

# Sydney University Australian National Football Club

## CONSTITUTION

### Club Name

1. The name of the Club shall be the "Sydney University Australian National Football Club" (the **Club**)

### Objects

2. The objects of the Club shall be:
  - a) To encourage, foster, promote, develop, extend and govern the sport of men's, women's, youth and junior Australian Rules Football within the University of Sydney and the general public;
  - b) To provide members with the opportunity of playing or otherwise participating in Australian Rules Football competitions, including but not limited to those provided by the NSW/ACT AFL (the League);
  - c) To subscribe to become a member of, and co-operate with any other Association or Associations whose objects are altogether or in part similar to those of the Club; and
  - d) To participate in and arrange Australian University Sport competitions.

### This Constitution

3. A Member of the Club is bound by this Constitution and any variations and amendments made to it from time to time.
4. Every Member of the Club is entitled to request a copy of this Constitution and all rules, regulations and by-laws in relation to the Club from the Secretary.
5. The Secretary must make all reasonable endeavors to make copies of this Constitution and all rules, regulations and by-laws in relation to the Club available to any Member upon request.
6. The Constitution of this Club shall not be amended unless:
  - (a) the amendments are passed by 70% of the Members of the Club present and voting at a General Meeting, with the method of voting for each meeting to be decided by the Chair;

- (b) notice of intention to move the amendment shall be received by the Secretary at least fourteen (14) days prior to the date of such meeting in which case notice shall be given in the notice convening the meeting;
  - (c) the amendment shall be subsequently approved by SUSF management Committee and the SUSF General Committee before taking effect.
7. Any Member of the Club may propose a resolution amending the Constitution in accordance with the provision of this Constitution.

### **Membership**

8. Any member of Sydney University Sport and Fitness (SUSF) shall be eligible for membership of the Club upon payment of a subscription fee as determined by the Committee from year to year.
- (a) SUSF has the following categories of Membership:
    - a. University Members;
    - b. Honorary Members;
    - c. Life Members;
    - d. Honorary Life Members;
    - e. Community Members; and
    - f. Junior Community Members
  - (b) Each Member shall hold Membership for one year from the date in which the Subscription Fees are paid by such Member, except for Life Members and Honorary Life Members, whose Membership is continuous as provided for in this Constitution.
  - (c) Students enrolling for the first time at the University may become Members before 1 March of that year, in which case they will be taken to be Community Members before 1 March and University Members from 1 March until the end of their current Membership year.
9. Unless the Board determines otherwise, no one other than a member of SUSF may be a Member of the Club.

10. Any member of SUSF may make application to become a Member of the Club by completing the prescribed membership form and giving it to the Secretary of the Club.
11. The membership of any person eligible for membership shall take effect on the receipt by the Board of such information in writing as the Board may determine from time to time.
12. If any Member is, in the opinion of the Board, guilty of any conduct prejudicial to the interests of the Club, the Board, or in cases of urgency, the President, may suspend the Member alleged to have committed the breach complained of and during such suspension the suspended Member shall not be entitled to any of the rights or privileges attaching to membership. No suspension shall be for a longer period than twelve calendar months nor shall any such suspension be effective after the Meeting of the SUSF General Committee at which the Member alleged to have committed the breach appears.
13. Any Member may resign from the Club by giving notice of his or her resignation in writing to the Secretary of the Club. Such resignation shall take effect from the date of receipt of such notice by the Secretary of the Club.
14. Except for Honorary Life Members of the Club, failure to pay annual SUSF membership and Club Subscription fees will cause membership to lapse.
15. Any person who ceases to be a Member of the Club whether by resignation or in any other manner whatsoever shall forfeit all rights and claims upon the Club and its property, assets and funds.

### **General Meetings**

16. The Board may convene the following meetings in accordance with this Constitution:
  - (1) Annual General Meeting (as described in Clause 17);
  - (2) Special General Meeting (as described in Clauses 18-19);
  - (3) Board Meeting (as described in Clauses 40-51).
17. The Board shall convene an Annual General Meeting of all Members at least once in every calendar year to be held at such time and place as may be determined by the Board.
18. The Board may whenever it thinks fit convene a Special General Meeting which is to receive and consider any matter the Board sees fit.

19. The Board may convene a Special General Meeting on receipt of a requisition made in writing to the Club Secretary stating the objects of the Meeting proposed to be called and signed by not less than ten (10) Members of the Club within twenty-one days of the date of receipt of such requisition.
20. Notice of the Annual General Meeting and of every Special General Meeting shall be given at least seven (7) days before such meeting by:
  - (a) publication on the Club website (as it may be from time to time); and
  - (b) email to the Club's email distribution list.
21. Notice is deemed to be given to all Members in accordance with clause 21.
22. The business of an Annual General Meeting shall be to receive and consider the Annual Report and Financial Statement, to elect office bearers and to transact any other business which under this Constitution may be transacted by the Club in General Meeting.
23. Ten (10) Members personally present (with a minimum of 40% representation of each gender in this circumstance) shall be a quorum for any General Meeting. If within thirty (30) minutes from the time appointed for the Meeting a quorum is not present the Meeting shall lapse.
24. The President shall be entitled to take the Chair at all General Meetings of the Club. In his or her absence or unwillingness to act, the members present shall choose a Chair from among their own number.
25. No person shall be competent to vote at any General Meeting unless he or she is a member of the Club. Proxy votes shall not be allowed at any General Meeting of the Club.
26. Every question submitted to any meeting shall be decided by a show of hands unless otherwise decided by the Chair or the Board. Every question or resolution concerning a Special Condition must be passed by a majority of male members and a majority of female members. Every member shall be entitled to one vote EXCEPT THAT in the case of any equality of votes the Chair shall have a casting vote in addition to the vote to which he or she is entitled as a member.
27. Minutes of the proceedings of any Meeting shall be kept by the Secretary (or a substitute) and signed by the Chair of the next succeeding Meeting.
28. Every resolution passed at any Special or Annual General Meeting shall be binding on all members of the Club whether present at that Meeting or otherwise.

## Office Bearers

29. The Board of the Club shall be made up of the following:
  - (a) a Chairperson (optional);
  - (b) a President;
  - (c) not more than four (4) Vice Presidents, provided that they are not to be all of the same gender;
  - (d) a Secretary;
  - (e) a Treasurer;
  - (f) a member of the Integrity Committee; and
  - (g) any other position the Executive see fit.
30. The Office Bearers must be Club Members.
31. At all times there shall be a maximum of 70% representation of persons of the same gender as Members of the Board.
32. The positions of President, Treasurer and Secretary must be held by a maximum of two(2) persons of the same gender.
33. The Office Bearers may be elected from time to time at an Annual General Meeting or a Special General Meeting of the Club.
34. The Club shall have a minimum of three (3) office bearers in order to form a Board.
35. Unless the Board determines otherwise, no Office Bearer of the Club shall receive any remuneration for their services.
36. A Special General Meeting may, by a majority resolution of the Members present and voting, remove any Office Bearer or Member of the Board from office before the period of expiration of his or her office.
37. If the President or a Vice President resigns or is removed (in accordance with this Constitution) from the Board, a Special General Meeting must be called.
38. Subject to clause 33, a Special General Meeting may, by a resolution of 70% of the Members present and voting, elect any member of the Club to be an Office Bearer of the Club.
39. The President and Executive Director of SUSF are ex-officio members of the Board of the Club but they have no right to vote at any meeting of the Board by virtue only of such office. In respect of any meeting of the Board, each of the President and Executive Director may nominate a Member of the Management Committee to attend that meeting on his/her behalf but such nominees have no right to vote at any meeting by virtue only of such nomination.

## **Control and Management**

40. The control and management of the Club shall be vested in the Board.
41. No person shall fill more than one place on the Board at any one time.
42. A quorum of the meeting of the Board shall be three (3) Office Bearers, one of whom must be not of the same gender. If no quorum is present within forty-five (45) minutes of the notified time of the Meeting, such Meeting shall lapse.
43. The President shall be entitled to take the Chair at all Meetings of the Board. In his or her absence or unwillingness to act, the Members of the Board present shall choose a Chair from among their own number.
44. The Secretary may convene a Meeting of the Board at least once during each University term.
45. The Secretary shall, upon request of two (2) Members of the Board, convene a Meeting of the Board.
46. No person who is not a Member of the Board shall be entitled to be present at a Meeting of the Board UNLESS invited to attend by a majority of the Board in attendance at the Meeting.
47. The Board may declare vacant the seat of any Member thereon who has been absent without valid excuse from two (2) consecutive Meetings of the Board.
48. All casual vacancies among the Office Bearers and Board of the Club shall be filled by the Board.
49. Every motion submitted to the Board shall be decided by a show of hands unless otherwise decided by the Meeting or the Chair. Every motion concerning a Special Condition must be passed by a majority of female Board Members and a majority of male Board Members present. Every Member of the Board shall be entitled to one vote except that, in the case of an equality of votes, the Chair shall have a casting vote in addition to the vote to which he or she is entitled as a Member of the Board.
50. Minutes of every Meeting of the Board shall be kept by the Secretary and signed by the Chairperson of the next succeeding Board Meeting.
51. The Meeting of the Board shall appoint such delegate or delegates to represent the Club as may be required with such powers as it may think fit, including especially but not exclusively the delegates to SUSF under the conditions provided in the Constitution of SUSF and to the League. All such delegates shall, if so required by the Board, submit to the Board

a report of each Meeting which they attend at the next Meeting of the Board following such Meeting.

52. The Board shall have power to make, alter and repeal such by-laws and regulations, consistent with the Constitution, as it may deem necessary or expedient from time to time, and create any committees as it deems necessary for the operation of the Club. Notice of any proposal to make, alter or repeal any such by-laws or regulations shall be given to the Executive Director of the SUSF not less than seven (7) days before the Meeting of the Board at which it is intended to present such proposal.
53. Notice of all Meetings of the Board shall be given to all Members of the Board by the Secretary at least seven (7) days before such Meeting.
54. Every resolution of the Board is binding on all Members of the Club.
55. If a proposed resolution is in dispute at the Board, the dispute shall be referred to the SUSF for resolution.

### **Executive**

56. The Chairperson, the President, a Vice President, Secretary and Treasurer or any two (2) of them shall constitute the Executive of the Club and may act in any way beneficial to the Club when immediate action is required and it is not practicable or convenient to call a Meeting of the Board. Any exercise of Executive power under this clause will be referred for approval to the next Meeting of the Board.
57. The Executive shall not comprise persons all of the same gender and shall aspire to a no greater than 70% representation of any one gender.

### **Powers**

58. The Club shall have the power to carry out the objects of this Constitution in such a way as described by this Constitution subject to the Constitution, By-Laws, Rules and Regulations of the SUSF.

### **Duties of the Secretary**

59. The Secretary shall keep a faithful record in a book of the business transacted at all Meetings and shall keep a copy of the Constitution and all by-laws made thereunder for the time being in force. The Secretary may present a report to the Annual General Meeting and perform all the usual duties required of a Company Secretary.

### **Duties of the Treasurer**

60. The Treasurer shall receive and disburse the monies of the Club as authorized by the Board and shall keep correct accounts of all such transactions and shall lodge in the Club's trust account all monies received on behalf of the Club. The Treasurer may provide to each Meeting of the Club a financial statement to date together with the bank pass sheet and shall present a report and audited balance sheet to the Annual General Meeting.

### **Duties of the Chairperson**

61. The Board may determine or amend (as applicable) the role and duties of the Chairperson as it sees fit.

### **Duties of the Patron**

62. The Board may appoint a Club Patron and may determine or amend (as applicable) the role and duties of the Patron as it sees fit.

### **Gender Equality Policy**

63. The Club at all times must have an effective gender equality policy to promote and ensure gender equity within the club. The gender equity policy will provide a framework for the Board to ensure the appropriate resourcing and support of both women's and men's AFL programs.

### **Club Integrity Officer**

64. The Board shall appoint one of its Members, who has relevant experience in the law, auditing, assurance or similar compliance related activities, to a position of Integrity Officer of the Club. The duties of the Integrity Officer shall be:
  - (a) review the status of the Club's compliance with relevant laws, regulations, internal or external policies and procedures and with AFL rules and regulations;
  - (b) develop internal policies and procedures for implementation by the Board where required;
  - (c) oversee the Club's compliance with the AFL's Anti-doping Code;
  - (d) oversee the Club's compliance with AFL rules regarding gambling;



- (e) oversee the Club's compliance with the Gender Equity policy and concerns unique to women's football;
  - (f) oversee the Club's compliance with rules associated with racial and religious vilification, respect and responsibility, code of conduct, responsible use of alcohol and any other policy or procedure as deemed necessary by the Officer.
65. The Integrity Officer will report to the Board on all relevant matters with appropriate recommendations to ensure proper compliance with all policies and rules.
66. The Board will ensure that staff and players have the capability to raise directly with the Integrity Officer, any issues or concerns regarding integrity within the Club.
67. The Board Integrity Committee member Representative shall oversee the implementation of the Club's Gender Equity Policy and ensure that all Board decisions comply with the letter and spirit of the Policy. The Board Integrity Committee member Representative will present a report to the Annual General Meeting regarding the Club's compliance with the Gender Equity Policy. The Board Integrity Committee member Representative shall specifically represent the interests and be the voice of female players on issues they face. They are responsible for active liaison with members, associated with all women's and men's AFL programs of the Club as well as encouraging more women to participate and engage with SUANFC.

### **Club Life Membership**

68. The Board may, by resolution, grant Honorary Life Membership to a Member whose special association with the Club is deemed worthy of such recognition. Honorary Life Members may hold a position on the Board and may vote at Club General Meetings. An Honorary Life Member is not liable to pay subscription fees.

### **No Profits for Members**

69. The income and property of the Club will be applied solely towards the promotion of the objects of the Club as set out in this Constitution, and no portion thereof will be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to any Member.

Nothing in this clause of this Constitution will prevent:

- (a) the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Club for services

actually rendered to the Club or the payment, in good faith, of an amount to any member of the Club in return for any services actually rendered to the Club for goods supplied in the ordinary or usual course of business, or the payment of interest for money lent or reasonable and proper rent for premises demised or let by any Member to the Club;

- (b) the Club from providing services or information to the Members on terms which are different from the terms pursuant to which services or information is provided to persons who are not Members.

### **Winding Up**

- 70. 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 nor distributed among the Members, but shall be given or transferred to some other institution or company having objects similar to the objects of the Club, and whose constituent documents prohibit the distribution of its income and property among its members on terms substantially to the effect of clause 63 of this Constitution, such institution or institutions to be determined by the Members at or before the time of the winding up or dissolution of the Club, and in default of any determination, by the Supreme Court of New South Wales.

### **Special Condition**

- 71. The following topics, at the time of the merger of Men's and Women's AFL clubs in 2019 are of concern to the Club and as part of a transition process have been identified below are to be Special Conditions for the purposes of this Constitution;
  - (a) Women's Football Operations;
  - (b) Special General Meeting to assess the operation of the Club under this Constitution by 1 December 2020.

**Signed and endorsed on behalf of the Sydney University Australian National Football Club by:**

Club Official:

Name:

Position:

Signature:

Date:

Club Official:

Name:

Position:

Signature:

Date:

Club Official:

Name:

Position:

Signature:

Date: