

This is the annexure marked 'A' referred to in the statutory declaration of

BLACKFRIARS OLD SCHOLARS FOOTBALL CLUB INCORPORATED (Club)

made on the day of 2018

Before me

_____ (Public Officers name)

_____ (Public Officers Signature)

BLACKFRIARS OLD SCHOLARS FOOTBALL CLUB

CONSTITUTION

Adopted 2005, Updated 2008 & 2018 (Draft)





BLACKFRIARS OLD SCHOLARS

FOOTBALL CLUB

CONSTITUTION (2018)

1. NAME

The name of the incorporated association is Blackfriars Old Scholars Football Club Incorporated (BOSFC), referred to herein as the “Club”.

The Blackfriars Priory School name and crest is used with the express permission of the school and this permission may be revoked by the school at any time.

2. DEFINITIONS

- a. ‘The Act’ means the Associations Incorporation Act 1985 (SA)
- b. ‘AGM’ means the annual general meeting of the Club
- c. ‘By-Laws’ are the rules annexed hereto, created and amended from time to time by the Committee, to enable it to effectively manage the affairs of the Club.
- d. ‘The Committee’ means the Executive Committee of the Club
- e. ‘General meeting’ means a general meeting of Members of the Club convened in accordance with these rules
- f. ‘Member’ means a Member of the Club
- g. ‘Month’ shall mean a calendar month
- h. ‘Notice’ means any Notice required or authorised by this Constitution, served on the Member personally, by email or other electronic means or by its insertion on the Club’s website or in any publication which is published by or on behalf of the Club and which is circulated by the Club to its Members.
- i. ‘The players’ means those who play football for the Club.

3. OBJECTS OR PURPOSES OF THE CLUB

The Objects of the Club are to:

- a. Encourage, promote and advance the Sport of Australian Rules Football in association with Blackfriars Priory School and the South Australian Amateur Football League;
- b. Maintain and enhance the reputation of Australian Rules Football and the standards of play and behaviour of Members;
- c. Operate in a way that is in keeping with the values and standards of Blackfriars Priory School; and
- d. Undertake and or do other things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4. POWERS OF THE CLUB

The Club shall have all the powers conferred by section 25 of the Act.

5. MEMBERSHIP

5.1. APPLICATION AND ACCEPTANCE

Membership shall be open to any person involved in the Club, or who wishes to further the interests of the Club. Application for Membership shall be provided to the Committee as outlined in the Club By-Laws.

Acceptance of the application shall be by the Committee. Upon acceptance and payment of fees as fixed by the Club, the applicant shall become a Member of the Club.



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Each Member of the Club shall:

- a. Be bound by the Constitution and By-Laws of the Club;
- b. Become liable for such fees and subscriptions as may be fixed by the Committee.
- c. Not act in a manner unbecoming of a Member or prejudicial to the Objects or the interests or reputation of the Club; and
- d. Be entitled to all advantages and privileges of Membership.

A Member may at any reasonable time inspect the records and documents of the Club.

The Committee reserves the unconditional right to reject any application should they consider the applicant is likely to damage the reputation of the Club. The Committee are not required, nor can they be compelled, to provide any reason for rejection.

5.2. MEMBERSHIP CATAGORIES:

5.2.1. ORDINARY MEMBER:

An ordinary Member shall be any financial Membership type as prescribed in the By-Laws.

Any person who is a financial Member of the Club is entitled to hold any office and enjoy the privileges of the Club

5.2.2. LIFE MEMBER

Life Membership shall be awarded for outstanding service to the Club in accordance with the nomination and eligibility criteria prescribed in the By-Laws.

Any person who is awarded life Membership of the Club is entitled to hold any office and enjoy the privileges of the Club in addition to any privileges set out in the By-Laws.

5.2.3. FOUNDATION MEMBER:

Foundation Membership shall be an honorary title only.

Foundation Members shall only be eligible to hold office if they are also an Ordinary or Life Member of the Club.

5.3. SUBSCRIPTIONS

The Committee shall:

- a. Fix annual Membership subscriptions;
- b. Fix such other fees or levies as the Committee considers appropriate for the effective and sustainable management of the affairs of the Club; and
- c. Determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.

Any Member whose subscription is outstanding for more than three months after the due date shall cease to be a Member of the Club. The Committee may reinstate such a person's Membership on terms that it thinks fit.

5.4. RESIGNATIONS

A Member may resign from Membership of the Club by giving written Notice thereof to the Secretary or the Committee. Any Member so resigning shall be liable for any outstanding subscriptions, which may be recovered as a debt due to the Club.



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5.5. EFFECT OF MEMBERSHIP

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

Each Member is also bound by the rules and regulations governing competitions in which the Member participates.

5.6. EXPULSION OF A MEMBER

Subject to giving a Member opportunity to be heard or to make a written submission, the Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Club.

The process for expulsion of a Member shall be as outlined in the By-Laws.

5.7. REGISTER OF MEMBERS

A register of Members must be kept and contain such details as prescribed in the By-Laws.

6. THE COMMITTEE

6.1. COMPOSITION OF THE COMMITTEE

The Committee will comprise up to 12 Committee Members elected or appointed in accordance with this Constitution.

No person shall hold more than one portfolio on the Committee at any one time unless approved by the remaining Members of the Committee.

A person shall cease to be a Member of the Committee at the conclusion of the Annual General Meeting which follows that person's election or appointment. That person will be eligible for re-election without nomination.

6.1.1. ELECTED COMMITTEE MEMBERS

Committee Members must stand for election by Members of the Club at the AGM. Any Member of the Club shall be eligible to stand for election, provided a written nomination is submitted to the Club Secretary or Committee at least 14 days before the meeting.

Members shall be elected to fill the following portfolios:

- a. President;
- b. Vice President;
- c. Secretary;
- d. Treasurer; and
- e. Up to 7 General Committee Members.

Should the above Committee positions remain unfilled at the conclusion of the AGM then that position shall be deemed vacant and may be filled as a casual vacancy.

6.1.2. APPOINTED COMMITTEE MEMBERS

The Elected Committee may appoint Club Members to fill any casual vacancies.

The Elected Committee shall appoint a Football Director with regard to personal skills and experience and the requirements of the role.



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The appointed Football Director may be a member of the elected Committee or be appointed as 1 additional Committee Member, should there be no suitable candidate from the elected Committee Members.

General Committee Members may be designated portfolios by the Committee as it sees fit.

6.2. POWERS AND DUTIES

The affairs of the Club shall be managed and controlled by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by these rules required to be done by the Club in general meeting.

The Committee has the management and control of the funds and other property of the Club.

The Committee shall have the authority to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules are silent.

The Committee shall appoint a public officer as required by the Act.

The Committee shall have authority to create By-Laws.

6.3. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of a Committee Member shall become vacant if a Committee Member is:

- a. Disqualified from being a Committee Member by the Act;
- b. Expelled as a Member under these rules;
- c. Permanently incapacitated by ill health;
- d. Absent without apology from more than four meetings in a financial year;

6.4. PROCEEDINGS

The Committee shall meet as often as may be required to conduct the business of the Club. The President, the Secretary or four (4) Members of the Committee shall have the power to call a meeting of the Committee.

Notice of Committee Meetings shall be communicated to all Members of the Committee at least seven (7) days before the date of such meeting.

The accidental omission to give to any Member, or the non-receipt by any Member of any Notice required by this Constitution, shall not invalidate or affect any proceedings at such meeting.

A quorum of the Committee shall be half of its Committee Members plus one.

If the President or Vice President is unable to attend, then a chairperson nominated by those present at the meeting shall chair that meeting.

The Committee shall have the power to delegate any of its powers to a sub-Committee to deal with any particular matter or matters and upon such terms as the Committee may think fit. The President and the Secretary shall be ex-officio Members of all sub-Committees.

All acts or decisions done or made by any meeting of the Committee or any Member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Member or all or any Members of the Committee, be as valid and effective as if they had all been properly appointed, unless it is proved that the appointment was made in fraud or bad faith.



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Questions arising at the meeting of the Committee shall be decided by a majority of votes, and in the event of equality of votes the president shall have a casting vote in addition to a deliberative vote.

A Member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the Club must disclose the nature and extent of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The Member of the Committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Club.

7. GENERAL MEETINGS

7.1. ANNUAL GENERAL MEETINGS

An AGM of the Club must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Committee.

All General Meetings other than the AGM will be Special General Meetings.

7.2. SPECIAL GENERAL MEETINGS

The Committee may call a special general meeting of the Club at any time.

Upon a requisition in writing of not less than 10 financial Members of the Club, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.

Every requisition for a special general meeting shall be signed by the relevant Members and shall state the purpose of the meeting.

7.3. NOTICE OF GENERAL MEETINGS

At least 21 days Notice of any general meeting shall be given to Members. The Notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.

Notice of a meeting at which special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting to all Members.

8. BUSINESS

Business to be transacted at the AGM includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution and the appointment of the auditors.

The order of the business at the meeting shall be:

- a. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
- b. The consideration of the accounts and reports of the Committee and the auditor's report (If an auditor's report is required)
- c. The election of Committee Members
- d. The appointment of auditors (if so required)
- e. Any other business requiring consideration by the Club in general meeting.



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All business that is transacted at a General Meeting or an AGM, other than those matters herein referred to, is special business.

No business other than that stated on the Notice for a General Meeting may be transacted at that meeting.

8.1. PROCEEDINGS AT GENERAL MEETINGS

Ten Members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.

If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the Members present shall form a quorum.

The president shall preside as chairperson at a general meeting of the Club. If the president is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Committee Member or one of their own number to be the chairperson of that meeting.

8.2. VOTING AT GENERAL MEETINGS

Each Member of the Club is entitled to one vote.

A question for decision at a general meeting, other than a special resolution, must be determined by a majority of Members who vote in person or, where proxies are allowed, by proxy, at that meeting.

Unless a poll is demanded by at least five Members, a question for decision at a general meeting must be determined by a show of hands.

8.3. POLL AT GENERAL MEETINGS

If a poll is demanded by at least five Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

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

8.4. SPECIAL AND ORDINARY RESOLUTIONS

A special resolution is a special resolution as defined in the Act.

A special resolution for decision at a general meeting, must be determined by at least seventy five percent (75%) majority of those present and entitled to a vote at the meeting.

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

8.5. PROXIES

A Member shall be entitled to appoint in writing a natural person who is also a Member of the Club to be their proxy and attend and vote at any general meeting of the Club.



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9. MINUTES

Detailed minutes of all proceedings of general meetings of the Club, and of meetings of the Committee, shall be kept by the Club in records books for that purpose and shall be:

- a. Confirmed by the Members of the association present at a subsequent meeting; and
- b. Signed by the Member who presided at the meeting at which the proceedings took place or by the Member presiding at the meeting at which the minutes are confirmed.

Where minutes are entered 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.

10. DUTIES OF COMMITTEE MEMBERS

THE SECRETARY shall carry out his duties under the direction of the Committee and keep a true record of all minutes of all meetings, attend to correspondence, issue Notice of meetings, keep records and carry out such duties as the Committee may from time to time direct.

THE TREASURER shall receive all moneys payable to the Club and give receipt for same. All moneys so received shall be paid into an approved Account of the Club. The Treasurer shall present at each General Meeting a balance of the finances of the Club and shall keep proper books of account of all moneys received and disbursed and generally perform all such duties as the Committee may from time to time direct.

All other duties of Committee Members shall be determined by the Committee as required.

11. DISPUTE RESOLUTION

The dispute resolution procedure set out in this rule applies to disputes under these Rules between:

- a. A Member and another Member
- b. A Member and the Club

The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all the parties.

If the parties are unable to resolve the dispute within 14 days the dispute resolution procedure shall be undertaken as prescribed within the By-Laws.

In this rule "Member" includes any person who was a Member not more than six months before the dispute occurred.

12. FINANCIAL REPORTING

The financial year of the Club shall be a period of 12 months commencing on 1 October and ending 30 September of each year.

All funds of the Club shall be deposited into the Club's accounts at such bank or recognised financial institution as the Executive Committee may determine.

The income and property of the Club must be applied solely towards the promotion of the Club and the Objects.



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All accounts due by the Club shall be paid by EFT (Electronic Funds Transfer) or cash (provided there is a receipt) after having being passed for payment at a Committee Meeting. When immediate payment is necessary, account(s) shall be paid by the Treasurer and the action endorsed at the next Committee Meeting.

Except as prescribed in this Constitution or the Act, no portion of the income or property of the Club may be paid or transferred, directly or indirectly or whether by way of dividend, bonus or otherwise, to any Member or any associate of a Member. Notwithstanding nothing prevents a payment in good faith to any Member:

- a. Where that Member is a not-for-profit entity with a similar purpose to the Club;
- b. For any services actually rendered to the Club whether as an employee, Committee Member or otherwise;
- c. For goods supplied to the Club in the ordinary and usual course of operation;
- d. For interest on money borrowed from any Member;
- e. For rent for premises demised or let by any Member to the Club;
- f. For any reasonable out-of-pocket expenses incurred by the Member on behalf of the Club.

The signatories to the Club's account(s) will be the Treasurer and any one (1) from the following;

- a. President
- b. Vice President
- c. Secretary

The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Club in accordance with the Act.

A statement showing the financial position of the Club shall be tabled at each Executive Committee Meeting by the Treasurer.

The accounts, together with a statement of Income and Expenditure, Assets and Liabilities, the Committee's statement and the Committee's report, shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report if applicable.

12.1. ANNUAL RETURN

This rule only applies to a prescribed Association. The annual (periodic) return shall be logged with the Office of Consumer and Business Affairs within six months after the end of the financial year. A copy of the accounts must accompany it, the auditor's report, the Committee's statement, and the Committee's report.

13. APPOINTMENT OF AUDITOR

An auditor may be appointed at each Annual General Meeting as the Club's auditor for the then current Financial Year. Where required by the ACT an auditor shall be appointed.

If the Annual General Meeting appoints an auditor, any vacancy occurring during the year in the office of auditor must be filled by the Committee.

The auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Club.

14. WINDING UP

The Club may be wound up in the manner provided for in the Act.

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If after the winding up of the Club there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its Members.

Such organisation or organisations shall be identified and determined by a resolution of Members in general meeting.

15. BY-LAWS:

The Committee may make and amend rules, regulations or policies in the form of By-Laws for the proper advancement, management and administration of the Club.

By-Laws must be consistent with the Constitution, the SAAFL Constitution and any regulations made by the SAAFL and other governing organisations.

Alterations to the By-Laws can only be made by a vote at a meeting of the Executive Committee, provided Notice of the proposed alteration(s) has been duly notified to Committee Members.

Such motions of alterations, shall be of no effect unless passed by a seventy five percent (75%) majority of those present.

16. ALTERATIONS TO THE CONSTITUTION:

Alteration, repeal or addition to this constitution may be made by special resolution of the Members of the association in accordance with this constitution. Any alteration of rule 1 or rule 3 would also require the express permission of the Blackfriars Priory School Board.

If, in the opinion of the Committee, it is necessary to amend this Constitution in order to comply with the ACT, maintain affiliation with or comply with the constitution and regulations of the SAAFL, or to achieve or maintain a particular tax status, the Committee may make the necessary amendments by Ordinary Resolution at a meeting of the Executive Committee.

Within one month of the passing of a Special Resolution, the alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, by the Public Officer as required by the Act.