

Constitution of the  
**Ormeau Bulldogs**  
**Australian Football Club**  
**Club Inc.**



**1 INTERPRETATION**

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(1) In these rules: **Act** means the *Associations Incorporation Act 1981*.  
**Present.**

- (a) at a Management Committee meeting, see rule 23(6); or
- (b) at a General Meeting, see rule 37(2).

(2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

(3) Definitions—

**Act** means the Associations Incorporation Act 1981 (Qld).

**AFL** (Australian Football League) means the national governing body for Australian Rules football.

**AFLQ (AFL Queensland)** means the state governing body for Australian Rules football.

**Club** means the name of the incorporated association.

**Committee** means the Management Committee.

**Constitution** means this document as the registered Constitution of the Club as adopted and amended from time to time.

**Rules** mean these rules and any amendment to these rules.

**Special Resolution** means the same as that detailed in Section 3 of the *Associations Incorporation Act 1981* (75% of members present and entitled to vote must vote in favour of the motion to be passed).

**Term** means the period from the conclusion of one Annual General Meeting to the conclusion of the next Annual General Meeting.

## **2 NAME, COLOURS AND INSIGNIA**

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- (1) The name of the incorporated association is Ormeau Bulldogs Australian Football Club Inc.
- (2) The predominant colours of the Club's playing strip are:  
Red = PMS 186  
Blue = PMS 286  
Bulldog Blue Trim = PMS 281  
White  
These colours may include a white or black trim.
- (3) The Club's insignia is



- (4) The Club's colours and/or insignia may only be changed by a special resolution at a General Meeting however the change is only valid if it has received approval from AFLQ prior to the General Meeting.

## **3 OBJECTS**

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- (1) The objects of the Club are:
  - (a) To promote, cultivate and foster the game of Australian Rules football.
  - (b) To establish and maintain teams in competitions conducted by AFLQ.
  - (c) To educate, train, coach and encourage members of the Club in broader aspects of life, not just specifically football.
  - (d) To promote good fellowship among those interested in Australian Rules football.
  - (e) To provide a safe environment for all members to enjoy the game of Australian Rules football.
  - (f) To adopt the policies and implement the rules and regulations issued by AFLQ and/or the AFL as they apply to the Club.
  - (g) To do all such things and acts conducive to the furtherance of the objects and interests of the Club, AFLQ and the AFL.

#### 4 POWERS

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- (1) The Club has the powers of an individual.
- (2) The Club may, for example—
  - (a) enter into contracts; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) make charges for services and facilities it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Club may take over the funds and other assets and liabilities of the present unincorporated association known as the Ormeau Bulldogs Junior AFL Club (the ***unincorporated association***).
- (4) The Club may also issue secured and unsecured notes, debentures and debenture stock for the Club.

#### 5 CLASSES OF MEMBERS

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The membership of the Club consists of Ordinary Members, Associate Members, Life Members and Honorary Members.

- (1) Ordinary Members:
  - (a) Player Members. Membership is restricted to registered players of the Club who have paid the prescribed fee for a Player Member.

Player Members under the age of 18 have no voting rights at General Meetings and may not be elected to the Management Committee.
  - (b) Adult Members. Membership is restricted to persons over the age of 18 who are a nominated legal Parent/Guardian of a Player Member. There is no prescribed fee for an Adult Member.

Adult Members have full voting rights at General Meetings and may be elected to the Management Committee.

Where more than one legal Parent/Guardian of a Player Member (including any siblings) is nominated, voting rights are restricted to one vote per family unit.
  - (c) The number of Ordinary Members is unlimited.
- (2) Associate Members
  - (a) Associate Junior Members. Membership is restricted to persons under the age of 18 who have paid the prescribed fee for an Associate Junior Member.

Associate Junior Members have no voting rights at General Meetings and may not be elected to the Management Committee.

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- (b) Associate Adult Members. Membership is restricted to persons over the age of 18 who have paid the prescribed fee for an Associate Adult Member.

Associate Adult Members have no voting rights at General Meetings, but may be elected to the Management Committee.

- (c) The number of Associate Members is unlimited.

(3) Life Members

- (a) The Club at a General Meeting upon the recommendation of the Management Committee may grant life membership to any member for meritorious and/or outstanding services rendered to or on behalf of the Club.

The granting of life membership shall be exercised with the utmost discretion after full consideration of the conditions outlined in the preceding paragraph.

There is no prescribed fee for a Life Member.

Life Members have full voting rights at General Meetings and may be elected to the Management Committee.

- (b) The number of life Members is unlimited.

(3) Honorary Members

- (a) Honorary Membership may be granted to any individual upon the discretion and approval of the Management Committee.

There is no prescribed fee for an Honorary Member.

Honorary Members have no voting rights at General Meetings and may not be elected to the Management Committee.

- (b) The number of Honorary Members is unlimited.

**6 AUTOMATIC MEMBERSHIP**

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A person who, on the day the Club is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the Management Committee, agrees in writing to become a member of the incorporated Club, must be admitted by the Management Committee—

- (a) to the equivalent class of membership of the Club as the member held in the unincorporated association; or
- (b) If there is no equivalent class of membership—as an ordinary member.

## **7 NEW MEMBERSHIP (INCLUDES RENEWAL OF MEMBERSHIP)**

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- (1) An application for Player Membership must be—
  - (a) in writing; and
  - (b) signed by the applicant and the applicant's nominated legal Parent/Guardian(s) if under the age of 18; and
  - (c) in the form decided by the Management Committee.
- (2) An application for Adult Membership (nominated legal Parent/Guardian) is deemed to have been undertaken in sub rule (1) if the Player Member is under the age of 18.
- (3) An application for Adult Membership must be—
  - (a) in writing; and
  - (b) signed by the applicant and the applicant's proposer and seconder both of whom must be financial members of the Club; and
  - (c) in the form decided by the Management Committee.
- (4) An application for Associate Junior Membership must be—
  - (a) in writing; and
  - (b) signed by the applicant and the applicant's legal Parent/Guardian; and
  - (c) in the form decided by the Management Committee.
- (5) An application for Associate Adult Membership must be—
  - (a) in writing; and
  - (b) signed by the applicant and the applicant's proposer and seconder both of whom must be financial members of the Club; and
  - (c) in the form decided by the Management Committee.
- (6) A nomination for Life Membership must be—
  - (a) in writing; and
  - (b) signed by the nominee's proposer and seconder both of whom must be financial members of the Club; and
  - (c) in the form decided by the Management Committee; and
  - (d) referred to the Management Committee for examination and consideration; and
  - (e) subject to the support of the Management Committee, be included on the agenda of the next Annual General Meeting as a special resolution;

## **8 MEMBERSHIP FEES**

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- (1) The membership fee for each class of membership—
  - (a) is the amount decided by the Management Committee at or before the second meeting following the Annual General Meeting and if not decided will remain the same fee as the previous year; *and*
  - (b) is payable when, and in the way, the Management Committee decides.
- (2) A member of the incorporated Club who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the Management Committee, is not liable to pay a further

amount of annual subscription for the period before the day fixed by the Management Committee as the day on which the next annual subscription is payable.

## **9 DUES RECOVERABLE AT LAW**

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Notwithstanding anything herein contained all subscriptions owing by any member under these rules and all monies (other than membership fees) owing and payable by any member of the Club or any other account whatsoever shall be recoverable by the Club by action in court of law against such member whether such member shall at the time of commencement of the action have ceased to be a member or not.

## **10 ADMISSION AND REJECTION OF NEW MEMBERS**

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- (1) The Management Committee must consider an application for Ordinary and Associate Membership at the next committee meeting held after it receives—
  - (a) the application for membership; and
  - (b) the appropriate membership fee in full or in part if approved by the Management Committee, for the application.
- (2) The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Club, and before the Management Committee considers the person's application, the person is advised—
  - (a) whether or not the Club has public liability insurance; and
  - (b) if the Club has public liability insurance—the amount of the insurance.
- (3) The Management Committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (5) All Ordinary and Associate Memberships commence from the acceptance of the membership application by the Management Committee (rule 9) and expire at the conclusion of the next Annual General Meeting.
- (6) All Life Memberships commence from the acceptance of the nomination by members at the Annual General Meeting (rule 7(6)) and never expire. Life Membership may cease because of resignation or termination (rule 10).
- (7) All Honorary Memberships commence from the time the resolution is carried by the Management Committee and expire at the conclusion of the next Annual General Meeting.
- (8) The Secretary of the Club must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision—
  - (a) for Player Members and Adult Members (Parent/Guardian of a Player Member) written notice may be in the form of a payment receipt or by electronic advice and

must include membership commencement date and notice that the membership expires at the conclusion of the next Annual General Meeting.

(b) for all other memberships (excluding Life Membership) a written notice including membership commencement date and notice that the membership expires at the conclusion of the next Annual General Meeting must be given.

- (9) The Secretary must, as soon as practicable after the Members decide to accept or reject an application for Life Member, give the applicant a written notice of the decision including membership commencement date and notice that the membership does not expire unless the Life Member resigns or their membership is terminated (Rule 10).

## **11 COMPLAINTS**

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Any complaints by members shall be in writing, signed by the member(s) complaining, and submitted to the Committee for consideration. The result of the Committee's decision shall be communicated to the member(s) making the complaint.

## **12 TERMINATION OR SUSPENSION OF MEMBERSHIP (EXCLUDING NATURAL EXPIRY)**

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- (1) A member may resign from the Club by giving a written notice of resignation to the Secretary.
- (2) The resignation takes effect at—
- (a) the time the notice is received by the Secretary; or
  - (b) if a later time is stated in the notice—the later time.
- (3) The Management Committee may terminate a member's membership or suspend a member's membership for such time as the committee sees fit if the member—
- (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least 2 months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Club; or
  - (e) conducts themselves in a manner that is considered by the Management Committee as to be unbecoming of a member of the Club.
  - (f) Conducts themselves in a manner that contravenes the AFL code of conduct.
- (4) Before the Management Committee terminates or suspends a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated or suspended.
- (b) When notice is given by the Committee to a member of the Club's intentions to hold an inquiry referred to in this clause full detail of the alleged misconduct must be specified in the Notice.
  - (c) Written notice of the Committee's action shall be given to the member at least three (3) days prior to the inquiry, to provide the opportunity to prepare a defence.



- (d) At the enquiry, witnesses to the alleged misconduct shall be called to give evidence and the member charged shall be given the opportunity to cross-examine or question any witness on their evidence.
  - (e) The member charged is entitled to call witnesses on their behalf.
  - (f) Should any member fail to appear at an enquiry conducted in accordance with this clause the Management Committee may proceed, in that member's absence, to conduct the said inquiry and to make its findings as empowered.
- (5) If, after considering all representations made by the member, the Management Committee decides to terminate or suspend the membership, the Secretary of the committee must give the member a written notice of the decision; and if a suspension, the period of the suspension.

### **13 APPEALS AGAINST REJECTION, TERMINATION OR SUSPENSION OF MEMBERSHIP**

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- (1) A person whose application for membership has been rejected, or whose membership has been terminated or suspended, may give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after receiving the notice, call a General Meeting to decide the appeal.

### **14 GENERAL MEETING TO DECIDE APPEAL**

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- (1) The General Meeting to decide an appeal must be held within three (3) months after the Secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated or suspended.
- (3) The Management Committee and the members of the committee who rejected the application, terminated or suspended the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated or suspended.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

## **15 REGISTER OF MEMBERS**

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- (1) The Management Committee must keep a register of members of the Club.
- (2) The register must include the following particulars for each member—
  - (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the date of commencement as a member;
  - (d) the date of death or time of resignation of the member;
  - (e) details about the termination, suspension or reinstatement of membership;
  - (f) Any other particulars the Management Committee or the members at a General Meeting decide.
- (3) On the reasonable written request of a member of the Club, the Secretary must allow a member to inspect the details kept on the register in relation to their membership only, or in the case of a Parent/Guardian of a Player Member under 18 years of age the Player Member's membership details.
- (4) A member must contact the Secretary to arrange an inspection of the register at a time mutually agreed between the member and the Secretary. The Secretary shall make every effort to comply with the written request.
- (5) However, the Management Committee may, on the application of a member of the Club, or by its' own direction, withhold information about a member (other than the member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm or is unreasonable.

## **16 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

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- (1) A member of the Club including those elected to positions on the Management Committee must not—
  - (a) use information obtained from the register of members of the Club to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) A member of the Club including those elected to positions on the Management Committee must not use information obtained from the register of members of the Club to contact, or send material to, another member of the Club for the purpose of politicking for, or against, any member.

## **17 MEMBERSHIP OF MANAGEMENT COMMITTEE**

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- (1) The Management structure of the Club shall be as follows:

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- a) The President (Chairman), a Junior Member,
  - b) Vice President Masters, a Master's member,
  - c) Vice President Seniors, a Senior's member,
  - d) Vice President Juniors, a Juniors Member,
  - e) Secretary, a Junior Member,
  - f) Treasurer, a Junior Member,
  - g) Registrar, a Junior Member
  - h) Coaching Co-Ordinator, a Junior Member.
- (2) The members of the Management Committee, other than a Secretary appointed by the Management Committee, must be a member of the Club.
- (3) At each Annual General Meeting of the Club, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- (4) A member of the Club may be appointed to a casual vacancy on the Management Committee.

**18 OFFICE BEARER RESPONSIBILITIES**

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- (1) President shall preside over all meetings of the Club as Chairperson, put to the vote all motions duly proposed and seconded in accordance with the rules, and declare the result.
- (2) In the case of a tied vote the Chair shall have a casting vote in addition to a deliberative vote.
- (3) Vice-Presidents shall act in accordance with the President at all times and with like power during the President's absence from any meeting.

**18 APPOINTMENT OR ELECTION OF SECRETARY**

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- (1) The Secretary must be an individual residing in Queensland, who is —
- (a) a member of the Club elected by the Club as Secretary; or
- (2) If the Club has not elected an interim officer as Secretary for the Club before its' incorporation, the members of the Management Committee must ensure a Secretary is appointed or elected for the Club within one (1) month after incorporation.
- (3) If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Club within one (1) month after the vacancy happens.
- (4) If the Management Committee appoints a person as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a voting member of the Management Committee.

- (7) In this rule— casual vacancy, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

## **19 REMOVAL OF SECRETARY**

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- (1) The Management Committee of the Club may at any time remove a person appointed by the committee as the Secretary.

## **20 FUNCTIONS OF SECRETARY**

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- (1) The Secretary's functions include, but are not limited to —
- (a) calling meetings of the Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Club; and
  - (b) keeping minutes of each meeting; and
  - (c) keeping copies of all correspondence and other documents relating to the Club;
- (2) At the direction of the Management Committee, some, or all, of the functions in sub rule (1) may be delegated to another member of the Management Committee, excluding the President or Treasurer. Delegated duties remain under the direction of the Secretary.

## **21 FUNCTIONS OF TREASURER**

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The powers and duties of the Treasurer are to:

- (a) produce an Annual budget for the Committee by 30 September for the following year;
- (b) produce a financial report for all Management Committee meetings;
- (c) produce a bank statement at Management Committee meetings as required;
- (d) keep detailed accounts of all monies received and paid;
- (e) prepare detailed financial statements for presentation to the Auditor prior to presentation to the Annual General Meeting;
- (f) receive all monies and issue receipts on the Club's official receipt forms;
- (g) pay all accounts as directed by the Committee;
- (h) bank all monies at the nominated Bank, Building Society or Financial institution as soon as reasonable possible;
- (i) act as the principle signatory to all Club cheques, or if online payments are undertaken process such payments and produce proof of payments at the following Executive or Management meetings.

## **22 THE FUNCTIONS OF THE REGISTRAR**

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- (i) keep a detailed record of all Club members with all personal and communication details available on request;
- (ii) prepare annual Club publication detailing membership, sponsorship, playing and social calendar details;

- (iii) keep a current record of the Club's history details for publication when and as required by the Committee;
- (iv) ensure that all players are registered with the League and must be officially recorded as a player for the Club;
- (v) ensure all players meet the playing criteria as determined by the League.

## **23 ELECTING THE MANAGEMENT COMMITTEE**

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- (1) A member of the Management Committee may only be elected as follows—
  - (a) any two (2) members of the Club may nominate another member (the ***candidate***) to serve as a member of the Management Committee;
  - (b) the nomination must be—
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held;
  - (c) each member of the Club present and eligible to vote at the Annual General Meeting may vote for 1 candidate for each vacant position on the Management Committee;
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
  - (a) is an adult; and
  - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Club for at least 7 days immediately preceding the Annual General Meeting.
- (4) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised—
  - (a) whether or not the Club has public liability insurance; and
  - (b) if the Club has public liability insurance—the amount of the insurance.

## **24 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER**

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- (1) A member of the Management Committee may resign from the committee by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect at—
  - (a) the time the notice is received by the Secretary; or
  - (b) if a later time is stated in the notice—the later time.

- (3) A member may be removed from office at a General Meeting of the Club if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office

## **25 VACANCIES ON MANAGEMENT COMMITTEE**

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- (1) If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the Club to fill the vacancy until the next Annual General Meeting.
- (2) In this rule— **casual vacancy**, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise discontinues holding office.
- (3) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (4) However, if the number of committee members is less than the quorum of the Management Committee, the continuing members may act only to—
  - (a) increase the number of Management Committee members to the number required for a quorum; or
  - (b) call a General Meeting of the Club.

## **26 FUNCTIONS OF MANAGEMENT COMMITTEE**

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- (1) Subject to these rules or a resolution of the members of the Club carried at a General Meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Club.
- (2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Club on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

**Note—**

**The Act prevails if the Club's rules are inconsistent with the Act—see section 1B of the Act.**

- (3) The Management Committee may exercise the powers of the Club—
  - (a) to borrow, raise or secure the payment of amounts in a way the members of the Club decide; and

- (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Clubs property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the members of the Club may from time to time decide.
- (4) For sub rule (3) (d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- (a) the financial institution for the Club; or
  - (b) if there is more than 1 financial institution for the Club—the financial institution nominated by the Management Committee.

## **26 MEETINGS OF MANAGEMENT COMMITTEE**

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- (1) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least three times every 4 months to exercise its functions.
- (3) The Management Committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Management Committee.
- (5) The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that the Management Committee considers reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in sub rule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided by the President.
- (8) A member of the Management Committee must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

- (9) The President is to preside as chairperson at a Management Committee meeting.
- (10) If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

## **27 QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING**

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- (1) At a Management Committee meeting, more than 50% of the members elected to the Management Committee as at the close of the last General Meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee—
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **28 SPECIAL MEETING OF MANAGEMENT COMMITTEE**

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- (1) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- (3) A request for a special meeting must state—
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (5) A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.



## **29 MINUTES OF MANAGEMENT COMMITTEE MEETINGS**

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- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

## **30 APPOINTMENT OF SUBCOMMITTEES**

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- (1) The Management Committee may appoint a subcommittee consisting of members of the Club considered appropriate by the committee to help with the conduct of the Club's operations.
- (2) A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (3) A subcommittee may elect a Chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate unless directed otherwise by the Management Committee.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (7) A question that is decided in the affirmative may only be a recommendation to the Management Committee which is then tabled, discussed and put as a question to the Management Committee pursuant to Rule 23 (7).

## **31 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

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- (1) An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (2) Sub rule (1) applies even if the act was performed when—
  - (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
  - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

## **32 RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

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- (1) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in sub rule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

## **33 FIRST ANNUAL GENERAL MEETING**

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The first Annual General Meeting must be held within 6 months after the end date of the Club's first reportable financial year.

## **34 SUBSEQUENT ANNUAL GENERAL MEETINGS**

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Each subsequent Annual General Meeting must be held—

- (a) at least once each year; and
- (b) within 3 months after the end date of the Club's reportable financial year.

## **35 APPOINTMENT OF AUDITORS**

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- (a) Members at the Annual Meeting shall appoint a suitably qualified independent person to act as Club Auditor for the ensuing year. An internal auditor may also be appointed for one (1) year. The Treasurer shall give to the auditor(s), at all times, full access to the Club's books of accounts and vouchers and afford them every facility for the purposes of making a true audit of the Club's financial affairs.
- (b) The Auditor shall examine the books, accounts, receipts and other financial records of the Club for the year in which he is appointed.
- (c) The Auditor, finding any deficiency in money or goods, shall report the same to the Management Committee.
- (d) The audit shall be performed in sufficient time for the report to be presented at the Annual General Meeting for that year.

## **36 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LEVEL 1 INCORPORATED CLUBS AND PARTICULAR LEVEL 2 AND 3 INCORPORATED ASSOCIATIONS**

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- (1) This rule applies only if the Club is—
  - (a) a level 1 incorporated Club; or
  - (b) a level 2 incorporated association to which section 59 of the Act applies; or
  - (c) A level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each Annual General Meeting of the Club—
  - (a) receiving the Club's financial statement and audit report, for the last reportable financial year;
  - (b) presenting the financial statement and audit report to the meeting for adoption;
  - (c) electing members of the Management Committee;

- (d) for a level 1 incorporated Club—appointing an auditor or an accountant for the present financial year;
- (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

**37 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 2 INCORPORATED ASSOCIATIONS**

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- (1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.
- (2) The following business must be conducted at each Annual General Meeting of the Club—
  - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the Management Committee;
  - (d) appointing an auditor, an accountant or an approved person for the present financial year.

**38 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 3 INCORPORATED ASSOCIATIONS**

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- (1) This rule applies only if the Club is a level 3 incorporated association to which section 59B of the Act applies.
- (2) The following business must be conducted at each Annual General Meeting of the Club—
  - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the Management Committee.

**39 NOTICE OF GENERAL MEETING**

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- (1) The Secretary may call a General Meeting of the association.
- (2) The Secretary must give at least 14 days' notice of the meeting to each member of the Club.
- (3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (4) The Management Committee may decide the way in which the notice must be given and must include posting the notice in a conspicuous place in the office or usual place of meeting of the Club.

- (5) However, notice of the following meetings must be given in writing—
- (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision—
    - (i) to reject the person's application for membership of the Club; or
    - (ii) to terminate the person's membership of the Club;
  - (b) a meeting called to hear and decide a proposed special resolution of the Club.
- (6) A notice of a General Meeting must clearly state the business and the resolutions, including special resolutions, to be dealt with at the General Meeting.

#### **40 QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

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- (1) The quorum for a General Meeting is at least the number of members elected or appointed to the Management Committee at the close of the Club's last General Meeting plus 1.
- (2) However, if all members of the Club are members of the Management Committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the Management Committee or the Club, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Management Committee or the Club—
- (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

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- (10) If, at an adjourned annual general meeting mentioned in sub rules (5) & (6-7), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting is further adjourned pursuant to sub rule (5).
- (11) If, at an adjourned special general or general meeting mentioned in sub rules (5) & (6-7), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

**40 PROCEDURE AT GENERAL MEETING**

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- (1) A member may take part and vote in a General Meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting.
- (3) At each General Meeting—
- (a) the President is to preside as chairperson; and
  - (b) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

**41 ORDER OF BUSINESS AT THE ANNUAL MEETING:**

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- (a) Apologies
- (b) Minutes of previous Annual Meeting and any business arising
- (c) President's Report
- (d) Treasurer's Report and Auditor's Report as defined by section 59 of the Act
- (e) Ratification of honorariums or part thereof paid to office bearers who held office during the financial year
- (f) Secretary/ Office Bearers' Reports as required
- (g) Election of Office Bearers
- (h) Election of Auditor
- (i) Election of Patron (if applicable)
- (j) Notices of Motion
- (k) Closure of Meeting

**42 VOTING AT GENERAL MEETING**

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- (1) At a General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote (rule 5) is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a General Meeting if the member's annual subscription is in arrears at the date of the meeting.

- (4) The method of voting is to be decided by the Management Committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

#### **43 GENERAL MEETING TO FOLLOW AGM**

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At the conclusion of the Annual Meeting business the Chairman shall declare a General Meeting open to enable members to ask questions and ascertain information relevant to the operations of the Club. This meeting shall be limited to thirty (30) minutes and may only be extended at the discretion of the Chairman. There can be no formal Notices of Motion put during the General Business item.

#### **44 SPECIAL GENERAL MEETING**

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- (1) The Secretary must call a Special General Meeting by giving each member of the Club notice of the meeting within 14 days after—
  - (a) being directed to call the meeting by the Management Committee; or
  - (b) being given a written request signed by—
    - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
    - (ii) at least the number of ordinary members of the Club equal to double the number of members of the Club on the Management Committee when the request is signed plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the Management Committee—
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) A request mentioned in sub rule (1) (b) must state—
  - (a) why the Special General Meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A Special General Meeting must be held within 3 months after the Secretary—
  - (a) is directed to call the meeting by the Management Committee; or
  - (b) is given the written request mentioned in sub rule (1) (b); or
  - (c) is given the written notice of an intention to appeal mentioned in sub rule (1) (c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

**45 PROXIES**

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- (1) An instrument appointing a proxy must be a Statutory Declaration (Oaths Act 1867) signed by a Justice of the Peace/Commissioner for Declarations. The Statutory Declaration must be in writing and must contain the following or similar words—

[Name of Club]:  
I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the Club, appoint  
of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual) General Meeting of  
the Club, to be held on the \_\_\_\_\_ day of  
20\_\_\_\_\_  
and at any adjournment of the meeting.

- (3) A proxy may be a member of the Club or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be a Statutory Declaration (Oaths Act 1867) signed by a Justice of the Peace/Commissioner for Declarations in the following or similar form—

[Name of Club]:  
I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the Club, appoint  
of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual) General Meeting of  
the Club, to be held on the \_\_\_\_\_ day of  
20\_\_\_\_\_  
and at any adjournment of the meeting.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_.

Signature

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions—

[List relevant resolutions]

- (8) For the avoidance of doubt, the instrument appointing the proxy can only be used by the person mentioned as the proxy in the instrument, thus it cannot be passed by a proxy instrument to a third person.

#### **46 MINUTES OF GENERAL MEETINGS**

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- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes—
  - (a) the minutes of each General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting, verifying their accuracy; and
  - (b) the minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Club that is a General Meeting or Annual General Meeting, verifying their accuracy.
- (3) If asked by a member of the Club, the Secretary must, within 28 days after the request is made—
  - (a) make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- (4) The Club may require the member to pay the reasonable costs of providing copies of the minutes.

#### **47 APPOINTMENT OF EMPLOYEES**

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- (a) The Committee shall have the power to appoint and/or remove any employee as may, in the opinion of the Committee, be necessary and to pay such a salary or wages as determined as fair, equitable and legal.
- (b) The conduct of any employee of the Club shall in no case be made a matter of reprimand by any member. The Committee however shall keep the conduct and performance of any or all employees under regular review.

#### **48 BY-LAWS**

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- (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Club.
- (2) A by-law may be set aside by a vote of Management Committee members.

#### **49 ALTERATION OF THESE RULES (CONSTITUTION)**

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- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a General Meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the Management Committee.



## **50 COMMON SEAL**

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- (1) The Management Committee must ensure the Club has a common seal.
- (2) The common seal must be—
  - (a) kept securely by the Management Committee; and
  - (b) used only under the authority of the Management Committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
  - (a) the Secretary; or
  - (b) another member of the Management Committee.

## **51 FUNDS AND ACCOUNTS**

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- (1) The funds of the Club must be kept in a bank account in the name of the Club in a financial institution decided by the Management Committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- (3) All moneys must be deposited in the financial institution bank account as soon as practicable after receipt and no later than Three (3) working days after receipt. No more than \$600 may be kept by canteen convener or treasurers at their place of residence for petty cash or canteen float.
- (4) A payment by the Club of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
  - (a) the President;
  - (b) the Secretary;
  - (c) the Treasurer;
  - (d) any 1 of 3 other members of the Club who have been authorised by the Management Committee to sign cheques issued by the Club.
- (6) However, 1 of the persons who signs the cheque must be the President, the Secretary or the Treasurer.
- (7) A register of all electronic funds transfers must be kept. A record of each transaction including the following details must be made—
  - (a) the account name, BSB and account number funds were transferred from;
  - (b) the account name, BSB and account number funds were transferred to;
  - (c) the amount;
  - (d) the transaction date, and
  - (e) a transaction description.

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Each record must be authorised and signed in terms of sub rules (5) and (6) prior to the electronic transfer of the funds.

- (8) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (9) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- (10) All expenditure must be approved or ratified at a Management Committee meeting.
- (11) No moneys are to be distributed among the members of the Club.
- (12) No member shall be entitled to any benefit or advantages from the Club which is not shared equally by every member thereof.
- (13) No money shall be kept at the club premises overnight.
- (14) All money collected on match day or at events held by the club on or off premises must be counted by canteen convenor or Treasurer who must sign a Cash funds receipt and also have the funds checked by a third party who will also sign the cash funds receipt.

### **52 GENERAL FINANCIAL MATTERS**

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- (1) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the Club must be used solely in promoting the Club's objects and exercising the Club's powers.

### **53 DOCUMENTS**

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The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.

### **54 RESTRICTION ON USING CLUB NAME**

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No member shall arrange, on his or her own responsibility, to use the Club name in any way without the concurrence of the Committee.

### **55 FINANCIAL YEAR**

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The end date of the Club's financial year is **30<sup>th</sup> September** in each year.

### **56 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

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- (1) This rule applies if the Club—
  - (a) is wound-up under part 10 of the Act; and

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- (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the Club.
- (3) The surplus assets must be given to another entity—
  - (a) having objects similar to the association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members; and
  - (c) has been approved by AFLQ.
- (4) In this rule— **surplus assets** see section 92(3) of the Act.

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**THERE ARE NO FURTHER RULES TO THIS CONSTITUTION**

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