

**SMOSH WEST LAKES FOOTBALL  
CLUB INC.**

**CONSTITUTION** — ADOPTED 5 AUGUST 2004

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- Amended on 17/12/2011

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**CONSTITUTION**  
**OF**  
**SMOSH WEST LAKES FOOTBALL CLUB INC.**

1. **Name of Association**

The Association is called **SMOSH WEST LAKES FOOTBALL CLUB INC.** (“the Club”)

2. **Club Colours**

The Club colours will be maroon, blue and gold.

3. **Club Logo**

The Club logo will be the “SMOSH West Lakes Crest” and the Club will be known as “the Lions”.

4. **Purposes of Association**

The purposes of the Association are:-

- 4.1 To promote interest in sporting and social activities and in particular the game of Australian Rules Football.
- 4.2 To promote a friendly and safe environment for the benefit of all members, players and spectators.
- 4.3 To promote interaction and continued contact between former students of St. Michael’s College and to provide a community based football club for all people in the West Lakes and surrounding areas.
- 4.4 To educate, train, coach and encourage members of the club.
- 4.5 To promote and foster those values considered to be important to the club such as teamship, mateship and loyalty.
- 4.6 to do other things incidental to the above purposes as the Association or the Committee thinks fit.

5. **Powers of Association**

The powers of the Association are:-

- 5.1 to seek or receive membership fees, donations, gifts and property of any kind
- 5.2 to publish periodicals, reports or other documents
- 5.3 to provide education and disseminate literature relating to the Association or its purposes
- 5.4 to assist in setting up any body having similar or related purposes
- 5.5 to join or co-operate with any other body in order to further any purpose of the Association
- 5.6 to contribute to any body, or support any body, with purposes of a social, educational, benevolent, patriotic or charitable nature
- 5.7 to arrange and provide recreation and other activities for members
- 5.8 to deal with property of all kinds and in any manner
- 5.9 to enter into any arrangement

- 5.10 to invest any property of the Association in any manner
- 5.11 to borrow money on any terms, operate bank accounts and give any security
- 5.12 to carry on any business or legal proceedings
- 5.13 to pay any expense
- 5.14 to engage and dismiss workers
- 5.15 to administer any property held on trust
- 5.16 to do all such other acts and things to further the purposes of the Association as the Association or the Committee thinks fit
- 5.17 to do anything else that the Association or Committee decides.

## 6. **Property of Association**

All income and property of the Association may only be applied for the purposes of the Association.

None of it may be paid or transferred directly or indirectly to the members or relatives of members.

However, this does not restrict the payment in good faith of:-

- 6.1 reasonable remuneration to any officer or member of the Association for services actually rendered
- 6.2 reasonable rental for property let or hired to the Association by a member or
- 6.3 any payment incidental to the Association's activities provided it is consistent with the Association's purposes.

## 7. **Membership**

7.1 The initial members will be those declared as members at the general meeting of the Association at which this constitution is adopted.

7.2 Subsequently, any interested person may nominate to become a member.

That person becomes a member if the Committee accepts him or her as a member and they have paid the membership fee in full.

7.3 A company may be a member, but it must nominate a natural person to be its representative from time to time.

Such nominee is treated as if a member in his or her own right for voting and Committee appointment purposes.

7.4 A member may resign at any time by notice in writing to the Secretary.

No membership fees are refundable upon resignation.

7.5 The Committee may:-

- (a) reprimand a member
- (b) suspend the membership of a member or
- (c) cancel the membership of a member.

However, the Committee must give the member at least 10 days notice in writing of its intention to do so.

The Committee must also give the member a reasonable opportunity to make submissions to the Committee before it votes on such a motion.

- 7.6 Membership does not give any right or interest in any property of the Association.
- 7.7 No member is liable to contribute to any liabilities of the Association, or any costs of winding it up.

## 8. **Membership Fee**

- 8.1 The annual membership fee will be the amount determined by the current committee

## 9. **Life Membership**

9.1 Any person who has previously been awarded life membership by either the West Lakes Football Club or the SMOSH Football Club, will be recognised as a life member of the Club.

9.2 A properly constituted Annual General Meeting or Special General Meeting may appoint any person who has been previously nominated by at least 2 members, as a Life Member of the Club in recognition of services rendered in promoting the interest and objectives of the Club for a continual period of at least ten (10) years, or if for less than ten years, at the discretion of the Committee.

9.3 A person will otherwise be eligible for Life Membership in the following circumstances:

- a) Achieve a record of 250 games for the club – these would include games amassed in all senior grades and under 18's.

### **OR**

- b) Achieve a record of 200 games (including all senior and under 18's games) with at least 3 years of active and committed service on the club committee

### **OR**

- c) Players who do not play the required number of games must have actively contributed to the running and operation of the club either through servicing on the club committee or have demonstrated a consistent and extraordinary service to the club in addition to their achievements as a player. This must equate to a combined 15 years of service as a minimum.
- d) In addition to the criteria stated above, all players must have demonstrated a consistent commitment to the values and ideals of the club and have actively contributed to the betterment of the club.

### **To be eligible for life membership, a non-player must:**

- e) Demonstrate an extraordinary service to the club for a minimum of 15 years
- f) A period of active and committed service on the club committee will be looked upon favourably when considering life membership for a non-player
- g) In addition to the criteria stated above, all non-players must have demonstrated a consistent commitment to the values and ideals of the club and have actively contributed to the betterment of the club.

### **To be eligible for life membership, sponsors must:**

- h) Complete a minimum of 15 years sponsorship
- i) A period of active and committed service on the club committee or an proactive approach to assisting in club matters will be looked upon favourably when considering life membership for a sponsor

- j) In addition to the criteria stated above, all non-players must have demonstrated a consistent commitment to the values and ideals of the club and have actively contributed to the betterment of the club.

**Nomination and assessment procedure:**

- k) A maximum of two life membership inductions will be made per year although there is no limit to the number of nominations
- l) Nominations for players, non-players and sponsors should be submitted in writing, briefly outlining their reasons for the nomination, signed by the person nominating as well as the seconder for the nomination and then delivered to a member of the executive committee. Nominations will be accepted between February 1<sup>st</sup> and April 30<sup>th</sup> following the AGM of the season just concluded.
- m) A sub-committee consisting of the executive committee and at least two life members (if there are two life members on the executive committee, then they will suffice) will research and report on the nominated candidates and determine who will be inducted as life members.

**10. The Committee**

- 10.1 The Committee consists of the President, the Vice-President, the Chairman, the Secretary, the Treasurer and no more than 12 other general committee members.
- 10.2 The initial Committee members will be as elected at the general meeting of the Association at which this constitution is adopted.
- Otherwise, Committee members are elected at the AGM.
- 10.3 Subject to this Constitution, elected Committee members hold office until the next AGM.
- 10.4 A Committee member may stand for re-election at the AGM.
- 10.5 Anybody may nominate for election to the Committee at any time prior to the relevant election.
- A person may nominate for election to more than one position on the Committee.
- However, except in the case of Secretary and Treasurer, a person cannot be elected to more than one position.
- 10.6 A nomination need not be in writing.
- No seconder of a nomination is required.
- 10.7 If there is only one nominee for a position on the Committee, that person will be declared elected.
- Otherwise, there will be a ballot for the position.
- The person with the most votes is elected to the position.
- However, if there is an equality of votes, successive ballots will be taken until the deadlock is broken.
- 10.8 The Committee may fill any casual vacancy on the Committee, including a vacancy remaining after an AGM.
- 10.9 The Committee may, by special resolution, remove any Committee member who has:-
- (a) contravened this Constitution or
  - (b) neglected to carry out his or her duties under this Constitution or
  - (c) been absent for two consecutive Committee meetings without the consent of the Committee or

(d) committed an act of bankruptcy as described in the Bankruptcy Act.

11.10 A removed Committee member may appeal to a general meeting of the Association.

He or she will be reinstated if the general meeting votes for reinstatement.

## 11. **Committee meetings**

11.1 The Committee will meet as and when they deem it necessary.

If two Committee members call a meeting, the Committee must meet as soon as practicable.

11.2 Notice of a Committee meeting may be given at a previous meeting, or by facsimile transmission, or email, or post, or by telephone or other personal notification.

24 hours notice is sufficient.

Any notice by post is deemed given the day after posting.

11.3 A Committee meeting is convened for any period when a quorum of Committee members are actually present or in touch with each other by telephone or video conference facility.

Likewise, a Committee member is deemed present at a Committee meeting if he or she takes part in the meeting via a telephone call or video conference facility.

11.4 A quorum of the Committee consists of five Committee members.

11.5 Each Committee member, including the President, has one vote on any motion or matter for decision.

In the case of an equality of votes, the President does not have a casting vote, and the motion must be declared lost.

11.6 Any motion set out in a document signed by all Committee members is deemed to have been passed at a duly convened meeting.

Such a document may be signed in counterparts (i.e. separate copies).

11.7 A Committee member must disclose any financial interest in any contract or proposed contract with the Association.

11.8 No Committee member may take part in any decision about any contract or proposed contract in which they have a financial interest.

## 12. **Committee business**

12.1 The Committee is responsible for the administration and management of the Association.

It must also carry out any decisions of a general meeting.

12.2 The Committee can delegate any of its functions to the Executive Committee which consists of the President, Vice-President, Chairman, Secretary and Treasurer. Three members of the general committee can also serve as additional members of the Executive Committee.

12.3 It may also appoint sub-committees to carry out any of its functions.

Any person (including a non-member) may be a member of a sub-committee.

However, at least one Committee member must be a member of each sub-committee.

## 13. **President**

13.1 Is the Chief Executive Officer of the Club.

13.2 Is vested with such authority that is considered reasonably necessary to conduct the normal business of the Club and provide for its administration.

13.3 Will serve as a member of the Executive Committee

14. **Vice-President**

14.1 Will assume to role of President in his or her absence

14.2 Will serve as a member of the Executive Committee

15. **Chairman**

15.1 The Chairperson is the Chair of all meetings of the Association and the Committee.

15.2 In the absence of the Chairperson, those present may elect one of their number to be the Chair.

15.3 The Chair's ruling on any matter of meeting procedure is final and binding on the meeting.

15.4 Will serve as a member of the Executive Committee

16. **Secretary**

16.1 The Secretary must:-

- (a) carry out all secretarial functions for the Association
- (b) give all notices that may be required under this Constitution
- (c) generally carry into effect the directions of the Committee.

16.2 The Secretary must keep accurate minutes of the meetings and decisions of the Association and the Committee.

16.3 Will serve as a member of the Executive Committee

17. **Treasurer**

17.1 The Treasurer must:-

- (a) control all funds of the Association
- (b) pay all funds received into an Association bank account as soon as practicable after receiving them
- (c) pay the Association's debts as they become due.

17.2 The Treasurer must keep accurate records of all financial affairs, money matters and fund raising activities of the Association.

17.3 All Association cheques must be signed by the Treasurer. The Committee may also appoint another person for this purpose.

17.4 The Treasurer must submit to the Committee regular statements of the financial position of the Association.

17.5 The Treasurer must present the Association's annual financial statements at the AGM.

17.6 Will serve as a member of the Executive Committee



18. **Football Director**

18.1 The Football Director must:-

- (a) Liase with the coaches and players of the club and report to the Committee any matters that need the consideration of the Committee.
- (b) Ensure that all teams have the necessary equipment and facilities and provide administrative support to all teams.
- (c) Take all reasonable action to ensure that the teams fielded by the Club are competitive.
- (d) Does not need to be a member of the committee

19. **Annual General Meeting**

19.1 The Annual General Meeting (“AGM”) must be held at the end of each football season between the months of October and March (inclusive) at a time and place fixed by the Committee.

19.2 Each AGM must deal with the following matters (and no other matters):-

- (a) to receive apologies
- (b) to confirm the minutes of the previous AGM, and any intervening general meeting
- (c) to receive the President’s report
- (d) to receive and, if decided, accept the Association’s annual financial statements
  - (i) For the purposes of determining and reporting the Club’s annual financial statements, a “financial year” shall mean that period from 1 October to 30 September each year, unless determined otherwise by the Committee.
- (e) to elect Committee members for the following year
- (f) to deal with any other matter notified in the notice of meeting.

20. **Special general meeting**

20.1 A special general meeting of members must be called by the Secretary following:-

- (a) a resolution to that effect of the Committee or an AGM
- (b) receipt of a written request signed by at least 25 members (providing the request states the matters to be dealt with at the meeting).

20.2 Within 21 days of any of the above events, the Secretary must give notice of the special general meeting.

20.3 The notice must state the matters to be dealt with at the meeting.

No other matters may be dealt with at the meeting.

21. **Notice of general meeting**

21.1 Notice of any general meeting may be given to members:-

- (a) in any Association newsletter
- (b) by individual written notice posted to each member
- (c) by notice put up at any premises used or occupied by the Association or

(d) in any other manner fixed by the Committee.

21.2 At least 10 days notice of any general meeting must be given, and for this purpose notice by post is deemed given the day after posting.

21.3 The provisions of this clause need not be complied with if the Secretary signs a declaration that he or she believes that by the time for the meeting at least 90% of members are aware of the fact, date, time and place of the meeting.

## 22. **General meeting procedure**

22.1 Subject to the next sub-clause, the quorum for a general meeting is not less than 15 members, or one third of the members, whichever is less.

22.2 If a quorum is not present at any meeting within 30 minutes of the commencement time, the Chair must adjourn the meeting for not less than 7 days.

Those members present at the adjourned meeting time constitute a quorum.

22.3 Voting at general meetings will be by a show of hands.

However, if the Chair, or 5 or more members, require it, the vote will be by poll.

22.4 Each member, including the Chair, has one vote on any motion or matter for decision.

In the case of an equality of votes, the Chair does not have a casting vote, and the motion must be declared lost.

## 23. **Auditors**

23.1 The Committee may appoint (and remove) auditors to audit the Association's annual financial statements, or for any other purpose.

However, if required by law, auditors must be appointed.

23.2 The auditors have the power to call for any Association books or records at any time.

## 24. **Common seal**

24.1 The common seal of the Association may only be used with the authority of the Committee.

24.2 Every document to which the seal is affixed must be signed by two Committee members.

## 25. **Rules**

25.1 The Committee may make, alter or rescind rules relating to the Association and its members.

25.2 However, no such rule may be inconsistent with this Constitution.

25.3 A rule has the like force as if it was part of this Constitution.

## 26. **Altering this Constitution**

This Constitution may be altered or replaced at any time by a special resolution of a general meeting.

## 27. **Winding up**

27.1 The Association may be wound up at any time by a special resolution of a general meeting.

27.2 Upon winding up, any surplus assets after payment of liabilities must be transferred to such registered charity or institution as the general meeting decides by special resolution.

28. **Indemnity**

Each Committee member is indemnified by the Association against all loss, damages and expenses paid or incurred by him or her as a Committee member in the proper exercise of his or her duties.

29. **No liability**

No member or Committee member is liable for:-

- 29.1 the errors or defaults of any other member or Committee member
- 29.2 any defect of title to any property acquired by or on behalf of the Association
- 29.3 any loss or damage arising from the insolvency or tortious act of any person controlling any property of the Association or
- 29.4 any other loss or damage to the Association

unless due to the default of the member or Committee member.

30. **Interpretation**

“Special resolution” means a motion supported by three quarters of those present at a general meeting.