## OBJECTS AND RULES OF MAGPIES JUNIOR FOOTBALL CLUB INCORPORATED

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## A)

## NAME

1. The name of the incorporated association is Magpies Canberra Junior Football Club Incorporated, referred to herein as "the Club".

## OBJECT AND PURPOSE

2. The objects for which the Club is established are:-
(a) to foster Australian Rules Football in the Australian Capital Territory;
(b) to regularly participate in a competition of Australian Rules Football.
3. For the purposes of furthering those Objects, but not otherwise, the Club shall have the legal capacity and all the powers of a natural person.
4. The purpose of Clause 3 is:-
(a) to ensure that the doctrine of Ultra Vires in its application to the powers of the Club does not prevent it furthering its Objects, and;
(b) to ensure that the Club is able to give effect to its Objects set out in Clause 2 without necessity to specifically include a power, and clause 3 shall be construed accordingly.

## B)

## RULES

## PART 1 - PRELIMINARY

## 1. DEFINITIONS \& INTERPRETATIONS

1.1 In these Rules, unless the contrary appears:-
"Act" means the Association Incorporation Act 1991 (ACT).
"Annual General Meeting" means a general meeting of members held in accordance with Rule 20.
"Annual Subscription" means the annual membership fee payable by members under the Rules.
"Committee" means the Committee of the Club, which is constituted by the Office Bearers, and, where the context admits, includes a sub-committee.
"Life Member" means a person elected as a Life Member under Rule 5.1.
"Member" means a member of the Club and includes a Life Member.
"Objects" means the Objects of the Club as altered, from time to time, in accordance with these Rules.
"Office Bearer" means each of the President, Vice President and Executive Members of the Club elected at the Annual General Meeting under Rule 11.2.
"Patron" means a person appointed under Rule 5.3.
"Public Officer" means the person appointed to be Public Officer of the Club in accordance with Section 57 of the Act.
"Register of Members" means the Register of Members to be kept in accordance with Rule 3.8.
"Secretary" means the person appointed by the Committee to that position or, where no person is appointed, the Public Officer.

## "Special Resolution"

(a) of the Committee, means a resolution passed at a duly convened meeting of the Committee by a majority of at least three quarters of the Office Bearers present at that meeting; and,
(b) of the Club, means a resolution passed in accordance with Section 70 of the Act.
"Year" means the Club year determined by being a period of 12 months ending on $30^{\text {th }}$ September or any other date determined by the Committee, from time to time.
1.2 In these Rules:
(a) a reference to a function includes a reference to a power, authority and duty; and,
(b) a reference to the exercise of a function includes, where the function is a duty, a reference to performance of that duty.
1.3 The provisions of the Interpretations Act 1987 apply to and in respect of these Rules in the same manner as those provisions would so apply if these were an instrument under that Act.

## PART 2 - MEMBERSHIP

## 2. MEMBERSHIP QUALIFICATION

2.1 Members shall have the rights, privileges and obligations as set out in these Rules.
2.2 A person is qualified to be a Member, if that person:-
(a) is a player in the under age competition,
(b) parent or guardian of a player,
(c) Committee member,
(d) any other person involved in the conduct of running Magpies Junior Football Club.

## 3. CONFERRAL OF MEMBERSHIP

3.1 A player becomes a member upon entering a correctly signed registration form that is cleared by the governing Junior League to play football for the Club. Parents and guardians become a member at the same time.
3.2 Committee members become a member as soon as they are voted in at an Annual General Meeting or at such time that they are approved by the Committee.
3.3 Other persons become members when approached to undertake duties on behalf of the Club.

## 4. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

4.1 The rights, privileges and obligations which a person has, by reason of being a Member:-
(a) are not capable of being assigned to another person, and
(b) terminate upon cessation of that person's membership.

## 5. LIFE MEMBERS AND PATRONS

5.1 The Committee may, by Special Resolution, elect any Member to be a Life Member.
5.2 Each Life Member shall have all the rights, privileges and obligations of a Member.
5.3 The Club may appoint a patron or patrons who shall hold that appointment until resignation or termination by the Committee.
5.4 Each patron shall be entitled to all the rights and privileges of a Member except that he or she may not hold office as an Office Bearer.

## 6. CESSATION OF MEMBERSHIP

6.1 A person ceases to a Member if that person:
(a) dies,
(b) resigns,
(c) is expelled from the Club, or
(d) fails to pay the Annual Subscription, within a period of forty two (42) days (or such longer period, not exceeding three hundred and sixty (360) days, as the Committee may, from time to time, determine) after that Annual Subscription became due.
6.2 The Secretary shall record, in the Register of Members, the effective date of cessation of membership being:
(a) in the case of death, the date of death,
(b) in the case of resignation, the date of expiry of the notice of resignation,
(c) in the case of expulsion, the date determined by the Committee, and
(d) in the case of failure to pay Annual Subscription, the date determined by the Committee, being not earlier than the date that the Annual Subscription became due.

## 7. ANNUAL SUBSCRIPTION

7.1 Unless the Committee shall from time to time otherwise determine, there shall be no entrance fee or proposal fee payable by Applicants for membership.
7.2 Unless the Committee shall from time to time otherwise determine, there shall be no Annual Subscription fee payable by members.
7.3 All Annual Subscriptions (if any) shall be payable within fourteen (14) days of demand.

## 8. LIABILITY OF MEMBERS

8.1 The liability of a Member to contribute towards the payment of 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 for Annual Subscriptions.

## 9. DISCIPLINE OF MEMBERS

9.1 The Committee shall adjudicate upon any dispute between its members or between itself and a member or members and in relation to that adjudication, shall apply the rules of natural justice. The Committee may determine procedures for such adjudications from time to time.

## PART 3 - THE COMMITTEE

## 10. POWERS OF THE COMMITTEE

10.1 Subject to the Act, the Regulations and these Rules, the Committee:
(a) shall control and manage the affairs of the Club,
(b) may exercise all powers and functions of the Club that are not, by the Act, the Regulations or these Rules, required to be exercised by the Club in general meeting, and
(c) has the power to perform acts and do all other things that the Committee believes to be necessary or desirable for the proper management of the affairs of the Club.

## 11. CONSTITUTION OF THE COMMITTEE

11.1 The Committee shall consist of the Office Bearers, the list of which are approved under the by laws, made in accordance with Rule 25.
11.2 Office Bearers are elected at each Annual General Meeting.
11.3 Each Office Bearer shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of his or her election, and is eligible for re-election, and
11.4 If there is a vacancy in a position of Office Bearer, the Committee may appoint another Office Bearer to fill the vacancy.

## 12. ELECTION OF OFFICE BEARERS

12.1 The candidates for the election for each of the vacant positions of Office Bearer must be Members nominated in accordance with this Rule.
12.2 Nominations of candidates for election as Office Bearers of the Club shall be: (a) made in writing, and
(b) signed by two Members (other than the candidate).
12.3 In respect of candidates nominated for the vacant positions of Office Bearer, the following provisions shall apply:-
(a) if insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be called for and may be received at the Annual General Meeting,
(b) if insufficient further nominations are received, any vacant positions remaining on the Committee shall be deemed to be casual vacancies,
(c) if the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected,
(d) if the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held at the Annual General Meeting.
12.4 The secret ballots for the election of Office Bearers shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
13. SECRETARY
13.1 The Secretary elected to the Committee, shall act in an honorary capacity, and hold office until the conclusion of the Annual General Meeting following the date of appointment, and shall be eligible for re-appointment.
13.2 The Secretary shall, as soon as practicable after appointment, notify the Club of his or her address.
13.3 The Secretary shall:-
(a) give notice:
(i) to Office Bearers, of all Committee meetings, and
(ii) to Members, of all General Meetings,
(b) keep minutes of:
(i) all elections and appointments of Office Bearers,
(ii) the names of all Office Bearers and Members present at Committee meetings or General Meetings, and
(iii) all proceedings at Committee meetings and General Meetings,
(c) perform the functions of the Secretary as set out in these Rules, and
(d) carry out other duties as directed by the Committee.
13.4 If a Secretary is not appointed, the Public Officer shall perform the functions of the Secretary.

## 14. TREASURER

14.1 The Treasurer elected to the Committee shall act in an honorary capacity, and hold office until the conclusion of the Annual General Meeting following the date of appointment, and shall be eligible for re-appointment.
14.2 The Treasurer shall:-
(a) subject to the directions of the Committee, receive all money on account of the Club,
(b) keep correct accounts and books showing the financial position of the Club,
(c) prepare and submit to the Committee, as and when required by the Committee, a statement showing the financial position of the Club and the Club's trading over any given period together with any other information relating to the financial affairs of the Club as the Committee may require,
(d) prepare balance sheets, trading accounts and profit and loss accounts in respect of the Club,
(e) produce to the Auditor, when required, all books, papers and records to enable an audit of the accounts of the Club to be carried out, and
(f) carry out other functions as directed by the Committee.
14.3 If the Committee does not appoint a Treasurer, the Secretary, or (if applicable), the Public Officer, shall perform the functions of the Treasurer.

## 15. REMOVAL OF OFFICE BEARERS

15.1 Subject to Section 50 of the Act:
(a) the Committee may, by Special Resolution, and
(b) the Members may, by Special Resolution at a General Meeting provided that such Special Resolution is supported by not less than seventy five per centum ( $75 \%$ ) of the Committee,
remove any Office Bearer from office before the expiration of that Office Bearer's term of office.

## 16. CASUAL VACANCIES

16.1 For the purposes of these Rules, a casual vacancy in the office of an Office Bearer occurs if an Office Bearer:-
(a) dies,
(b) ceases to be a Member,
(c) resigns from office,
(d) is removed from office pursuant to Rule 15,
(e) becomes an insolvent under administration within the meaning of the Corporations Law,
(f) is disqualified from office under Sub section 63(1) of the Act, or
(g) without the consent of the Committee, is absent from three consecutive meetings of the Committee.

## 17. COMMITTEE MEETINGS AND QUORUM

17.1 The Committee shall meet at the frequency, place and time determined by the Committee, from time to time.
17.2 Additional meetings of the Committee may be convened by the President.
17.3 Oral or written notice of a meeting of the Committee shall be given by the Secretary to each Member of the Committee at least forty eight (48) hours before the time appointed for the holding of the meeting provided that where it is unanimously agreed, the Committee may validly meet to deal with urgent business without the requirement of notice being given.
17.4 Any six (6) Office Bearers of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
17.5 No business shall be transacted by the Committee unless a quorum is present and if within sixty (60) minutes of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
17.6 If at the adjourned meeting a quorum is not present within sixty (60) minutes of the time appointed for the meeting, the meeting shall be dissolved.
17.7 At meetings of the Committee:
(a) the President or, in the President's absence, the Vice-President shall preside, or
(b) if the President and the Vice-President are absent or unwilling to act such one of the remaining Office Bearers of the Committee as may be chosen by the Office Bearers present at the meeting shall preside.
In each case the person presiding shall have the powers and functions of the President during the meeting.
17.8 Except as provided by the previous provisions of this Rule, the procedure to be followed at a meeting of the Committee shall be as determined by the Committee, from time to time, and the person presiding shall be responsible for the proper conduct of each meeting.

## 18. DELEGATION BY COMMITTEE TO SUB-COMMITTEES

18.1 The Committee may, by instrument in writing, delegate to one or more subCommittees (consisting of such Member or Members of the Club as the

Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
(a) this power of delegation,
(b) a function which is a function imposed on the Committee by the Act or by any other law of the Australian Capital Territory,
(c) the function of approving a person for membership, and
(d) the functions set out in Rule 11.2(c) and Rule 11.4.
18.2 A function, the exercise of which has been delegated to a sub-Committee under this Rule, may, while the delegation remains unrevoked, be exercised, from time to time, by the sub-Committee in accordance with the terms of the delegation.
18.3 Any Member appointed to a sub-Committee shall, unless appointed for a shorter period, or unless that person's appointment is revoked sooner by the Committee, hold office until the conclusion of the Annual General Meeting following the date of appointment.
18.4 Except as provided by the previous provisions of this Rule, a delegation under this Rule may be made subject to any conditions or limitations as to:
(a) the exercise of any function,
(b) time, or
(c) circumstances,
that may be specified in the instrument of delegation.
18.5 No delegation under this Rule will prevent the Committee from exercising any delegated function.
18.6 Any act or thing done or permitted by a sub-Committee, acting in the exercise of a delegation under this Rule, has the same force and effect as sit would have if it had been done or permitted by the Committee.
18.7 The Committee may, by instrument in writing, revoke, wholly or in part, any delegation under this Rule.
18.8 The procedure to be followed at a meeting of a sub-Committee, and the frequency of those meetings, shall be as directed by the Committee and, failing any direction, as determined by the sub-Committee.

## 19. VOTING AND DECISIONS

19.1 Questions arising at a meeting of the Committee shall be determined by a majority of the votes of the Office Bearers present at the meeting.
19.2 Each Office Bearer present at a meeting of the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
19.3 A resolution in writing, signed by all Office Bearers, shall be as valid and effectual as if it had been passed at a duly convened meeting of the Committee.
19.4 Subject to Rule 17.4, the Committee may act notwithstanding any vacancy on the Committee.
19.5 Any act or thing done or permitted, or purporting to have been done or permitted, by the Committee, or any sub-Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Office Bearer, or Member of that subCommittee.

## PART 4 - GENERAL MEETINGS

20. ANNUAL GENERAL MEETING
20.1 The Committee shall, at least once in each calendar year and within the period of five (5) months after the expiration of each Year, convene an Annual General Meeting of Members.
20.2 The Annual General Meeting shall, subject to the Act and Rule 20.1, be convened on the date and at the place and time determined by the Committee.
20.3 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:-
(a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that Meeting,
(b) to receive from the Committee, reports on the activities of the Club during the last preceding Year,
(c) to elect Office Bearers, and
(d) to receive and consider the statements of accounts and reports that are required to be submitted to Members under subsection 73(1) of the Act.

## 21. GENERAL MEETINGS

21.1 The Committee:-
(a) may, whenever it thinks fit, or
(b) shall, on the requisition in writing of not less than five percentum (5\%) of the total of the Members, convene a general meeting of the Club.
21.2 A requisition of Members for a general meeting shall:-
(a) state the purpose of the meeting,
(b) be signed by the Members making that requisition, and
(c) be lodged with the Secretary.
21.3 If the Committee fails to convene a general meeting within thirty (30) days after the date on which a requisition for the meeting is lodged with the Secretary, any one or more of the Members who made the requisition, may convene a general meeting to be held not more than ninety (90) days after that date of lodgement.
21.4 Where a general meeting convened under Rule 21.3, each Member is entitled to be reimbursed by the Club for any reasonable expense incurred in convening that meeting.

## 22. NOTICE

22.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Club, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each Member at the Member's address appearing in the Register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
22.2 Where the nature of the business proposed to be dealt with at a general meeting requires a Special Resolution of the Club, the Secretary shall, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each Member in the manner provided in Rule 22.1 specifying, in addition to the matter required under Rule 22.1, the intention to propose the resolution as a Special Resolution.
22.3 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 Rule 20.3.
22.4 A Member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

## 23. PROCEDURE AT GENERAL MEETINGS

23.1 No item of business shall be transacted at a general meeting unless a quorum of Members entitled under these Rules to vote is present during the time the meeting is considering that item.
23.2 Fifteen (15) Members present in person constitute a quorum for the transaction of the business of a general meeting.
23.3 A Member is not entitled to vote at any general meeting of the Club unless all money due and payable by that Member to the Club has been paid.
23.4 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting:
(a) if convened upon the requisition of Members, shall be dissolved, and
(b) in any other case, shall stand adjourned to the same place, at the same hour of the same day in the following week.
23.5 If, at the adjourned meeting, a quorum is not present within sixty (60) minutes after the time appointed for the commencement of that meeting, the Members present (not being less than three (3)) shall constitute a quorum.
23.6 At general meetings of the Club:
(a) the President, or in the absence of the President, the Vice-President shall preside, or
(b) if the President and Vice-President are absent, the Members present shall elect one of their number to preside at the meeting.
23.7 The person presiding at 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, from time to time and place to 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.

## 24. VOTING

24.1 Upon any question arising at a general meeting of the Club a Member has one (1) vote only.
24.2 All votes shall be given personally.
24.3 In the case of an equality of votes on a question at a general meeting, the person presiding is entitled to exercise a second or casting vote.
24.4 A question arising at a general meeting shall be determined on a show of hands unless a poll is demanded and:
(a) a declaration by the person presiding, or
(b) an entry to that effect in the Minute Book of the Club, that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost is evidence of that fact without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
24.5 At a general meeting, a poll may be demanded by the person presiding or by not less than ten (10) Members present in person at the meeting.
24.6 Where a poll is demanded at a general meeting, the poll shall be taken:
(a) immediately, in the case of a poll which relates to:
(i) the election of the person to preside at the meeting, or
(ii) the question of an adjournment, and
(b) in any other case, in the manner and at the time, before the close of the meeting, as the person presiding directs.

## PART 5 - MISCELLANEOUS

25. BY-LAWS
25.1 The Committee shall have power, from time to time, to make by-laws, not inconsistent with these Rules, prescribing all matters which, by these Rules, are required or permitted to be prescribed or which may be necessary, expedient or convenient for the proper conduct and management of the Club and, in particular, but not exclusively, may make by-laws regulating:
(a) the imposition of fines for breaches of any by-law or Rule,
(b) the procedure at general meetings of the Committee,
(c) the conduct of Members in relation to one another and to the employees of the Club, and
(d) generally, all other matters that are commonly the subject of Club by-laws.
25.2 The Committee shall have power, from time to time, to amend or repeal any bylaws.
25.3 All by-laws shall be displayed on the Notice Board as soon as practicable after they are made.
25.4 A by-law shall, so long as it is in force, be binding upon all Members and all persons entitled to use any premises or property of the Club but may be set aside by a resolution of a general meeting.

## 26. FUNDS

26.1 The funds of the Club shall be derived from Annual Subscriptions, donations and, subject to Section 114 of the Act, other sources determined by the Committee.
26.2 All money received by the Club shall be deposited in the Club's bank account, as soon as practicable after receipt.
26.3 The funds of the Club shall be applied solely towards the promotion of the Objects and no part of those funds shall be paid or transferred, directly or indirectly, to the Members, by way of distribution of profits. This sub Rule does not prevent the payment by the Club of match payments to any Member, entitled to such payment nor of any other payment of any Member where such payment has been approved by the Committee.
26.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two (2) persons, authorised to do so, by a resolution of the Committee.

## 27. ACCOUNTS AND AUDIT

27.1 The Club shall keep accounting records that comply with Section 71 of the Act.

### 27.2 The Committee shall:

(a) cause a statement of accounts to be prepared each Year in accordance with section 72 of the Act,
(b) present to the Annual General Meeting, an audited statement of accounts and the reports required under Subsection 73(1) of the Act,
(c) make available, the prescribed number of copies of the audited statement of accounts and the reports for perusal by Members in accordance with Subsection 73(2) of the Act, and
(d) appoint an auditor in accordance with, and otherwise comply with its obligations under, Sections 74 and 76 of the Act.

## 28. PUBLIC OFFICER

28.1 The Club shall have a Public Officer.
28.2 Whenever a vacancy occurs in the office of the Public Officer, the Committee shall, in accordance with Section 64 of the Act, appoint a person to fill that vacancy.

## 29. COMMON SEAL

29.1 The common seal of the Club shall be kept in the custody of the Secretary.
29.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signature of two (2) Office Bearers and either:
(a) the Secretary, or
(b) some other person appointed by the Committee for that purpose.
30. RECORDS
30.1 Subject to the Act, the Regulations and these Rules, the books, records and other documents relating to the Club shall be kept in the custody of the Secretary.

### 30.2 Except:

(a) as provided by the Act, the Regulations or these Rules,
(b) as permitted by any other legislation or at law,
(c) as directed by any Court, or
(d) with the consent of the Committee, which shall not be unreasonably withheld,
Members shall not be entitled to inspect the books, records or other documents kept by the Club.

## 31. SERVICE OF NOTICES

31.1 For the purposes of, and except as otherwise provided by, these Rules, a notice may be served by, or on behalf of, the Club upon any Member:
(a) by being served personally upon the Member, or
(b) by being delivered to, or sent by prepaid post to the Member at his or her address shown in the Register of Members, or
(c) by facsimile or electronic mail, if the Member has notified an address applicable to the system on the Register of Members.
31.2 Where notice is sent to a person by prepaid post, unless the contrary is proved, it shall be taken, for the purposes of these Rules, to have been served on the
person at the time at which the notice would have been delivered in the ordinary course of post.
31.3 Where notice is sent to a person by facsimile or electronic mail, unless the contrary is proved, it shall be taken, for the purposes of these Rules, to have been received:
(a) when the sender receives acknowledgement that the addressee has personally seen it; or
(b) at the latest, on the first business day after the date of sending.
31.4 Except as otherwise provided by these Rules, any notice to be given to Members or a category of Members generally, may be given by being placed on the Notice Board.

## 32 NON-PROFIT ASSOCIATION \& WINDING UP

32.1 The Club shall not be carried on for the object of trading or obtaining pecuniary gain for its Members (as that expression is construed in accordance with Section 4 of the Act).
32.2 Upon the dissolution or the completion of the winding up of the Club, any surplus property of the Club shall, subject to any trust affecting that property or part of it, be taken to vest in either:
(a) another association (whether incorporated or not), being an association that complies with Subsection 92(2) of the Act, or
(b) a fund, authority or institution in Australia specified in paragraph 78(1)(a) of the Income Tax Assessment Act 1936,
nominated by the Committee.

## 33. CLUB COLOURS

33.1 The colours of the Club, which shall be displayed on the uniforms of all players of football teams under the auspices of the Club, shall be black and white with a magpie emblem, as approved by the Members.

## 34. ALTERATION OF OBJECTS AND RULES

34.1 In addition to the requirements set out in Section 30 and 33 of the Act, any alteration to the Objects or Rules of the Club, requires that a Special Resolution in favour of any such alteration be passed by a majority of seventy five percentum ( $75 \%$ ) of the Office Bearers present and voting.

