



**Adelaide University
Football Club Inc.**

Established 1906

CONSTITUTION

[11 March 2024]

Associations Incorporation Act 1985 (SA)

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1. Name

The name of the incorporated association is the Adelaide University Football Club Incorporated, referred to herein as 'The club'.

2. Definitions

- 'The Act' means the Associations Incorporation Act 1985 (SA)
- 'AGM' means the annual general meeting of the club
- 'Amateur' means a player who does not receive any remuneration in respect of their participation as a player.
- 'Adelaide University Sport and Fitness Association' ("AUSF") means the Association which facilitates sport and recreation for students of The University of Adelaide and the peak body for university sport clubs.
- 'Association' means the Adelaide University Football Club Incorporated.
- 'By-laws' are the rules annexed hereto, created and amended from time to time by the Executive, to enable it to effectively manage the affairs of the Club that do not require a vote of the members pursuant to a special or general meeting
- 'The Chair' means the Chair of the Executive
- 'Delivery' or 'Delivering' or 'Delivered' means delivery by postal service, in person or by email
- 'Dispute Resolution Committee' means the committee referred to in the Bylaws, charged with determining all allegations of misconduct and notifications of disputes
- 'The Executive' means the Executive Committee of the club
- 'General meeting' means a general meeting of members of the club convened in accordance with these rules
- 'Member' means a member of the club
- 'Month' shall mean a calendar month
- 'The players' means those who play football for the club
- 'The principles of natural justice' means the right to be heard in one's defence, by a body that is not biased or prejudiced, with a verdict given that is supported by the evidence and not for extraneous purposes.

3. Objects of the club

- 3.1. To foster and cultivate the spirit of sportsmanship in Australian Rules football, especially among the students and graduates of the University of Adelaide.
- 3.2. To foster and cultivate the personal, professional, and football development of the players.
- 3.3. To choose as many football teams as practicable from among the members of the club.
- 3.4. To enter such teams in any competition or competitions as desirable, and to enter into contests with football clubs of other universities subject to the rules and regulations of AUSF.
- 3.5. To raise money in such a manner as the Executive may think fit for any of its objects.
- 3.6. To invest any monies of the club not immediately required for any of its objects in such a manner as may from time to time be determined.
- 3.7. To appoint such committees and sub-committees consisting of one or more persons as the Executive may think fit and delegate any of its powers to any such committee.

4. Powers of the club

The association shall have all the powers conferred by section 25 of the Act, subject to the powers being exercised consistently with the requirements of AUSF and the University of Adelaide. In the event of any inconsistency then the requirements of AUSF and/or the University of Adelaide shall prevail.

5. Membership

- 5.1. An application for membership shall be made in writing (or as otherwise prescribed by the Executive). Upon the acceptance of the application by the Executive and upon payment of the annual subscription, the applicant shall be a member of the club.
- 5.2. The member should be of good character, and desire to further the interests and objects of the club. The Executive reserves the total and unconditional right to decline membership to an individual or individuals considered likely to damage the reputation or the public perception of the club.
- 5.3. Each person admitted to any type of membership (with the exception of honorary membership) shall:
 - 5.3.1. Be bound by the constitution and by-laws of the club.
 - 5.3.2. Become liable for such fees and subscriptions as may be fixed by the Executive.
 - 5.3.3. Be entitled to hold any office, vote at the AGM and enjoy the privileges of the club.

5.4. Member types

- 5.4.1. Player Member. The player member must be of good character.
- 5.4.2. Non-Player Member. Any person of good character may become a non-player member in any category (categories determined by the Executive from time to time as set out in the bylaws).
- 5.4.3. Honorary Member. Any person may be elected as an Honorary Member of the club in recognition of the interest that person has shown in the club.
- 5.4.4. The bylaws may prescribe further rules in relation to membership.

5.5. Subscriptions

- 5.5.1. The subscription fees for membership shall be such sum as the Executive shall determine from time to time.
- 5.5.2. Player subscription fees shall include the annual fee levied by AUSF.
- 5.5.3. The subscription fees shall be payable annually by 1 May or at a time when the Executive determines.
- 5.5.4. Any member whose subscription is outstanding for more than two months after the due date for payment shall cease to be a member of the club, provided always that the Executive may reinstate such a person's membership on such terms and under such conditions as it thinks appropriate.

5.6. Resignations

A member may resign from membership of the club by giving written notice to the Executive. Any resigning member shall be liable for any outstanding subscriptions which may be recovered as a debt due to the club.

5.7. Expulsion of a member

A member may only be expelled in accordance with the process set out in the dispute and misconduct resolution procedures referred to in the By-laws.

5.8. Register of members

A register of members must be kept by the club and must contain:

- 5.8.1. The name and home address (and/or email address) of each member.
- 5.8.2. The date on which each member was admitted to the club, and
- 5.8.3. If applicable, the date of and reason(s) for termination of membership.

6. The Executive Committee

6.1. Powers and duties

- 6.1.1. The affairs of the club shall be managed and controlled by the Executive which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the association, and are not by the Act or by these rules required to be done by the association in general meeting.
- 6.1.2. The Executive has the management and control of the funds and other property of the club.
- 6.1.3. The Executive shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the club on which these rules may be silent.
- 6.1.4. The Executive shall have authority to create by-laws.

6.2. Appointment

- 6.2.1. The Executive shall be comprised of the following members:

- 6.2.1.1. President
- 6.2.1.2. Treasurer
- 6.2.1.3. Director of Men's Football Operations
- 6.2.1.4. Director of Women's Football Operations
- 6.2.1.5. Up to 4 other general members
- 6.2.1.6. A female player, preferably an undergraduate of the University of Adelaide
- 6.2.1.7. A male player, preferably an undergraduate of the University of Adelaide.

- 6.2.2. The Executive of the club shall be elected by the members of the club at the AGM, or be comprised of such persons as hold office prior to the adoption of this Constitution. The Executive once elected or whose members have retained the positions they held prior to adoption of this Constitution shall hold office for the term set out in 6.2.7 below, at which time they shall be eligible for re-election at the AGM.
- 6.2.3. No person shall be eligible to stand for election to the Executive unless a member of the club has nominated that person at least 14 days before the AGM by delivering the nomination of that person in accordance with the Bylaws.
- 6.2.4. Notice of all persons seeking election to the Executive shall be given to all members of the club along with the notice calling the AGM.
- 6.2.5. The Executive may appoint a person to fill a casual vacancy. Any such appointee shall hold office until the next AGM of the club and shall be eligible for election to the Executive without further nomination.
- 6.2.6. The Executive will elect a Chair from its members on an annual basis by a vote at the first Executive meeting of the year following the AGM.
- 6.2.7. The terms of the Executive shall be for two years with half the executive being re-elected on alternate years.

6.3. Proceedings of the Executive

- 6.3.1. The Executive shall meet together for the dispatch of business at least every two months.
- 6.3.2. Questions arising at any meeting of the Executive shall be decided by a majority of votes, and, in the event of equality of votes, the President shall have a casting vote in addition to a deliberative vote.

6.3.3. A quorum for a meeting of the Executive shall be one half of the members of the Executive plus one.

6.3.4. A member of the Executive having a direct or indirect pecuniary interest in a contract or proposed contract with the club or in any other business of the club must disclose the nature and extent of that interest to the Executive as required by the Act, and shall not vote with respect to that contract or proposed contract or business. The member of the Executive must also disclose the nature and extent of his or her interest in the contract or business at the next AGM of the club or at any other time as directed by the Executive.

6.4. Disqualification of Executive members

The office of a member of the Executive shall become vacant if an Executive member is:

- 6.4.1. Disqualified by or under the terms of the Act
- 6.4.2. Expelled as a member under these rules
- 6.4.3. Permanently incapacitated by ill health
- 6.4.4. Absent without apology from more than three meetings in a financial year.

7. General meetings

7.1. Annual general meetings

7.1.1. The AGM shall be held within five months of the end of the club's financial year.

7.1.2. The order of business at the AGM shall be:

- 7.1.2.1. Confirming the minutes of the previous AGM and of any special general meeting held since that meeting
- 7.1.2.2. Considering the accounts and reports of the Executive.
- 7.1.2.3. Electing of Executive members
- 7.1.2.4. Electing any honorary members, life members, and/or hall of fame inductees whose nominations have been received in accordance with these rules or as specified in the bylaws.
- 7.1.2.5. Any other business requiring consideration by the association in general meeting.

7.2. Special general meetings

- 7.2.1. The Executive may call a special general meeting of the association at any time, subject to providing 21 days' notice to all members.
- 7.2.2. Upon a requisition in writing of not fewer than 25 members of the club, the Executive shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- 7.2.3. Every requisition for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.

7.3. Notice of general meetings

- 7.3.1. Subject to 7.3.2, at least 14 days' notice of any general meeting shall be delivered to members and to the office of AUSF. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 7.3.2. Notice of a meeting at which a special resolution is to be proposed shall be delivered to arrive at least 21 days prior to the date of the meeting.

7.4. Proceedings at general meetings

7.4.1. 25 members present personally or by proxy shall constitute a quorum for the transaction of

business at any AGM or special general meeting.

7.4.2. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting 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 30 minutes of the time appointed for the meeting the members present shall form a quorum.

7.4.3. Subject to 7.4.4, the Chair of the Executive shall preside at any general meeting of the association.

7.4.4. If the Chair is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, then the President shall chair the meeting. In the absence of the President, the members may choose (by majority vote) any other Executive member or one of their own number to be the Chair of that meeting.

7.5. Voting at general meetings

7.5.1. Every member of the club has only one vote at a general meeting of the club.

7.5.2. A question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are exercised under these rules, by proxy, at that meeting.

7.5.3. Unless a poll by written ballot is demanded by at least five members, a question for decision at a general meeting will be determined by a show of hands.

7.6. Poll at general meetings

7.6.1. If a poll by written ballot is demanded by at least five members, it must be conducted in a manner specified by the Chair, and the result of the poll is the final resolution of the meeting on that question.

7.6.2. A poll by written ballot demanded for the election of the Chair or on a question of adjournment of the meeting must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

7.7. Ordinary resolutions

An ordinary resolution is a resolution passed by a simple majority at a general meeting.

7.8. Proxies

A member shall be entitled to appoint in writing or by email a natural person who is also a member of the club to be their proxy to attend and vote on their behalf at any general meeting of the club.

8. Appointment of Public Officer

8.1. The club must have a public officer at all times, in accordance with s.56 of the Act.

8.2. A public officer may be appointed by the Executive for such term and on such conditions as the Executive thinks fit.

9. Minutes

9.1. Detailed minutes of all proceedings of general meetings of the club, and of meetings of the Executive, shall be kept by the club.

9.2. The minutes must be confirmed by the members of the club or the members of the Executive (as relevant) at a subsequent meeting.

9.3. Where minutes are entered they shall, until the contrary is proved, be evidence that the meeting was convened and duly held. All proceedings held at the meeting shall be deemed to have been duly held, and all appointments made at a meeting shall be deemed to be valid.

10. Dispute resolution

The dispute resolution process is set out in the Bylaws annexed to these rules and shall apply to all allegations of misconduct and all disputes involving members and/or the club.

11. Auditor

11.1. A properly qualified auditor or auditors must be appointed by the Executive.

11.2. The following people may not be appointed as an auditor:

11.2.1. an officer of the Club (and any partners, employers or employees of officers); or

11.2.2. an employee of the Club, including the General Manager (and any partners, employers or employees of employees).

11.3. The auditor may be removed by the Executive

11.4. The auditor has a right of access at all reasonable times to the accounting records and other records of the club and is entitled to require from any officer of the club such information and explanations as they desire for the purpose of an audit.

11.5. The auditor must provide the Executive with reports that comply with the Act with sufficient time for the Executive to lay such materials before the members as and when required (including for the Annual General Meeting).

11.6. The reasonable fees and expenses of the auditor are payable by the club.

12. Financial reporting

12.1. Financial year

The financial year of the club shall be the period of 12 months commencing on 1 December and ending on 30 November of each year.

12.2. Accounts to be kept

The club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the club in accordance with the Act and regulation 8 of the Associations Incorporation Regulations 2008.

12.3. Accounts and reports to be laid before members

The report and accounts referred to in s.35 (5)-(6) of the Act shall be laid before members at the AGM. A copy shall be forwarded to AUSF.

13. Prohibition against securing profits for members

The income and capital of the club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as the bona fide remuneration of a member for services rendered or expenses incurred on behalf of the club.

14. Winding up

The club may be wound up in the manner provided for in section 41 of the Act. This must be determined at an annual general meeting or special general meeting of the members and require 75% majority vote.

15. Application of surplus assets

15.1. If after the winding up of the club there remains 'surplus assets' as defined in section 43 the Act, such surplus assets shall be distributed to residual funds and will be forwarded to AUSF.

15.2. On no account shall any such surplus assets at the completion of a winding up go the benefit of members or former members of the club, or associates of those persons.

16. Rules

16.1. These rules may be altered (including an alteration to the club's name) by special resolution of the members of the club at a general meeting. This includes any amendment to or replacement of these rules.

16.2. The registered rules shall bind the club and every member to the same extent as if each has respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

16.3. Notwithstanding the terms of section 24(6) of the Act an alteration to the rules comes into force after the alteration is passed by special resolution at a general meeting and is subsequently approved by AUSF.