



Constitution (2019)

Kellyville/Rouse Hill Magpies A.F.L. Club Incorporated



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Part 1 – Preliminary

1. Name

The name of the Club shall be the *Kellyville/Rouse Hill Magpies A.F.L. Club Incorporated* hereinafter referred to as 'the Club'.

2. Objectives

The objectives of the Club shall be:

- (a) to promote, foster and develop the game of Australian Football (including Auskick) through the provision of training practices, facilities and equipment, and by the entering of a team or teams in organised competition;
- (b) to encourage a community spirit among members of the Club through involvement in the Club's affairs and social activities in a safe, friendly and enjoyable environment;
- (c) to operate at all times with integrity and in the best interests of the players, the Club and the game of Australian Football; and
- (d) to do such things as are incidental and subsidiary to the above objectives.

3. Definitions

- (a) In this Constitution, except in so far as the context or subject matter otherwise indicates or requires:

Director-General means the Director-General of the Department of Finance, Services and Innovation

Financial Year means year ending on 30 September

Member means a natural person falling within the categories described in section 4 of Part 2 in this constitution

Secretary means:

- (i) the person holding office under this constitution as Secretary of the Club; or
- (ii) where no such person holds that office – the public officer of the Club



Special General Meeting means a general meeting of the Club other than the annual general meeting

the Act means the *Associations Incorporation Act 2009*

the Regulation means the Associations Incorporation Regulation 2016

- (a) In this Constitution:
 - (i) a reference to a function includes a reference to a power, authority and duty; and
 - (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (b) The provisions of the *Interpretation Act 1987* apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

Part 2 – Membership

4. Membership qualifications

- (a) Members under the age of 18 years will be non-voting Members.
- (b) There shall be the following categories of Members:
 - (i) players officially registered with the Club and affiliated A.F.L. Association and/or Commission;
 - (ii) parents and/or Guardians of any player officially registered with the Club who are entered into the register of members as parent or guardian;
 - (iii) team managers and coaches appointed as such by the committee;
 - (iv) office-bearers and;
 - (v) officials duly recognised and registered in such a manner as may be determined by the committee;
 - (vi) honorary patrons and honorary life Members duly recognised or elected in accordance with this Constitution.



- (c) A properly constituted annual general meeting or special general meeting may consider the nomination of, and appoint a person as an honorary life Member of the Club in recognition of services rendered in promoting the interests and objectives of the Club. Any such election must be approved by a three fourths majority of Members present.
- (d) The committee may appoint a person or persons as an honorary patron of the Club.
- (e) Honorary patrons do not have voting rights.
- (f) Other categories of Members may be duly recognised in such a manner as may be determined by the committee.
- (g) No restrictions must be imposed on any person by virtue of religious or political beliefs, sex, race or age, but the Committee shall have the right to refuse membership to any person without assigning any reason therefore.

5. Register of Members

- (a) The Registrar and Statistician of the Club shall establish and maintain a register of Members of the Club specifying the name, address and contact phone number of each person who is a Member of the Club.
- (b) The register of members must be kept in New South Wales online using software provided by the association.
- (c) The register of Members must be open for inspection, free of charge, by any Member of the Club at any reasonable hour mutually agreed by the Registrar and Statistician and inspecting Member.
- (d) If a Member requests that any information contained on the register about the Member (other than the Member's name) not be available for inspection that information must not be made available for inspection.
- (e) A Member must not use information about a person obtained from the register to contact or send material to the person, other than for the purpose of sending the person correspondence in relation to the activities of the Club.
- (f) The Secretary shall keep a register of Members of the committee of the Club specifying;
 - (i) the names, residential addresses and contact phone numbers of each person who is a Member of the committee.



6. Cessation of Membership

A person ceases to be a member of the Club if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Club, or
- (d) is no longer a registered player, coach or manager, or
- (e) if their child is no longer a player in the Club, or
- (f) is no longer a member of the Committee, or
- (g) ceases to be an honorary patron of the Club.

7. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a Member of the Club:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's Membership.

8. Fees and Subscriptions

- (a) There shall be no entrance fee for admission to membership of the Club.
- (b) Playing registration fees shall be reviewed annually by the Committee.
- (c) All such playing fees shall be due and payable prior to the first game of the current season or by agreement with the Committee.

9. Members Liabilities

The liability of a Member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the Member in respect of Membership of the Club as required by section 8.



10. Disciplining of Members

- (a) Any Member found guilty of conduct prejudicial to the interests of the Club may be suspended for a period not exceeding 12 months, or may be expelled at the discretion of the committee, provided that a Member so expelled must have the right of appeal to the next general meeting, which may confirm, vary or revoke the committee's decision. Voting on this issue must both in committee, and in general meeting, be by secret ballot.
- (b) Before any Member is expelled or otherwise punished or penalised, he/she shall be called before the Disciplinary Subcommittee (allowing at least 5 days from time of notice being served) who shall enquire into the Members conduct giving such Member every opportunity to defend themselves against the alleged misconduct. Provided a quorum is established and a majority of the Disciplinary Subcommittee present when the matter is enquired into is of the opinion that such Member has been guilty of alleged misconduct, the Disciplinary Subcommittee shall establish the penalty (if any) against such Member.
- (c) Should any Member fail to appear before the Disciplinary Subcommittee to answer allegations as mentioned under subsection 10(b), such Member shall be automatically suspended until he/she appears before the Disciplinary Subcommittee.

11. Resolution of Internal Disputes

- (a) Disputes between Members (in their capacity as Members) of the Club shall be referred to the Disciplinary Subcommittee for mediation and disputes between Members and the committee are to be referred to an independent mediator agreed to by the parties concerned.
- (b) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

12. Right of appeal of disciplined Member

- (a) A Member may appeal to the Club in general meeting against a penalty of the committee under subsection 10(b), within 7 days after notice of the penalty is served on the Member, by lodging with the Secretary a notice to that effect.
- (b) The notice must be accompanied by a statement of the grounds on which the Member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a Member under subsection 12(a), the Secretary must notify the committee which is to convene a general



meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.

- (d) At a general meeting of the Club convened under subsection 12(c):
 - (i) no business other than the question of the appeal is to be transacted;
 - (ii) the committee and the Member must be given the opportunity to state their respective cases orally or in writing or both; and
 - (iii) the Members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

Part 3 – The Committee

13. Powers of the Committee

The committee shall be called the committee of management of the Club and, subject to the Act, the Regulation and this Constitution and to any resolution passed by the Club in general meeting:

- (a) shall control and manage the affairs of the Club;
- (b) may exercise all such functions as may be exercised by the Club other than those functions that are required by this Constitution to be exercised by a general meeting of the Club; and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the Club including promulgation of Club by-laws.

14. Constitution and Membership

- (a) The committee is to consist of:
 - (i) the Board; and
 - (ii) the office bearers of the Club,

each of whom must be elected at the annual general meeting of the Club pursuant to section 15.



(b) The Board shall be:

President
Secretary
Treasurer
Vice President Football Operations
Vice President Club Administration

The Office Bearers of the Club shall be:

Football Operations Committee

Junior (Non-Competitive) Football Co-ordinator
Youth (Competitive) Football Co-ordinator
Coaches Co-ordinator
Ground Manager & Setup Co-ordinator
Umpire Co-ordinator & Council Liaison

Club Administration Committee

Supply Co-ordinator
Sales Co-ordinator
Registrar & Recruitment Co-ordinator
Fundraising & Events Co-ordinator
Volunteer Co-ordinator & Child Protection Officer

- (c) Each committee Member will be accountable to the Club and responsible for performing their role as a committee Member in accordance with the relevant position description determined by the committee in its discretion.
- (d) Each Member of the committee shall hold office until the conclusion of the Members second year following the date of the Member's election, subject to subsection 14(f) and (g) and this Constitution. The Member is eligible for re-election.
- (e) Board roles of President, Vice President Football Operations and Treasurer will be open on each odd numbered year and on opposite years to those of Vice President Club Administration and Secretary (which will be open on each even numbered year).
- (f) In the event that an office-bearer role referred to in subsection 14(e) above is unfilled or unoccupied at the time of the annual general meeting (whether because of having been filled in accordance with subsection 14(g), and therefore vacated, or otherwise), it may be open for election during the annual general meeting of that year despite subsection 14(e) above. If filled by election during the annual general meeting in a numbered year other than in accordance with



subsection 14(g), the office-bearer role will only be held until the following year, despite subsection 14(e).

- (g) In the event of a casual vacancy occurring in the Membership of the committee, the committee may appoint a Member of the Club to fill the vacancy and the Member so appointed shall hold office, subject to this constitution, until immediately before the holding of committee position elections during the annual general meeting next following the date of the appointment.

15. Election of Members

- (a) Nominations of candidates for election as office-bearers or General Committee Members of the committee must be made in writing, in a manner determined by the board and delivered to the Secretary not less than 7 days before the date fixed for the annual general meeting.
- (b) Only if insufficient nominations are received to fill all vacancies on the committee, further nominations may be received at the annual general meeting.
- (c) Any positions not filled at the annual general meeting shall be deemed casual vacancies.
- (d) If the number of nominations received for a committee position is equal to the number of vacancies to be filled, the person or persons nominated are taken to be elected.
- (e) If the number of nominations received for a committee position exceeds the number of vacancies to be filled, a ballot is to be held at the annual general meeting.
- (f) The ballot for the election of board and office bearers must be conducted at the annual general meeting in such usual and proper manner as the board may direct.

16. Secretary

- (a) The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address.
- (b) It is the duty of the Secretary to:
 - (i) convene meetings in accordance with this constitution and keep minutes of all proceedings wholly in the English language and the names of those present at such meetings; and



- (ii) attend to and keep records of Club correspondence.

17. Treasurer

It is the duty of the Treasurer of the Club to ensure that;

- (a) all money due to the Club is collected and received and that all payments authorised by the Club are made; and
- (b) correct books and accounts are kept and maintained, showing the financial affairs of the Club including full details of all receipts and expenditure connected with the activities of the Club.

18. Casual Vacancies

For the purposes of this Constitution, a casual vacancy in the office of a Member of the committee occurs if the Member:

- (a) dies;
- (b) resigns office by notice in writing given to the Secretary;
- (c) ceases to be a Member of the Club;
- (d) is removed from office under section 19;
- (e) is absent without reasonable excuse and the consent of the committee from 3 consecutive committee meetings;
- (f) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months;
- (g) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth;
- (h) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
- (i) becomes a mentally incapacitated person.



19. Removal of Member

- (a) The Club in a general meeting may by resolution remove any Member of the committee from their office before the expiration of the Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Member so removed.
- (b) Where a Member of the committee to whom a proposed resolution referred to in subsection 19(a) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the Members of the Club, the Secretary or President may send a copy of the representations to each Member of the Club or, if they are not so sent, the Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Meetings and Quorum

- (a) The board shall meet monthly or otherwise as required at such place and time as the board may determine.
- (b) The committees shall meet monthly or otherwise as required at such a place and time as the committee may determine.
- (c) Oral or written notice of a meeting of the board shall be given by the Secretary at least 5 days before the date of such meeting.
- (d) Oral or written notice of a meeting of the committee shall be given by the Vice President at least 5 days before the date of such meeting.
- (e) Two Thirds (2/3) members of the Board or committee shall constitute a quorum for the transaction of the business of a meeting of the Board or committee.
- (f) No business shall be transacted by the committee unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting stands adjourned to a time and place to be advised within 7 days of the date of such adjourned meeting.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the Members present (being not less than one third (1/3) shall constitute a quorum).
- (h) At a meeting of the board:
 - (i) the President or, in the President's absence, the Vice President Club Administration shall preside; or



- (ii) if the President and Vice President Club Administration are absent or unwilling to act, the Members present may choose one of their number to preside.
- (i) At a meeting of the committees:
 - (i) the Vice President or, if the Vice President is absent or unwilling to act, the members present may choose one of their number to preside

21. Delegation by the Committee to Sub-Committee

- (a) The committee may, by instrument in writing, delegate to one or more sub-committees the exercise of such functions as may be considered necessary from time to time other than:
 - (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the committee by the Act or by any other law.
- (b) A function, the exercise of which has been delegated to a sub-committee under this section may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this section may be made subject to such conditions or limitations as may be specified in the instrument of delegation.
- (d) Notwithstanding any delegation under this section, the committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the committee.
- (f) The committee may, by instrument in writing, revoke wholly or in part any delegation under this section.
- (g) A sub-committee may meet and adjourn as it thinks proper.



22. Voting and Decisions

- (a) Questions arising at a meeting of the board or committees or any sub-committee appointed by the committee must be determined by a majority of votes of Members of the board or committees or sub-committee present at the meeting.
- (b) Each Member present at a meeting of the board or committee or any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or committee or a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Member of the committee or sub-committee.
- (d) Proxy voting must not be undertaken at or in respect of a general meeting.
- (e) The Club may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under section 12). A postal vote is to be conducted in accordance with Schedule 3 to the Regulation.

Part 4 – General Meetings

23. Annual General Meeting

- (a) The Club must hold its annual general meetings:
 - (i) within 6 months after the close of the association's financial year, or
 - (ii) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include:
 - (i) apologies;
 - (ii) confirmation of minutes of the previous annual general meeting and of any special general meeting which may have been held since that meeting;



- (iii) to receive from the committee, reports upon the activities of the Club during the Financial Year just ended;
 - (iv) to receive and consider the financial statement or report required to be submitted to Members under the Act; and
 - (v) to elect the office-bearers and General Committee Members of the committee, which shall occur after all other business to be conducted at the annual general meeting has been concluded.
- (c) An annual general meeting must be specified as such in the notice convening it.

24. Special General Meetings

- (a) The committee may convene a special general meeting of the Club whenever it thinks fit or on receipt of a requisition in writing from not less than 7 Members of the Club stating the purpose of the meeting.
- (b) If the committee fails to convene a special general meeting to be held within 30 days after that date on which a requisition of Members for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition may convene a special general meeting to be held not later than 90 days after that date.

25. Notice

- (a) Except where the nature of the business to be proposed to be dealt with at a general meeting requires a special resolution of the Club, the Secretary must provide at least 14 days' notice of the meeting to each Member of the Club specifying the place, date and time of the meeting and the nature of the business to be transacted.
- (b) Where the nature of the business requires a special resolution of the Club, at least 21 days' notice of the meeting must be provided in the manner described in subsection 25(a) and specifying the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to subsection 23(b).
- (d) A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the notice for the meeting provided that the requirements of notice under this section can be satisfied.



26. Procedure

- (a) No item of business shall be transacted at a general meeting unless a quorum of Members entitled under this constitution to vote is present.
- (b) Nine Members present in person (being Members entitled under this constitution to vote at a general meeting) shall constitute a quorum for the transaction of business at a general meeting of the Club.
- (c) If after 30 minutes of the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of Members must be dissolved and in any other case must stand adjourned to a time and place to be advised, within 21 days of the date of such adjourned meeting.
- (d) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the Members present (being not less than 7) shall constitute a quorum.

27. Presiding Member

- (a) The President or, in the President's absence, any Vice President of the Board, shall preside as chairperson at each general meeting of the Club.
- (b) If the President and any Vice President of the Board are absent or unwilling to act at a general meeting the Members present shall elect one of their number to preside as chairperson at the meeting.

28. Adjournment

The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting to another time and place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

29. Decisions and Voting

- (a) A question arising at a general meeting of the Club shall be determined on a show of hands unless a poll is demanded by the chairperson or by 6 or more Members present in person at the meeting. The resolution of the poll on the matter shall be deemed to be the resolution of the meeting on the matter in question.



- (b) Upon any question arising at a general meeting of the Club only financial Members shall be entitled to one vote. In the event of equality of voting, the chairperson of the meeting is entitled to exercise a second or casting vote.

30. Special Resolution

- (a) A resolution is passed by the club as a *special resolution*:
 - (i) at a meeting of the club of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
 - (ii) in a postal or electronic ballot conducted by the Club, or
 - (iii) in such other manner as the Board,
 - (iv) if it is supported by at least three-quarters of the votes cast by members of the club who, under the club's Constitution, are entitled to vote on the proposed resolution.
- (b) A notice referred to in paragraph 30(a)(i) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (c) A postal or electronic ballot referred to in paragraph 30(a)(ii) may only be conducted in relation to resolutions of a kind that the club's Constitution permits to be voted on by means of a postal or electronic ballot and, if conducted, must be conducted in accordance with the Regulations.
- (d) A direction under paragraph 30(a)(iii) may not be given unless the Board is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by paragraph 30(a)(i) or (ii).

Part 5 – Miscellaneous

31. Insurance

- (a) The Club shall effect and maintain insurance at a minimum to the level provided by the affiliated Association and/or Commission and its insurance partner.
- (b) In addition to the insurance required under subsection 31(a), the Club may effect and maintain other insurance.



32. Funds – Source

- (a) The funds of the Club shall be derived from canteen takings, and registration fees of Members, sponsorship, donations and, subject to any resolutions passed by the Club in general meeting, such other sources as the committee determines.
- (b) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- (c) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

33. Funds – Management

- (a) Subject to any resolution passed by the Club in general meeting, the funds of the Club must be used in pursuance of the objects of the Club in such manner as the committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two members of the Committee or employees of the Club, being members or employees authorised to do so by the Committee, with the provision that the two Committee members are not from the same family.

34. Change of name, objects and constitution

- (a) The name, statement of objects and this Constitution may only be altered, rescinded or added to by a special resolution of the Club.
- (b) An application to the Director-General for registration of a change in the Club's name, objects or Constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

35. Custody of Books

Except as otherwise provided by this Constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

36. Inspection of Books

The records, books and other documents of the Club must be open to inspection, free of charge, by a Member of the Club upon request and provided it is at a reasonable hour and agreed with the committee member controlling the books.



37. Service of Notices

- (a) For the purpose of this Constitution, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally;
 - (ii) by sending it in the post to the address of the person; or
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission including email to an address specified by the person.
- (b) Where a document is sent to a person by email, fax or properly addressing, prepaying and posting to the person containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served on the person at the time at which it would have been delivered in the ordinary course of the use of any such communication method.

38. Dissolution

- (a) The Club may be wound up only by a special resolution of the Club.
- (b) If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the organisation but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the organisation and which shall also prohibit the distribution of its or their property among its or their Members, such institution or institutions to be determined by the Members at or before the time of dissolution.