- 20.4 The annual election of the Board of Directors shall be conducted in the following manner:-
- 20.4.1 The Board of Directors shall appoint a Returning Officer, who may be the Chief Executive Officer, and shall set a date and hour up to which nominations may be received for the positions of Director (the "**Closing Time**"), such date being at least 28 days prior to the date of the Annual General Meeting.

- 20.4.2 The Returning Officer shall call for nominations by:-
- 20.4.2.1 sending an advertisement via email to the email address for each member (if any) set out in the register of members;
 - 20.4.2.2 until otherwise decided by the Annual General Meeting placing an advertisement in one of the newspapers of state-wide circulation in South Australia at least 10 days prior to the Closing Time; and
 - 20.4.2.3 publishing an advertisement on the Club's website.
- 20.4.3 All nominations shall be made in writing in accordance with Rule 20.2 and shall be delivered to the Returning Officer prior to the Closing Time by hand, post, email or other means determined by the Board from time to time.
- 20.4.4 If the number of candidates nominated is equal to or less than the number of vacancies to be filled, the chair at the Annual General Meeting shall declare such candidates to be duly elected.
- 20.4.5 A candidate may withdraw his/her nomination at any time prior to the commencement of the Annual General Meeting.
- 20.4.6 Any vacancy caused by a lack of nominations, by the withdrawal of a nomination or by the death of a candidate shall be deemed to be a casual vacancy for the purposes of Rule 13.3 and shall be filled pursuant to Rule 13.3.
- 20.4.7 If the number of candidates nominated exceeds the number of vacancies to be filled, a ballot shall be held in accordance with these Rules. The following provisions shall apply to the ballot:-
- 20.4.7.1 the Chief Executive Officer shall, within 14 days after the Closing Time, forward to each member of the Club entitled to vote relevant voting information dealing with completion of the ballot paper and the voting procedure and process which may include voting by electronic means and as determined from time to time by the Board, the appropriate ballot paper listing the candidates, and any statement by a candidate in support of his/her election (as approved by the Returning Officer);
 - 20.4.7.2 members may, in respect of each Financial Year nominate on renewal of membership to receive the information referred to in Rule 20.4.7.1 by post to the address in the register of members or to be sent by email, in the manner specified in Rule 20.4.7.3;
 - 20.4.7.3 the information referred to in Rule 20.4.7.1 will be sent to the email address for each member (if any) set

- out in the register of members, unless the member has made the nomination referred to in Rule 20.4.7.2;
- 20.4.7.4 for the purpose of conducting a ballot the Chief Executive Officer shall supply to the Returning Officer a certified list of members who are entitled to vote;
- 20.4.7.5 voting shall be effected by either:-
- 20.4.7.5.1 the return by the member of the ballot paper by post; or
- 20.4.7.5.2 by electronic means either by e-mail or through a web based voting mechanism approved by the Board and the Returning Officer;
- 20.4.7.6 a member who is unable to cast a vote by e-mail or via the web based process must return the ballot paper to the Returning Officer in an envelope to be provided together with an identification slip signed by the member by no later than 72 hours prior to the time and date of the Annual General Meeting;
- 20.4.7.7 after the close of the ballot, 72 hours prior to the time and date set for the Annual General Meeting, the Returning Officer shall certify the number of votes received by each candidate. Successful candidates will be declared elected by the Chair of the Annual General Meeting;
- 20.4.7.8 in case of an equality of votes, the Chair, if not a candidate for the position, shall have a casting vote. If the Chair is a candidate the Chair shall vacate the Chair at a convenient time during the meeting and the meeting shall elect in the place of the Chair another Chair who shall exercise the casting vote;
- 20.4.7.9 all elections of officers will be conducted and determined on a preferential voting system approved by the Board;
- 20.4.7.10 in respect of the election of Directors at the Annual General Meeting after the amendment to the Constitution the Board and Returning Officer may determine that if it is not reasonably practicable to allow for the process for election to be effected completely in accordance with this Rule 20.4 the time provisions of Rules 20.4.7.6 and 20.4.7.7 will be extended until half an hour prior to the nominated time of the Annual General Meeting;
- 20.4.7.11 the decision of the Returning Officer as to:-

- 20.4.7.11.1 the validity of any vote;
- 20.4.7.11.2 the right of any member to vote;
- 20.4.7.11.3 which votes shall be counted; and
- 20.4.7.11.4 generally as to the conduct of the ballot and the scrutiny;

shall be final;

20.4.7.12 the Returning Officer shall appoint such assistants as he/she deems necessary for the conduct of the ballot;

20.4.7.13 each candidate for election may appoint a scrutineer or scrutineers to attend the counting of votes provided that not more than one scrutineer for each candidate is present in the counting room at any one time.

21 MEETINGS OF MEMBERS

- 21.1 Subject to any rights which may be conferred as a class of members created under Rule 7.7 Ordinary Members, Life Members, Playing Members, Associate Members and Official Members are the only members of the Club who are entitled to attend and vote at any meeting of members of the Club.
- 21.2 The Annual General Meeting of the Club must be held not later than the 15th day of February in each year on a date to be fixed by the Board, to appoint officers, to appoint an auditor, to receive from the Club the Balance Sheet and Profit and Loss Account of the Club having been approved and accepted by the Board for the period of twelve months immediately preceding the last day of October preceding the date of the Annual General Meeting. Such business shall be deemed ordinary business and all other business shall be deemed special.
- 21.3 At least fourteen (14) days' notice in writing must be given to those members of the Club who are entitled to attend and vote at any General Meeting of the Club. The written notice to be given under this Rule 21.3 will be in such form and given in such manner as the Board determines from time to time.
- 21.4 If any member entitled to vote at an Annual General Meeting of the Club desires to bring forward any special business at any Annual General Meeting of the Club such member must give written notice of such business to the Chief Executive Officer not less than twenty-eight (28) clear days prior to the Annual General Meeting at which the member wishes such business to be considered and the Chief Executive Officer must incorporate such business in the notice convening the Annual General Meeting. No special business may be transacted at any Annual General Meeting unless notice specifying the specific nature of such business has been given in the notice convening such Annual General Meeting.

- 21.5 A Special General Meeting of the Club may be called by the Board whenever it thinks fit and the Board must, upon a request in writing under the hands of not less than thirty (30) members of the Club eligible to vote at a General Meeting, convene a Special General Meeting. Such request must state the purpose for which the meeting is desired and the Resolutions to be proposed and no other matters may be discussed at that meeting except with the leave of the chairman of the meeting.
- 21.6 Upon a request in writing to convene a Special General Meeting under Rule 21.5 being left with the Club the Board must immediately proceed to convene a Special General Meeting to be held at such time and place as it thinks fit not being more than twenty-eight (28) days after the receipt of such request.
- 21.7 At any meeting of members or any adjournment of that meeting, a quorum will consist of thirty (30) members present in person or by proxy and entitled to vote. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened on the requisition of members will be dissolved and in any other case it 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 half an hour from time appointed for the meeting the members present and entitled to vote shall form a quorum.
- 21.8 The President or in his/her absence or unwillingness to act the Vice President or in his/her absence or unwillingness to act a member of the Board appointed by the Board for that purpose or in their absence or unwillingness to act a member appointed by the meeting must preside at each meeting of members. The chair of such meeting will in the case of an equality of votes both on the show of hands and upon a poll have a second or casting vote.
- 21.9 At any meeting of members a resolution put to the vote of the meeting shall unless a poll is demanded, be decided by a show of hands of the persons present and entitled to vote.
- 21.10 On a show of hands every member present in person and entitled to vote may cast one vote but no member is entitled to vote unless all monies presently payable by him to the Club whether for subscriptions or otherwise shall have been duly paid.
- 21.11 Unless a poll is demanded, a declaration by the chair of that meeting that a resolution has been carried or carried by a particular majority or lost is deemed to be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 21.12 A poll may be demanded on any resolution by the chair of a meeting or by not less than three members present and entitled to vote.
- 21.13 If a poll is demanded on any resolution by the requisite number of persons it must be taken at such time and in such manner as the chair of the meeting directs.
- 21.14 No poll can be demanded on the question of the adjournment of a meeting.
- 21.15 All decisions arrived at and carried at any meeting of members held in conformity with this Constitution will be binding and conclusive upon all members of the Club and no notice of motion to reconsider any such decision can be received by the Board for a period of six months from the meeting at which such decision was

made.

- 21.16 If a poll is demanded every member present in person or by proxy and entitled to vote may cast one vote. However, in determining the outcome of the resolution which is the subject of the poll, the value of a vote cast by a Playing Member, Associate Member or Official Member will have 10% of the value of a vote cast by a member of any other class of Members having the right to vote on the resolution. That is to say, the actual total number of votes cast by Playing Members, Associate Members and Official Members to be counted on such resolution will be equal to 10% of the total number of votes actually cast by Playing Members, Associate Members and Official Members on such resolution.
- 21.17 At the Annual General Meeting the Board must, in addition to answering all reasonable questions in relation to the Annual Report, endeavour to answer all other questions put by members so long as those questions:-
 - 21.17.1 Are not defamatory;
 - 21.17.2 do not call for the disclosure of confidential or commercially sensitive information; and
 - 21.17.3 have been put in writing to the Club at least five (5) days before the time of the Annual General Meeting.

22 PROXIES

- 22.1 A member entitled to attend and vote at meetings of members may appoint any person who is a member of the Club as proxy to vote for him at any meeting of members.
- 22.2 The form appointing a proxy shall be in writing and signed by the member appointing such proxy.
- 22.3 A form appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular motion and, where an instrument of proxy so provides, the proxy is not entitled to vote on the motion except as specified in the form of a proxy.
- 22.4 The form appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

WEST ADELAIDE FOOTBALL CLUB INC.

I _____ of _____
 being a member of West Adelaide Football Club Inc hereby appoint _____
 of _____
 or, in his/her absence _____
 of _____ as my proxy to vote for me on my behalf at the
 Annual/Special General Meeting of the Club to be held on the _____ day of
 20 _____ and at any adjournment of that meeting
 +This form is to be used *in favour of/against the motion.
 Signed this _____ day of _____
 *Strike out whichever does not apply
 +To be inserted if desired Signed _____

- 22.5 The form appointing a proxy shall not be treated as valid unless it is deposited by delivery, fax or e-mail not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, at the office of the Chief Executive Officer or other such place as is specified for that purpose in the notice convening the meeting.

23 INDEMNITY

Nothing which is done by any member of the Board or by any officer or other person appointed or employed by the Board if done bona fide in the exercise of his/her powers or in the performance of his/her duties under the Constitution and Rules of the Club shall subject such member of the Club officer or other person to any personal liability and it is the duty of the Club, out of the funds of the Club, to pay and satisfy all costs, losses, damages, expenses and liabilities whatsoever so incurred in the course of the conduct of the Club.

24 SEAL

The Board must cause to be prepared a common seal with the name of the Club inscribed on it and must provide for its safe custody. The seal must not be used except by the authority of the Board. Every deed or instrument to which the seal is required to be affixed can only be affixed by a resolution of the Board and in the presence of at least one member of the Board who must sign every instrument to which the seal be so affixed. Every such instrument shall be counter-signed by the Chief Executive Officer or a second member of the Board or be signed and counter-signed by such other person or persons as the Board may from time to time authorise.

25 ALTERATION OF CONSTITUTION AND RULES

- 25.1 This Constitution and Rules may be altered, varied or amended by a resolution passed at an Annual General Meeting or Special General Meeting of the Club. No such resolution shall be deemed to have been passed unless it be carried by a majority of at least three quarters of the members present and entitled to vote in person or by proxy. At least fourteen (14) days' notice in writing specifying the proposed amendment or amendments shall have been given to members.

26 NOTICES

- 26.1 The Club must at all times have an address for service of notices which address must unless otherwise advised be the address of the office of the Club and the Club must give written notice to every member of every change of such address within twenty-eight (28) days after any change thereto is made.
- 26.2 Every notice to be given or communication made to the Club will be deemed for all purposes to have been duly given or made if given or made in writing and either delivered to the registered office of the Club or enclosed in an envelope with postage duly pre-paid and addressed with the full name of the Club and its address for service of notice for the time being and posted at any post office in Australia.
- 26.3 Every notice to be given or communication made by the Club to any member will be deemed to have been duly given or made if given or made in writing and either handed personally to such member or enclosed in an envelope with postage

duly pre-paid and addressed to the member's address on the register of members or if no such address is specified in the register to the last known or usual business address of the member and posted at any post office in the State of South Australia.

27 CERTIFICATE OF SERVICE

Any player who has played football with and an official of the Club who has given service to the Club for five (5) years shall receive a Long Service Certificate.

28 CLUB COLOURS

The colours of the Club shall until otherwise decided by the Voting Members be a combination of Red and Black.

29 SANFL

- 29.1 The Club shall be an associate club of the SANFL and shall be subject to and abide by the Rules, Regulations and By Laws of that body as varied from time to time
- 29.2 When the SANFL requires the Club to adopt a new Rule or to rescind., vary or modify or alter any existing Rule of this Constitution of the Board may for such purpose adopt such Rule or effect such rescission variation modification or alteration without the necessity of calling any general meeting of the Club or without the necessity of obtaining any approval of the members of the Club but any such alteration to this Constitution shall be notified to members at the next General Meeting of the Club
- 29.3 The Board must in respect of each and every season nominate such persons as may be required under the Constitution of the SANFL to be a Director and Alternate Director(s) of the SANFL for the current season
- 29.4 The Club must comply with Regulation 4.4 of the Regulations made under the Constitution and Rules of the SANFL as amended or varied from time to time (the SANFL Regulations*) relating to the registration of Officials of the Club with the SANFL.
- 29.5 The Club must not permit any person who has not been registered by the SANFL as a Registered Official under Regulation 4.4 of the SANFL Regulations to hold any office in or perform any duty for the Club.

30 INTERPRETATION OF RULES

- 30.1 These Rules shall, if possible, be constructed so as to be consistent with and in compliance with the Constitution, Rules and Regulations of the SANFL (“the SANFL Rules) and if at any time there is a conflict between these Rules and the SANFL Rules, the latter shall prevail.
- 30.2 The Board shall be the sole authority for the interpretation of these rules and any regulations or By-Laws made thereunder and the decision of the Board upon any question of interpretation or upon any matter affecting the Club and not provided for by these rules or by the regulations and By-Laws made thereunder shall be final and binding upon the members.

31 WINDING UP

- 31.1 The Club may be dissolved voluntarily by resolution passed by not less than three quarters of the members of the Club present and voting at a General Meeting of the Club of which at least twenty-eight (28) days' notice in writing specifying the proposed resolution must have been given to members.
- 31.2 If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any surplus, such surplus must not be paid to or distributed amongst the members of the Club but must be given or transferred to some other organisation or organisations having objects similar to the objects of the Club and which prohibits the distribution of its profits and assets to its members which organisation or organisations must be determined by the members of the Club at or before the time of dissolution.

32 MATTERS NOT DEALT WITH

Any matter of any kind whatsoever not dealt with or provided for under these Rules may be dealt with in such manner as the Board shall determine.

Annexure A

Director Obligations & Responsibilities

It is acknowledged that Board positions are voluntary, but notwithstanding that, Directors are expected to comply with the following:

1. Each Director must contribute sufficient time, energy and commitment to ensure that all of that position's accountabilities are met.
2. Being a Director of an SANFL Club involves much more than just turning up for monthly Board Meetings – it is anticipated that most of the activities will take place between meetings.
3. Directors must attend and support all key Club functions where possible.
4. Directors must be ambassadors for the Club and use their contacts and associations to further the interests in the Club wherever possible.
5. Directors must attend Club matches to the extent possible.
6. Directors must be prepared to work as a team, allowing for robust discussion, but ultimately supporting Board decisions once they are made.
7. Each Director must strive to achieve all targets set out in the individual Director Responsibilities Charter provided by the Governance Committee.

Annexure B

Chairman/President Duties & Responsibilities

The Chairman of the Board should be capable of acting as President of the Club and Chairing the Board, including, without limitation, attending to the following:

1. Be the public face of the Club in all of its dealings with key stakeholders such as major sponsors, coterie groups, the SANFL, the media and the community at large.
2. Lead the Board in understanding its role and in accepting and striving to achieve individual and collective aims.
3. Maintain a close working relationship with the CEO or other senior managers of the Club, being supportive and demanding as required to ensure the Club's business and operational plans and targets are being met.
4. In conjunction with the Chair of the Governance Committee, lead the Board in reviewing both the performance of the Board as a whole and individual director performance and contribution.
5. Provide leadership to the Board to ensure that the Board operates efficiently, harmoniously and effectively as a team. This will include as required:
 - 5.1 ensuring some social interaction between the Board Director;
 - 5.2 ensuring adequate induction and training for new Board Director;
 - 5.3 enter into private conversations with individual Directors from time to time.
6. Lead the Board in ensuring appropriate strategic direction and plans are in place and that Board decisions are made consistently with that direction.