



Adelaide University Football Club Constitution

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ASSOCIATIONS INCORPORATION ACT 1985 (SA)

CONSTITUTION

ADELAIDE UNIVERSITY FOOTBALL CLUB INCORPORATED

PART A – THE ASSOCIATION

1. NAME OF ASSOCIATION

The name of the incorporated association is "Adelaide University Football Club Incorporated".

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 1985 (SA)*.

"Affiliation Agreement" means the agreement held between AUSF and Affiliated Clubs which defines requirements of Affiliation.

"Adelaide University", "AU", "University" means the legal successor entity of The University of Adelaide and the University of South Australia, Adelaide University.

"AUSF" means Adelaide University Sport and Fitness Association Incorporated.

"Authorised officer" means a member of the Senior Executive Committee.

"Club" means Adelaide University Football Club Incorporated.

"Chairperson" means the person elected to preside over Committee and General Meetings, responsible for maintaining order and ensuring meetings are conducted in accordance with the Rules.

"Executive Committee", "Committee" means the committee of management of the Club established under clause 9.

"Eligible to play" means any person who:

- Is a financial member of Adelaide University Sport and Fitness (AUSF); and
- Meets the participation requirements as set out in the AU Football Club's By-Laws or Membership Policy, including any sport-specific eligibility rules.

"Constitution" means this constitution of the Club.

"Financial year" means the 12-month period adopted by the Association for financial reporting and compliance purposes. The Financial year for the AU Football Club is 1 December and ending on 30 November.

"Financial Member" means a member of the Club who has paid all applicable fees and subscriptions.

"General Meeting" means an Annual General Meeting or a Special General Meeting of the members of the Club.

"Intellectual Property" means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the AUSF in South Australia.

"Lot" means a method of random selection used to determine an outcome, such as drawing names from a container, flipping a coin, or another impartial method approved by the Chairperson of the meeting.

"Member" means any person admitted to any class of membership of the Club in accordance with this Constitution.

"Objects" means the objects of the AU Football Club as set out in Clause 3.

"Ordinary Resolution" means a resolution by a majority of those present, entitled to vote, and voting.

"Prescribed Association" means an incorporated association that meets the criteria set out in the *Associations Incorporation Act 1985 (SA)* for prescribed status, including (but not limited to) having gross receipts exceeding \$500,000 in a financial year, or being declared as such by the Corporate Affairs Commission. A prescribed association is subject to additional legal obligations, including audited financial reporting and specified timelines for Annual General Meetings.

"Provisional Acceptance" means the temporary approval of a membership application upon submission and payment via the Club's designated system, pending any review or confirmation by the Committee or its delegate in accordance with these Rules.

"Public Officer" means the person appointed under the *Associations Incorporation Act 1985 (SA)* to liaise with Consumer and Business Services on behalf of the Club and ensure the Association meets its legal reporting and compliance obligations.

"Regulation" means a rule, regulation, by-law or policy made by the Executive Committee under this Constitution.

"Roles" means the specific positions, whether elected, appointed, or volunteer-based, created by the Executive Committee pursuant to clause 9 of this Constitution. Roles may include defined duties, responsibilities, and authority relevant to functions of the Club e.g. Social Media Coordinator, Junior Development Officer, and must be listed in a publicly accessible ancillary document maintained by the Executive Committee. Roles do not, in themselves, confer voting rights or Committee status unless expressly stated in this Constitution or by resolution of the Committee.

"Rules" means the binding set of governing provisions comprised in this Constitution and any regulations, policies, or by-laws duly made and adopted by the Executive Committee under the authority of this Constitution. These Rules regulate the operations, governance, membership, dispute resolution, and conduct of the Adelaide University Football Club Incorporated.

For the purposes of the Associations Incorporation Act 1985 (SA), "Rules" are synonymous with the term "Constitution".

"Senior Executive Committee" means the President, Chairperson and Treasurer.

"Sports Council" means the AUSF Sports Council as described in the AUSF Constitution.

"Special Resolution" means a resolution passed at a General Meeting of the Club where:

- (a) at least 21 days' written notice of the meeting and the proposed resolution has been given to all members entitled to vote; and
- (b) the resolution is passed by at least three-quarters (75%) of the votes cast by members entitled to vote who are present in person or by proxy.

"SSO" means the sport's State Sporting Organisation.

"Student" means an enrolled student of Adelaide University.

2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) persons include corporations and bodies politic;
- (e) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or another legislative authority having jurisdiction); and
- (f) unless the contrary intention appears, a requirement that something is in writing will be met if it is produced by electronic, photographic, lithographic or other means by which it can readily be read and reproduced.

2.3 Resolutions and Minutes

- (a) Where this Constitution requires or permits a decision to be made or a resolution to be passed by a General Meeting, the Executive Committee or a sub-committee of the Executive Committee, the decision may be made or the resolution may be passed by Ordinary Resolution unless either this Constitution or the Act requires otherwise.
- (b) Proper minutes of all proceedings of General Meetings and of Committee Meetings, and any subcommittees shall be taken. The minutes must be confirmed by the members of the Executive Committee or subcommittee (as relevant) at the next succeeding meeting.
 - (i) General meeting minutes must be confirmed by the members of the association present at a subsequent general meeting. Minutes can and should be confirmed by members that are not part of the Executive Committee but were present at a general meeting
- (c) The minutes confirmed pursuant to clause 2.3(b) shall be deemed as “signed” by the Chair of the meeting at which the proceedings took place or by the Chair of the next succeeding meeting at which the minutes are confirmed, and copies of those confirmed minutes must be retained by the Club.
- (d) Where minutes confirm previous meeting minutes they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

2.4 The Act

- (a) Words and phrases which are defined in the Act and which are not specifically defined in clause 2.1 above have the same meanings in this Constitution as they do in the Act.
- (b) Model rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF ADELAIDE UNIVERSITY FOOTBALL CLUB

The Objects of AU Football Club are to:

- (a) Promote and develop Football and the Club at Adelaide University as a student focused sport and recreation club.
- (b) Promote and develop Football in the wider community;
- (c) Provide opportunities for Members and Adelaide University students to participate in Football at social and competitive levels;
- (d) Represent the interests of the Club and its Members to AUSF, Adelaide University, and other relevant bodies;
- (e) To select and field as many football teams as reasonably practicable from the club's membership;
- (f) Promote the health and wellbeing of Members through active participation in Football;
- (g) Operate in accordance with the policies, procedures and agreements of AUSF, UniSport Australia, Adelaide Footy League, South Australian National Football League, and the Australian Football League;
- (h) Ensure that the income and property of the Club is applied solely towards its Objects, with no portion distributed to any Member except as bona fide compensation or reimbursement; and on winding up, any surplus assets shall be transferred to a like-minded non-profit organisation and not distributed to Members; and
- (i) Undertake and/or do all such other things as are incidental or conducive to the attainment of these objects.

4. POWERS OF THE CLUB

The Club shall have all powers conferred by section 25 of the Act and may do all things necessary or convenient for carrying out its Objects and purposes.

- (a) Without limiting the generality of clause 4, the Club may:
 - (i) Acquire, hold, deal with and dispose of any real or personal property;
 - (ii) Open and operate bank accounts;
 - (iii) Invest its moneys in any manner authorised by the rules of the Club;
 - (iv) Borrow money upon such terms and conditions as the Club deems fit;
 - (v) To make such rules, regulations and by-laws as are necessary and expedient for the business and affairs of the Club; and
 - (vi) Do all other lawful things as are incidental or conducive to the carrying out of its objects.
 - (vii) The club shall have all the powers necessary for the purposes of furthering the Objects in accordance with the legal capacity and powers conferred in the Act.

5. MEMBERS

All members of AUSF shall be eligible for membership of the Club and the Club's membership categories shall align with those of AUSF.

5.1 Membership

The categories of the Club Membership shall be:

- (a) Student Members: shall be enrolled students of Adelaide University;

All voting members must be 18 years or older at the time of any general or special meeting.
- (b) Alumni Members: available to individuals who have graduated from, or previously been enrolled in a course of study at, Adelaide University, including its predecessor institutions, The University of Adelaide and the University of South Australia;
- (c) Community Members;
 - (i) Playing Members: Any person who desires to play Football for the Club and is eligible to play Football for the Club.
 - (A) Playing members are any person who has paid the senior membership fee stipulated by the club.
 - (ii) Non-Playing Members: Any person who desires to support the Club in an administrative or other non-playing capacity. Categories may be separated as follows:
 - (A) Coach
 - (B) Official or Volunteer
 - (C) Supporter
 - (D) Honorary Member
- (d) Life Members: may be elected in recognition of distinguished service to the Club.

A nomination for Life Membership must be:
 - (i) Submitted in writing to the President at least 28 days prior to an Annual General Meeting (AGM);
 - (ii) Endorsed by at least two current members of the Club;
 - (iii) Considered by the Executive Committee, who may recommend the nomination proceed to a vote at the AGM.
 - (iv) To be awarded Life Membership, the nomination must be supported by a 75% majority of members present and entitled to vote at the AGM.
 - (v) The Committee may set additional criteria or procedures for nominations in the Club's by-laws.
- (e) Such other categories as the Executive Committee may determine from time to time, with the approval of AUSF.
- (f) Subject to these rules, every member of the association has only one vote at a meeting of the association.
- (g) The Executive Committee shall determine the annual subscription fee for each category of membership, subject to any AUSF requirements.

- (i) Fees are due and payable by 1 May or at a time when the Executive Committee determines.
- (ii) If fees are unpaid for more than two months after the due date for payment, this may result in termination of membership.
- (iii) Non-payment of fees may result in termination of membership.
- (h) All membership applications must be submitted electronically via AUSF's designated Customer Relationship Management (CRM) system. An applicant becomes a financial member of the Club upon submission of a valid application and payment of the applicable membership fee. Membership is deemed provisionally accepted pending any review by the Committee (or its delegate), which reserves the right to revoke or reject an application in accordance with these Rules. All accepted members must be recorded in the register of members as required by the *Associations Incorporation Act 1985 (SA)*.
- (i) A member may resign by written notice to the President. Membership may be terminated for non-payment of fees or for conduct detrimental to the Club, following due process.

5.2 Effect of Membership

This Constitution constitutes a contract between each of the Members and the AU Football Club and each Member is bound by this Constitution and the Regulations.

5.3 Obligations of Members

Each Member acknowledges and agrees that they will:

- (a) Comply at all times with all reasonable requirements that may be imposed on them by the Club;
- (b) Act in the best interests of the Club and its Members;
- (c) Act reasonably to enable the Objects to be achieved;
- (d) Act in good faith to promote the maintenance and enhancement of the Club, its standards, and the quality and reputation of the Club and its Members;
- (e) At all times operate with and promote mutual trust and confidence between the Club and its Members in pursuit of the Objects;
- (f) Not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the Club and its maintenance and enhancement;
- (g) Make full and proper disclosure to each other of all matters of importance to the Club; and
- (h) Not acquire a private advantage at the expense of the Club or any other Member or Club.

5.4 Register of Members

- (a) The Club must keep and maintain a register of members. The register may be maintained in electronic form via an approved CRM system and must include, at minimum:
 - (i) the full name and residential or postal address of each member;
 - (ii) the date each member was admitted to membership; and
 - (iii) any other information deemed appropriate by the Club and/or AUSF for governance, operational, or reporting purposes.

- (b) The register must be maintained in a form that is readily accessible, kept up-to-date, and managed in accordance with relevant privacy legislation and University policies on data security and information handling.
- (c) The CRM system approved by AUSF shall function as the Club's official register of members and must be maintained in accordance with the Act.
- (d) Where a sport's State and/or National Sporting Organisation (SSO/NSO) mandates the use of an alternate CRM or membership system, a written request must be submitted to AUSF to seek approval of that system as a substitute register under this Constitution. No alternate register may be used without prior written consent from AUSF.
- (e) Where an alternative CRM is approved under clause (d), the relevant Club must, upon request by AUSF, export and provide up-to-date member data at intervals determined by AUSF. This data must be sufficient to allow AUSF to maintain a central register of members to ensure AUSF's compliance with the Act.
- (f) The Executive Committee shall have the power to limit the number of members in any category except Student Membership.
- (g) Subject to any relevant processes under these rules, a Member ceases to be a Member of the Club if:
 - (i) the Member dies;
 - (ii) the member's membership is terminated;
 - (iii) the Member resigns or is expelled from the Club;
- (h) Subject to any applicable disciplinary process set out in this Constitution, the Executive Committee may expel a Member from the Club membership if in the opinion of the Executive Committee the Member has materially breached any of their obligations under this Constitution or any Regulations.
- (i) Any person who ceases to be a Member of the Club shall:
 - (i) forfeit all rights in and claims upon the Club and its property (including intellectual property, facilities, and equipment), except as otherwise provided under this Constitution or required by law.

6. SUBSCRIPTIONS AND FEES

6.1 The Executive Committee will:

- (a) Determine annual membership subscriptions;
- (b) Determine such other fees or levies as the Executive Committee considers prudent for the effective and sustainable management of its affairs; and
- (c) Determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.

6.2 The Executive Committee may waive all or part of a Member's subscriptions, fees or levies and may agree terms of payment for a Member different from those applicable to other Members.

PART C – AFFILIATION

7. AFFILIATION WITH AUSF

- (a) The Club is, and shall remain, affiliated with AUSF subject to the Club meeting the requirements of affiliation as determined by AUSF from time to time.
- (b) The Club acknowledges that affiliation with AUSF entitles the Club and its Members to access services, programs, facilities, and support in accordance with AUSF's Constitution, Affiliation and Club Service Policy, and any relevant Affiliation Agreement.
- (c) The Club must comply with all obligations of affiliation, including but not limited to:
 - (i) maintaining a current constitution consistent with AUSF policy;
 - (ii) submitting annual reports, financial statements, and membership data as required;
 - (iii) ensuring that all Club members are also Members of AUSF;
 - (iv) operating in accordance with AUSF policies and any direction reasonably given by AUSF and/or the AUSF Board.
 - (v) adopting and complying with all relevant AUSF and State/National Sporting Organisation policies as required under clause 9.5(b).
- (d) The Club's continued affiliation is subject to the discretion of the AUSF Board, and may be revoked or suspended in accordance with the AUSF Constitution and its policies.

8. EFFECT OF DISAFFILIATION FROM AUSF

8.1 If the Club ceases to be affiliated with the AUSF, whether by resignation, revocation, or otherwise:

- (a) The Club and its Members will forfeit all rights, benefits, and access associated with AUSF affiliation, including but not limited to use of University branding, facilities, equipment, funding, insurance programs, and participation in AUSF events;
- (b) The Club must remove all references to AUSF and Adelaide University from its name, Constitution, logo, website, social media, uniforms, merchandise, signage, and any other materials, in accordance with any timeframe or direction provided by the AUSF Board;
- (c) The Club shall no longer represent itself as affiliated with AUSF or Adelaide University; and
- (d) Any outstanding obligations to AUSF, including return of property, financial reconciliation, or reporting, must be resolved promptly to the satisfaction of the AUSF Board.

8.2 This clause operates without prejudice to any additional requirements imposed by AUSF under its Constitution, Affiliation Policy, or any applicable agreement.

PART D – MANAGEMENT OF AU FOOTBALL CLUB

9. EXECUTIVE COMMITTEE

9.1 AU Football Club is committed to promoting gender diversity and ensuring that its Executive Committee composition reflects the broader community and membership base. AU Football Club's objective is to achieve and maintain a minimum of 40% representation of each gender on its Board and, where practical, on all subcommittees.

- (a) Vacancies and Appointments

- i. In filling casual vacancies or making Management Committee appointments, gender composition shall be a factor considered to support achieving the targets set out in this clause, subject to candidates meeting the required skills and experience.

9.2 The Executive Committee shall be responsible for managing the affairs and property of the club

- (a) The Executive Committee shall consist of:
 - (i) President;
 - (ii) Treasurer;
 - (iii) Up to six General Committee Members;
 - (iv) A female player, preferably an undergraduate of Adelaide University;
 - (v) A male player, preferably an undergraduate of Adelaide University; and
 - (vi) The Club must use best efforts to maintain at least fifty percent (50%) representation by enrolled students or alumni, unless otherwise approved by AUSF in writing.
- (b) Executive Committee members shall be elected at the Annual General Meeting for terms of two years. The President and Treasurer on the one hand, and the six General Committee positions, and the Female Player Rep & Male Player Rep on the other hand, shall be elected in alternate years.
- (c) The Executive Committee will elect a Chairperson from its members on an annual basis by a vote at the first Executive Committee meeting of the year following the AGM.
- (d) The Executive Committee shall meet at such time or times as it shall decide provided it meets at least every two months.
- (e) A quorum shall be no less than fifty percent of the currently filled Executive Committee positions.
- (f) Decisions at Executive Meetings are by majority vote, by a show of hands unless otherwise required by this Constitution.
- (g) Executive Committee members must act in good faith and in the best interests of the Club.
- (h) The Chairperson of the Club shall preside over Executive Committee meetings and in the Chairperson's absence the President shall preside but if neither is present or they are unwilling to act the Committee shall elect one of their members to preside over the meeting.
- (i) The business at Executive Committee meetings shall be conducted in the following order, unless otherwise determined:
 - (i) Reading and confirmation of minutes.
 - (ii) Business arising out of minutes.
 - (iii) Correspondence.
 - (iv) Financial Statement.
 - (v) Reports.
 - (vi) Notice of motion of which due notice has been given.
 - (vii) Special items of business.
 - (viii) General business.
- (j) The Chairperson or the person presiding at any meeting has an ordinary vote at any meeting but not a casting vote. If voting on a resolution is tied the resolution is not carried.
- (k) The Executive Committee shall have responsibility for discipline of its Members and may take such action as it deems fit in relation to any member found guilty of misconduct in

accordance with the Club's, AUSF or Adelaide Footy League or the South Australian National Football League's relevant policies, and in accordance with clauses 12 and 13 of this constitution.

- (l) The Senior Executive Committee 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 Committee in accordance with clause 11.10 of this constitution.

- (m) The position of Committee member shall become vacant if such Committee Member:

- (i) is disqualified by the Act;
- (ii) is expelled under this Constitution;
- (iii) is permanently incapacitated by ill health;
- (iv) is absent without apology for more than three consecutive Committee meetings;
- (v) is no longer a member of the Club;
- (vi) tenders their resignation as Committee member and it is accepted by the Committee; or
- (vii) Does not apply due diligence or exhibits general failure in carrying out their determined roles and responsibilities as deemed by all other voting members of the Executive Committee.
- (viii) Notwithstanding any other provision in this Constitution, AUSF shall have the power to remove a member of the Executive Committee by written notice to the President of the Club if:
 - (A) the individual ceases to be a current Member of AUSF;
 - (B) the individual is found to be in material breach of AUSF's Constitution, Affiliation Agreement, or any mandatory AUSF policy;
 - (C) the individual engages in conduct that, in the opinion of the AUSF Board (acting reasonably), is detrimental to the reputation, safety, or operations of AUSF or the Club; or
 - (D) the individual has failed to satisfy any eligibility requirement or legal obligation relevant to their position as determined by AUSF in consultation with the Club.

Before exercising this power, AUSF must notify the Executive Committee of the grounds for removal and provide the individual an opportunity to respond within seven (7) days. The decision of the AUSF Board shall be final, and the position shall be deemed vacant from the date of removal, with a casual vacancy to be filled in accordance with this Constitution.

The process clause 13.2(a) applies to the removal of committee members

- (n) A member of the Executive Committee having a pecuniary interest in a contract or proposed contract with the Club must disclose that interest to the Executive Committee as required by the Act and to the membership at the next Annual General Meeting of the Club, shall not be present for Executive Committee deliberations with respect to that contract, and shall not be entitled to vote in relation to that contract or proposed contract.
- (o) From time to time the Executive Committee may define Roles which shall be listed in an ancillary document with descriptions of the duties and responsibilities of each Role; and the Executive Committee may employ staff or appoint Members (on a voluntary basis with or without an honorarium) to such Roles subject to any resolution of a General Meeting.
- (p) The Executive Committee may appoint any other committee or sub-Committee and shall assign to such duties and responsibilities as it deems fit, subject to any resolution of a General Meeting. A member of the Executive Committee will be an ex officio member of all Committees.

- (q) The Executive Committee shall be responsible for the management and control of the funds and other property of the Club.
All income and property of the Club shall be applied solely towards the promotion of the Club's purposes, and no portion shall be distributed directly or indirectly to any Member except as genuine compensation for services rendered or expenses incurred on behalf of the Club.

9.3 Requirements of the Executive Committee

The Executive Committee shall:

- (a) Maintain complete and accurate records of all relevant club-related matters.
- (b) Convene all meetings of the Executive Committee and the Club.
 - (i) Notice of Committee Meetings
 - (A) The Chairperson (or their delegate) must provide all Executive Committee members with at least seven (7) days' notice of a Committee meeting, unless all Committee members agree to waive this requirement for a specific meeting.
 - (B) Notice must include the date, time, location, and (where practicable) the agenda for the meeting.
 - (C) Notice may be given in writing via email or other digital communication methods regularly used by the Committee.
 - (D) Committee meetings are to be held in accordance with clause 11.8 and 11.9 herein.
- (c) Maintain an accurate register of members, using AUSF's preferred Customer Relationship Management (CRM) system which shall include the name and contact details (and age, if under 18) of each registered member.
- (d) Within one month of any amendment having been made to this Constitution, register the amendment with Consumer and Business Services (or other South Australian Government agency as required).
- (e) Ensure Consumer and Business Services (or such other South Australian Government agency as required) has the name and contact details of the current Public Officer, and a copy of the Club's Constitution as amended.
- (f) Appoint a Public Officer within 14 days of a vacancy.
- (g) Make the following documents readily available to all Members:
 - (i) A list of Roles defined by the Executive Committee, setting out the duties and responsibilities of each Role, and the Members currently appointed to such Roles.
 - (ii) A list of Committees and any sub-committees appointed by the Executive Committee, setting out the terms of reference of such Committees and subcommittees, and the current membership of each Committee and subcommittee.
 - (iii) A list of the employees of the Club including an outline of their role and responsibilities
 - (iv) The bylaws of the Club if any.

9.4 Sub-Committees

- (a) The Executive Committee may establish sub-committees as it deems necessary to assist with the operations or specific functions of the Club.
- (b) Each sub-committee must operate under terms of reference approved by the Executive Committee and must report regularly to it.
- (c) Membership of a sub-committee may include members of the Club who are not Executive Committee members, but at least one member of the Executive Committee must be appointed to each sub-committee.
- (d) Sub-committees do not have authority to bind the Club or make decisions on its behalf unless expressly delegated by the Executive Committee.

9.5 Policies and Regulations

- (a) The Executive Committee may make, adopt, amend or repeal policies, regulations, by-laws or codes of conduct as necessary for the effective operation and governance of the Club, provided they are consistent with this Constitution and the Club's obligations of affiliation.
- (b) The Club must adopt and comply with all policies, procedures, and codes of conduct mandated or required by:
 - (i) AUSF including those set out in its Constitution, Affiliation and Club Service Policy, and any applicable Affiliation Agreement; and
 - (ii) any relevant State or National Sporting Organisation to which the Club is affiliated or aligned.
- (c) All policies and regulations of the Club are binding on its Members and must be made available by publication on the Club's website, noticeboard, or by request.
- (d) In the event of any inconsistency between this Constitution and a Club policy or regulation, this Constitution shall prevail. In the event of any inconsistency between a Club policy and a mandatory AUSF or SSO/NSO policy, the latter shall prevail.

10. INTERIM GOVERNANCE SUPPORT AND TRANSITIONAL COMMITTEE

10.1 Continuity of Governance

- (a) In recognition of the potential for temporary committee vacancies due to student turnover or other transitional periods, the Club affirms its ongoing obligation to maintain an executive committee in accordance with the *Associations Incorporation Act 1985 (SA)*.

10.2 Caretaker Support

- (a) If the Club has no active Committee Members:
AUSF may, with the consent of the Members and solely in a caretaker capacity:
 - (i) Safeguard records and property of the Club;
 - (ii) Assist in convening a Special General Meeting for the purpose of electing new committee members;
 - (iii) Maintain administrative and financial management continuity as required for compliance or continuity of operations.

10.3 Limitations on AUSF's Role During Caretaker Periods

- (a) AUSF shall not act as the Club's Committee and shall not make decisions on behalf of the Club except:

- (i) As expressly delegated by resolution of the members at a General Meeting; or
- (ii) As necessary to meet critical legal obligations (e.g., statutory lodgements), provided any such actions are ratified at the next General Meeting.

10.4 Interim Committee Appointment

- (a) If the Club is without a quorum of Committee Members, any remaining Committee Members (or, if none, AUSF in consultation with Members) may convene a Special General Meeting for the purpose of appointing an interim committee, which shall:
 - (i) Serve for a maximum period of 3 months or until the next Annual General Meeting, whichever occurs sooner;
 - (ii) Be responsible only for essential governance and the facilitation of elections;
 - (iii) Be subject to ratification by the Members at the next General Meeting.

10.5 Reporting and Regulatory Notification

- (a) If the Club is unable to reconstitute its Committee within eighteen (18) months of the committee having ceased to operate, the interim committee or AUSF (on its behalf) must notify Consumer and Business Services (CBS SA) to seek guidance or transitional relief.

PART E – GENERAL MEETINGS

11. ANNUAL AND SPECIAL GENERAL MEETINGS

11.1 Annual General Meetings

- (a) The Club must hold an Annual General Meeting (AGM) each year, ideally within five (5) months after the end of its financial year, to ensure transparency and good governance.
- (b) The AU Football Club will hold its AGM at a time and place determined by the Executive Committee each year, provided it complies with clause 11.1(a).
- (c) If the Club becomes a prescribed association under the Act, it must hold the AGM within five (5) months after the end of its financial year as required by the Act.

11.2 Special General Meetings

- (a) Special General Meetings (SGMs) may be convened by the Executive Committee at any time.
- (b) The Executive Committee must convene a SGM within one (1) month of receiving a written requisition signed by at least twenty-five (25) members, stating the purpose of the meeting.
- (c) The requisition must clearly state the business to be discussed and must be signed by all requisitioning members.
- (d) If the Executive Committee fails to convene the meeting within one (1) month, the requisitioning members may convene the SGM in the same manner as a meeting convened by the Committee. The Club must, on request, provide the requisitioners with access to the register of members for this purpose, and must bear the reasonable costs of convening the meeting.

11.3 Notice of Meetings

- (a) Notice of a General Meeting (including an AGM or SGM) must be provided to all members at least twenty-one (21) days prior to the date of the meeting.
- (b) The notice must call for nominations where applicable, and specify the date, time and venue of the meeting, the agenda, and any proposed resolutions.
- (c) Notices may be given personally, by email, or by post to the member's address recorded in the register of members.
- (d) Notice sent by email is deemed served if marked as "sent" in the sender's email system. Notice sent by post is deemed served if correctly addressed and posted via ordinary prepaid mail.

11.4 Quorum

- (a) A quorum for a General Meeting is twenty-five (25) members or twenty-five percent (25%) of the total membership, whichever is less.
- (b) If a quorum is not present within thirty (30) minutes after the appointed time for the meeting, the meeting:
 - (i) if convened on the requisition of members, is dissolved;
 - (ii) in any other case, stands adjourned to the same time and place in the following week, and if at the adjourned meeting a quorum is not present within thirty (30) minutes, those present shall constitute a quorum.

11.5 Voting and Proxies

- (a) Each member present in person or by proxy at a General Meeting is entitled to one (1) vote.
- (b) Voting at General Meetings is by a show of hands unless:
 - (i) a poll is demanded by at least five (5) members or the Chairperson, in which case voting must occur by poll in accordance with clause 11.6; or
 - (ii) a secret ballot is directed by the Chairperson where the matter is sensitive or relates to elections or disciplinary matters.
- (c) In the case of an equality of votes, the Chairperson has an ordinary vote but not a casting vote. If voting is tied, the resolution is not carried.
- (d) A member may appoint in writing another member as their proxy for a particular meeting.
 - (i) The proxy must be lodged with the Chairperson at least forty-eight (48) hours prior to the commencement of the meeting.
 - (ii) The proxy appointment must be in writing or by email and include the member's name, the proxy's name, and the meeting to which it applies.
 - (iii) A person may not act as a proxy for more than five (5) members.

11.6 Polls

- (a) If a poll is demanded, it must be taken in such manner and either at once or after an interval or adjournment as the Chairperson directs, and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- (c) The demand for a poll does not prevent the continuation of the meeting for the transaction of any business other than the question on which the poll is demanded.

11.7 Business of the Annual General Meeting

- (a) The Annual General Meeting shall be chaired by the Chairperson or, in their absence, by the President. If both are absent or unwilling to act, the meeting shall elect a chairperson from among the Executive Committee members present.
- (b) The business of the Annual General Meeting shall include the following:
 - (i) Confirmation of the minutes of the previous Annual General Meeting and any Special General Meetings held since the last Annual General Meeting;
 - (ii) Presentation and adoption of the annual report of the Senior Executive Committee, including the President's report and reports from other officers as appropriate;
 - (iii) Presentation and adoption of the audited or reviewed financial statements for the preceding financial year in accordance with the Act;
 - (iv) Election of members of the Executive Committee in accordance with this Constitution;
 - (v) Appointment of an auditor or reviewer, if required by law or by resolution of the members; and
 - (vi) Consideration of any other business of which proper notice has been given in accordance with this Constitution.

11.8 Virtual and Hybrid Meetings

- (a) General Meetings (including Annual General Meetings and Special General Meetings) and Executive Committee Meetings may be held:
 - (i) in person,
 - (ii) by virtual means (such as video conferencing or teleconferencing platforms), or
 - (iii) as hybrid meetings combining both formats, provided all participants can reasonably and simultaneously communicate with each other throughout the meeting.
- (b) Participation in a virtual or hybrid meeting shall be deemed attendance in person for the purposes of quorum and voting.
- (c) The notice of meeting must include relevant access details for virtual participation.

11.9 Virtual Voting and Proxies

- (a) Voting may occur by voice, show of hands via video, electronic poll, or other secure digital method as determined by the Chairperson, provided that the process ensures fairness, confidentiality (where applicable), and accurate recording of results.
- (b) Proxies are permitted in accordance with this Constitution and are valid for virtual meetings. A proxy may participate and vote using the same virtual access provided to members.

- (c) A member attending via an approved digital platform shall be considered present for quorum and voting purposes.

11.10 **Nomination and Election of Executive Committee Members**

- (a) Nominations for election to the Executive Committee must:
 - (i) be made in writing using the prescribed form (if any);
 - (ii) be signed by two members of the Club as proposer and seconder;
 - (iii) include the nominee's signed consent to the nomination; and
 - (iv) be received by the Chairperson no later than fourteen (14) days prior to the AGM.

Example timeline:

 - (v) 21 days from AGM date = notice of AGM and call for nominations
 - (vi) 14 days from AGM date = nominations close
 - (vii) 7 days from AGM date = final agenda circulated
- (b) If the number of valid nominations received equals or is less than the number of positions to be filled, those nominated shall be declared elected at the Annual General Meeting.
- (c) If the number of nominations exceeds the number of positions available, a secret ballot shall be conducted at the Annual General Meeting.
- (d) The ballot shall be conducted by the Chairperson of the meeting or a Returning Officer appointed by the Executive Committee, using a method that ensures fairness, privacy, and accuracy.
- (e) In the event of a tied vote for any position, the outcome shall be determined by lot, unless otherwise resolved by the members at the meeting.
- (f) Nominations from the floor of the Annual General Meeting may only be accepted if there are fewer nominations than vacancies and the meeting consents to accept such nominations by resolution.

PART F – DISPUTE RESOLUTION AND DISCIPLINE

12. APPLICATION

12.1 This clause applies to any dispute between:

- (a) a Member and another Member of the Club;
- (b) a Member and the Club (including the Executive Committee or any of its members).

12.2 Club Policies to Apply First

Where the Club has adopted a complaints, grievance, or dispute resolution policy, standalone or incorporated into broader Member Protection or Conduct policies, the club's policy must be followed in the first instance, unless the Executive Committee determines otherwise due to the nature of the dispute.

- (a) **Good Faith Discussions**

Parties must attempt to resolve any dispute by discussion and negotiation in good faith before proceeding to formal resolution.

- (b) **Referral to Mediation**

If the dispute remains unresolved after following any applicable Club policy or good faith discussions, either party may refer the dispute to the Executive Committee. The Executive Committee shall appoint an impartial mediator who:

- (i) must not have a direct interest in the dispute; and
- (ii) may be someone agreed upon by the parties or, failing agreement, appointed by a recognised mediation provider or community justice service.

(c) **Mediation Procedure**

- (i) The mediation will be informal and confidential. Legal representation is not permitted unless agreed by all parties. Each party shall bear their own costs unless otherwise agreed.

(d) **Failure to Resolve**

If Mediation fails to resolve the dispute, the matter may be referred for further action under 13 Disciplinary Action (if applicable), or dealt with as deemed appropriate by the Executive Committee, including referral to AUSF and/or an external authority or tribunal.

(e) **Urgent Action**

Nothing in this clause prevents any party from seeking urgent interim relief (e.g., an injunction or restraining order) from a relevant court or tribunal.

13. DISCIPLINARY ACTIONS

13.1 A member may be subject to disciplinary action:

- (a) A member may be suspended or expelled by the Executive Committee, by a vote of at least two thirds of the Executive Committee members present and voting at a duly convened Executive Committee meeting, if a person has been charged by police with a crime; or if the general character or conduct of the person is deemed by the Executive Committee to be detrimental to the Club.
- (b) Any appeal against a disciplinary decision will be managed in accordance with clause 13.3 (Appeals), which provides for independent review by AUSF.
- (c) A suspended member has no membership rights except for the right to appeal in accordance with this clause. In the event of expulsion, there is no right to refund of a membership fee.
- (d) If a member is reported for conduct which may lead to disciplinary action, then if the President, in their discretion, considers that there has been unsatisfactory conduct which may be repeated by the member, the President may do all things necessary (including a request to an appropriate authority) to prevent service of any goods and services, including alcohol (if relevant) to the member at the Club premises or ban the member from the precincts of the Club premises.
- (e) If disciplinary action is deemed warranted but has not been acted upon, the Executive Committee, may take whatever further action it deems appropriate.

13.2 Natural justice and statutory compliance

- (a) All decisions made by the Executive Committee under this Part must be made in accordance with the principles of natural justice and procedural fairness. The Club must ensure that any process relating to disciplinary action provides the Member with:
 - (i) timely notice of the allegation(s) and proposed action;

- (ii) a reasonable opportunity to respond;
 - (iii) an impartial decision-maker; and
 - (iv) access to an appeal mechanism, where applicable.
- (b) All disciplinary procedures must also comply with the requirements of Section 40 of the Act.
- (c) For the purposes of this clause:
 - (i) Timely notice means that the Member must be provided with written notice of the alleged misconduct and any proposed disciplinary action at least seven (7) days before any disciplinary meeting or decision is made, unless a shorter period is reasonably necessary due to the seriousness or urgency of the matter.
 - (ii) Reasonable opportunity to respond means the Member must be given a genuine chance to present their version of events, either in writing or in person (or via teleconference), within a timeframe of not less than five (5) days from the date the notice is received, unless otherwise agreed by the parties or determined by the Executive Committee.

13.3 Appeals

- (a) A Member who is the subject of a disciplinary decision made by the Executive Committee may appeal that decision by submitting a written notice of appeal to the President within seven (7) days of receiving written notification of the decision.
- (b) The notice of appeal must outline the grounds of appeal, which may include:
 - (i) procedural error or unfairness;
 - (ii) denial of natural justice;
 - (iii) new and material evidence not previously available; or
 - (iv) the severity or appropriateness of the sanction imposed.
- (c) For an appeal to be considered valid, the following criteria must be met:
 - (i) the disciplinary decision being appealed is one that may be appealed under this Constitution;
 - (ii) the appeal is submitted in writing to the President within seven (7) days of the Member receiving written notification of the decision; and
 - (iii) the notice of appeal clearly states the grounds for appeal as outlined in clause 13.3(b), including sufficient detail to allow proper consideration of the matter.
- (d) Upon receiving a valid appeal, the President must refer the matter to AUSF for independent review. AUSF may, at its discretion:
 - (i) seek further submissions from the parties;
 - (ii) conduct its own inquiries; and
 - (iii) make a determination to uphold, vary, or overturn the original decision.
- (e) The decision of AUSF shall be final and binding on all parties, subject only to any legal rights under the Act.
- (f) A Member's disciplinary sanction shall remain in effect pending the outcome of the appeal, unless AUSF directs otherwise.

PART G – FINANCIAL MANAGEMENT AND REPORTING

14. FINANCIAL

The Club shall maintain proper financial records in accordance with the Act and good governance standards.

- (a) The Treasurer shall ensure the accurate recording of all financial transactions and report regularly to the Executive Committee.
- (b) Annual financial statements shall be prepared and, if required by law or the Executive Committee, audited by a suitably qualified person. These statements shall be presented at the Annual General Meeting.
- (c) The financial year of the Club shall align with that of AUSF unless otherwise resolved by the Executive Committee.
- (d) All funds of the Club must be deposited into a bank account held in the Club's name and approved by the Executive Committee. All account outgoings shall require authorisation by at least two Senior Executive Committee members.
- (e) Club bank accounts must be established with a minimum of two (2) signatories.
- (f) The income and property of the Club shall be applied solely towards the promotion of its objects and no portion shall be distributed directly or indirectly to any member except as genuine compensation for services rendered or expenses incurred.

15. AUDITOR

- (a) The Club shall appoint a qualified auditor only if required by law or if resolved by the members or the Executive Committee.
- (b) The Auditor shall have the right at any reasonable time to inspect and request production of all books, accounts, and documents relating to the financial and administrative affairs of the Club.
- (c) If the Club is, or becomes, a prescribed association under the Act, whether by exceeding the annual revenue threshold or by declaration, its financial statements must be audited annually by a qualified auditor and presented in accordance with the Act.

PART H – GENERAL

16. EXECUTION OF DOCUMENTS

- (a) The club may execute documents without the use of a common seal.
- (b) A document is validly executed by the club if it is signed by two authorised officers, or by one authorised officer acting with the authority of the Executive Committee.

17. WINDING UP

Subject to this Constitution, the Club may be wound up or deregistered in accordance with the Act.

18. DISTRIBUTION OF ASSETS ON WINDING UP

The Club shall be wound up in the manner provided in the Act.

- (a) If upon winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed among the Members.
- (b) If upon winding up of the Club, there remain surplus assets as defined in the Act, such surplus assets may by special resolution of the General Meeting (at which the Club is wound up) be allocated to another not-for-profit body with similar purposes; but if there is no such resolution, such surplus assets shall become the property of AUSF, provided the Club is affiliated with AUSF at the time of winding up. This ensures assets are retained within the AUSF community in the event of disbandment.

19. ALTERATION OF CONSTITUTION

Any alteration to this Constitution must be made by special resolution in accordance with the Act. As a condition of affiliation, proposed changes must be submitted to AUSF for review prior to submission to a General Meeting.