

**CONSTITUTION OF
SOUTH ADELAIDE FOOTBALL CLUB
INC.**

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1 NAME

- 1.1 The name of the Club is **SOUTH ADELAIDE FOOTBALL CLUB INC.** (referred to in this Constitution and Rules as "the Club").
- 1.2 The informal or familiar name of the Club shall be the "Panthers"

2 DEFINITIONS AND INTERPRETATION

In these Rules unless a contrary intention appears:-

- 2.1 "**Appointed Director**" means a Director appointed by the Board under Rule 14.17;
- 2.2 "**the Board**" means the Board of Directors established under Rule 14 of these Rules;
- 2.3 "**the Chief Executive Officer**" means the person appointed to be the Chief Executive Officer of the Club under Rule 15;
- 2.4 "**the Club**" means South Adelaide Football Club Inc;
- 2.5 "**Director**" means a Director of the Board and includes the Chief Executive Officer;
- 2.6 "**Elected Director**" means a Director elected by the Members of the Club under Rule 14.2.2.2 or 18.6;
- 2.7 "**Financial Year**" means the period of one year ending on 31 October in each calendar year;
- 2.8 "**General Meeting**" means any meeting of the Members of the Club who are entitled to vote at meetings under the terms and conditions of their Membership;
- 2.9 "**League**" means the South Australian National Football League Incorporated (SANFL);
- 2.10 "**Member**" means a Member of the Club who is a natural person as described in Rule 6 and Rule 7 of these Rules and includes voting and non- voting Members;
- 2.11 "**Playing Member**" means any person of or above the age of 18 years included in a list of players of the Club required to be lodged with the League under the Regulations of the League;
- 2.12 "**President**" means the President of the Club elected under Rule 14.7 of these Rules;
- 2.13 "**Resolution**" or "**Ordinary Resolution**" means a resolution passed by more than one half of Members of the Club present and entitled to vote in person or otherwise at any Meeting of Members of the Club or by more than one half of Directors at a meeting of the Board of Directors as the case may be;
- 2.14 "**Serious Criminal Offence**" means any criminal offence which carries a maximum penalty of 12 months imprisonment or more; or any criminal offence irrespective of the prescribed maximum penalty which contravenes the Gaming Machines Act 1992 as amended, the Gambling Administration Act 2019 or any other Gambling or Gaming legislation currently in force or which may be enacted

or amended from time to time; or any criminal offence irrespective of the prescribed maximum penalty which in the opinion of the Board is likely to seriously damage the reputation and standing of the Club in the community;

- 2.15 **“Special Resolution”** means a resolution passed by at least three quarters of the Members of the Club present and entitled to vote in person or otherwise at any meeting of Members of the Club or by at least three quarters of Directors at a meeting of the Board of Directors as the case may be;
- 2.16 **“Vice President”** means the Vice President of the Club appointed under Rule 14.10 of these Rules;
- 2.17 **“Voting Member”** means an Ordinary Member or a Life Member who is entitled by virtue of these Rules or by the conditions attaching to their Membership of the Club to vote at meetings of Members of the Club;
- 2.18 Headings shall not in any way affect the meaning or interpretation of these Rules.
- 2.19 Words referring to the singular number include the plural and vice versa.
- 2.20 Words referring to persons include companies and incorporated associations and vice versa.
- 2.21 General expressions used in these Rules in connection with powers directions or things shall not be limited to or controlled by the particular powers directions or things with which they are connected.

3 OBJECTS

The object of the Club is to encourage, promote and foster the playing of Australian Football by:-

- 3.1 Promoting and encouraging the game of Australian Football;
- 3.2 Promoting and encouraging the playing of such other forms of athletic sports and games as the Board from time to time determines;
- 3.3 Fielding or joining with any other body or association in fielding teams in football competitions conducted by the South Australian National Football League Inc (“the SANFL”);
- 3.4 Becoming a member of such sporting bodies as the Board from time to time determines;
- 3.5 Providing or funding the provision of health care professionals including medical practitioners, psychologists, counsellors, physiotherapists and nutritionists to maintain and improve the physical fitness and mental health of players including rehabilitation services for injuries to players;
- 3.6 Providing prizes and scholarships for players and potential players of the Club;
- 3.7 Providing facilities for members of the Club and the Club to watch football training and to watch the playing of football matches;
- 3.8 Providing facilities and opportunities for members of the Club and the Club to learn about and discuss the game of football with the players, coaches, trainers, officials and each other;

- 3.9 Promoting the Club's activities in the wider community and among the Club's members;
- 3.10 Promoting the Club's activities by encouraging members' involvement in those activities;
- 3.11 To promote unity and camaraderie among Members of the Club and between Members of the Club and other sporting clubs;
- 3.12 Funding any other activity of the Club;
- 3.13 Conducting any other activity which directly or indirectly encourages and fosters the playing of football by the Club or otherwise or which is incidental or conducive to the activities referred to in this object;
- 3.14 Promoting strong mutually supportive relationships within the Southern community and the Club's zone leagues;
- 3.15 Promoting positive community values that encourage diversity, social inclusion and respect for all persons irrespective of race, culture, religion or sex.

4 POWERS

To achieve its objects the Club has the following powers (in addition to and without prejudice to any other powers herein expressed or implied or expressed or implied under or by virtue of the provisions of the Associations Incorporation Act 1985 (as amended)):

- 4.1 To promote, conduct, manage, take part in, assist and provide for the holding of contests, exhibitions, displays and demonstrations of sports of every description whether in Australia or abroad and to acquire or hire or lease sports, athletic, cricket, football, recreation and other grounds, golf courses, tennis courts, gymnasiums, swimming pools, stadiums, theatres, halls and other buildings and places used or capable of being used for purposes of sport, amusement, recreation or entertainment;
- 4.2 To affiliate with the League and to play matches in competitions conducted, arranged or controlled by the League;
- 4.3 To appoint representatives or delegates to the League or any other affiliated body;
- 4.4 To affiliate with any other body having the same or similar objects;
- 4.5 To hire, engage, employ or otherwise contract with sporting teams, clubs, organisations and other experts, athletes, exponents and artists whether professional or amateur and to enter into any contract agreement or arrangement for any option privilege or right over or in connection with any such team, club, organisation, Club or persons;
- 4.6 To promote, facilitate and encourage greater interest and participation in sport whether by advertising in any form, competitions, awards, donations or otherwise howsoever;
- 4.7 To award scholarships, trusts, donations, endowments or gifts;
- 4.8 To assist playing members of the Club, particularly in cases of sickness, accident or hardship;

- 4.9 To establish, maintain and support or aid in the establishment and support of funds, trusts and conveniences calculated to benefit employees or playing members or past employees or past playing members of the Club and to grant compensations and allowances and to make payments towards insurance or assurances and to subscribe or guarantee money for charitable or benevolent objects or for any public, general athletic or useful object;
- 4.10 To provide and furnish services of every description to members and without limiting the generality of the foregoing to provide and maintain clubrooms, meeting rooms, libraries and other amenities and recreational facilities and to supply to members local and overseas sporting news and information and articles in publications which may be of interest or of use to members;
- 4.11 To do all things which the Club may think necessary or desirable for providing for the upkeep and improvement of the property of the Club and any other objects and purposes which the Club may decide from time to time;
- 4.12 To acquire by purchase, taking on lease, or otherwise, land buildings and all other property real and personal which the Club may from time to time think proper to acquire for the purpose of conducting the Club's activities and to build, alter, add to, sell or demolish any building erected upon any such land and to grant or acquire easements or rights over land;
- 4.13 To purchase, lease, or otherwise obtain equipment or materials for the purpose of achieving the objects of the Club and to dispose of such equipment and materials as become unnecessary to achieve the objects;
- 4.14 To enter into any arrangement with any government or authority, Commonwealth, State, municipal, local or otherwise, or any company or Club in any part of Australia, and to obtain from any such government authority or company or otherwise subsidies, grants, donations, loans and guarantees against loss on any conditions, rights or privileges for any purposes whatsoever which the Club may think capable of being properly dealt with and desirable to obtain and carry into effect the objects of the Club;
- 4.15 To acquire by purchase, lease, exchange, amalgamation or otherwise either as nominee, agent or principal (including by the acquisition of shares) premises holding any licence or permit under the Liquor Licensing Act 1997 and/or the Gaming Machines Act 1992 and/or the Gambling Administration Act 2019 as amended or re-enacted, lands, buildings, houses, and other property and hereditaments of any tenure or description and any estate or interest therein or any rights over or connected with land and to turn the same to account as may be thought expedient and in particular by preparing building sites and by constructing, reconstructing, improving, altering, decorating, furnishing and maintaining hotels, offices, flats, houses, factories, warehouses, shops, garages, buildings, works and conveniences of all kinds and by consolidation, leasing or otherwise disposing of the same and to buy, make advances on, or sell all descriptions or produce or merchandise and home units, stocks, shares, bonds, mortgages, debentures or obligations and plant, machinery, chattels, debts and choses in action of all descriptions;
- 4.16 To accept gifts, donations, trusts and endowments, subsidies and bequests whether of real or personal estates and grants from any organisation, individual, Club, State or Government body to enable the Club to achieve any of its objects, and to raise funds for all or any of the Club's objects;
- 4.17 To insure against damage by fire or otherwise in respect of any insurable contingency, any property in which the Club has an insurable interest, and to insure

- any member of the Board or employee and to insure any person attending activities within or upon the Club's property or other designated site, against injury by accident or otherwise;
- 4.18 To advertise and promote the activities of the Club by any media;
- 4.19 To hold or promote competitions of any description authorised by law which may be likely to assist with the achievement of the objects of the Club;
- 4.20 To advertise or to otherwise promote the sales distribution or circulation of any publication issued or sold by the Club or in which it is interested and to give prizes in connection therewith of any description;
- 4.21 To invest those monies of the Club not immediately required for its purposes and activities on short term deposit or by purchase of debentures with recognised and stable financial institutions in such manner as may realise the highest interest yield at the lowest possible risk to the Club's monies, in the opinion of the Board;
- 4.22 To comply with all things necessary or expedient having regard to the laws and regulations of Commonwealth, State or Local Governments and Authorities in any place or places at which the Club carries on its activities;
- 4.23 To hire, employ, contract with or discharge, administrative, clerical, professional, educational and any other staff necessary and to pay them and to other persons in return for services rendered to the Club reasonable fees, salaries, honoraria, wages or bonuses, and on such conditions of employment and salaries, rewards and benefits as the Board determines;
- 4.24 To appoint the Senior Coaches of the League Football Teams and to ratify the appointment of Club Captains and Team Leadership Groups;
- 4.25 To make arrangements for and to enter into agreements with any insurance company for the establishment of a plan or system of Superannuation or other similar benefits for the employees of the Club and their relatives and/or dependants;
- 4.26 To accept or take any security for any debt or liability to the Club or any property real or personal in or towards payment or satisfaction of any such debt or liability;
- 4.27 To establish and support or aid in the establishment and support of any Club or institution having for its objects those that are similar to the objects of the Club or any charitable or benevolent Club or institution and to subscribe or guarantee money for the such purposes;
- 4.28 To loan monies to such person, companies or Clubs and on such reasonable terms and conditions as may be considered appropriate by the Board;
- 4.29 To appoint from time to time, with specific powers either the same or less than those powers of the Club, sub-committees, agents or other bodies or persons for the purpose of carrying out, achieving and completing any of the objects of the Club, and to revoke, cancel, limit or alter such powers and terms of appointment and delegations or authority as may appear necessary to the Board;
- 4.30 To open and maintain a bank account or accounts and draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- 4.31 To do all such other acts, matters and things as are or may appear to the Board to be incidental or conducive to the attainment of the above objects and powers or any of them.

5 NON-PROFIT ORGANISATION

All income and property of the Club must be applied solely towards the promotion of the objects of the Club and no portion of it shall be paid or transferred directly or indirectly by way of dividend, profit or otherwise to members of the Club, except that nothing in this Rule 5 prevents the payment in good faith of reasonable remuneration to any officer, Member or employee of the Club in return for any services actually rendered to the Club or of reasonable allowances and travelling expenses to an officer, Member or employee of the Club which is representing the Club.

6 MEMBERSHIP

- 6.1 Membership of the Club is open to natural persons of good character and reputation who are of or above the age of eighteen (18) years.
- 6.2 The Club shall consist of:
- 6.2.1 Ordinary Members referred to in Rule 7.1.
 - 6.2.2 Life Members referred to in Rule 7.2.
 - 6.2.3 Playing Members referred to in Rule 7.3.
 - 6.2.4 Associate Members referred to in Rule 7.4.
 - 6.2.5 Members of such other class or classes of Members as may be determined by the Board under Rule 7.5.
- 6.3 In this Amended Constitution and Rules, the use of the word "Member" when used without qualification means an Ordinary Member, Life Member, Playing Member, Associate Member and Other Member of a class created under Rule 7.5 or any of them.
- 6.4 An application for a category of Membership may be made to the Chief Executive Officer or to an employee or volunteer of the Club who is authorised to receive Membership applications. Such application may be communicated either orally or in writing or in such form as the Club decides is appropriate from time to time. An applicant for Membership must pay the prescribed entrance and/or Membership fee applicable either in whole or in part (whichever method of payment may be authorised by the Club) at the time of the making of the application for Membership. For the avoidance of doubt, an oral application for Membership may be made in person at the registered office of the Club or by telephone to the said registered office; and a written application may be made in a form that includes but is not confined to electronic communications such as e mail or by means of an approved internet social media platform or website.
- 6.5 Subject to the Board's absolute right to review and revoke a Membership under Rule 6.8, all applicants for admission to a category of Membership will be duly accepted as Members of the Club provided that the Chief Executive Officer is of the view that the eligibility criteria for Club Membership under this Amended Constitution and Rules have been satisfied.
- 6.6 Upon the acceptance of an applicant to a category of Membership of the Club the Chief Executive Officer or their authorised delegate must forward to that applicant

a written notice of such and the applicant must be enrolled as a Member of the Club of the appropriate category and will become entitled to the privileges of Membership associated with that category and be bound by the Rules of the Club and by all consequences resulting from breach or non-observance or performance of them.

- 6.7 The Chief Executive Officer must upon the request of a Member who has duly enrolled as such supply to that Member upon payment of a reasonable fee either a printed or electronic copy of the Constitution and Rules of the Club then in force.
- 6.8 An application for Membership which has otherwise been accepted may be reviewed and revoked by the Board in consultation with the Chief Executive Officer at any time. In the event of the acceptance of an application for Membership being revoked by the Board the Chief Executive Officer must inform the applicant of such revocation in writing and return their entrance and/or Membership fee which was paid on application.

7 CATEGORIES OF MEMBERSHIP

7.1 Ordinary Members

- 7.1.1 All persons who apply or are invited to be Members of the Club under this Constitution will, unless eligible under any other category of Membership, be Ordinary Members.
- 7.1.2 An Ordinary Member is entitled to all rights and privileges of Membership including without limitation the right to attend and vote at meetings of Members of the Club provided they have paid for a form of annual subscription of Membership that entitles them to attend a full season of either home or home and away Club SANFL fixtures during the current year of their subscribed Membership.

7.2 Life Members

- 7.2.1 It shall be a matter for the Board in the exercise of its absolute discretion to determine if an Ordinary Member is to be conferred with a Life Membership of the Club.
- 7.2.2 The criteria to be applied by the Board in determining a Member's eligibility for Life Membership is to be decided by the Board on a case by case consideration of the merits of each application or recommendation for Life Membership. However, the Board's consideration of the merits of an application or recommendation shall be guided by the general overarching principle that a candidate must have demonstrated sustained valuable service to the Club over a lengthy period of time and that a Life Membership carries with it the status of a preeminent Club honour that should not be conferred without careful consideration.
- 7.2.3 For the purposes of Rule 7.2.1 and 7.2.2 a non-playing Member will ordinarily satisfy the requirement of sustained valuable service if they have given 15 years voluntary service to the Club; and, in the case of a playing Member, eligibility for Life Membership will be fully satisfied if the playing Member has played at least 150 games in the League team of the Club.

- 7.2.4 The Board in its absolute discretion may appoint as a Life Member any person who has played at least one match in the League team of the Club in each of 10 football seasons.
- 7.2.5 The Board in its absolute discretion may appoint as a Life Member any person who in the opinion of the Board has given sustained exemplary service to the Club irrespective of the number of years of service they have given to the Club or if their service has included a form of paid employment by the Club.
- 7.2.6 A Life Member will be entitled to all privileges of Membership without being required to pay the Annual Subscription for Membership of the Club. Life Members shall be presented with a suitable Certificate from the Club indicating such Life Membership
- 7.2.7 It shall be for the Board to determine an appropriate time and place to notify the Club's Membership of its decision to confer a Life Membership on either a non playing Member or Playing Member

7.3 Playing Members

A Playing Member as defined in Rule 2.11 will be a Member of the Club. A Playing Member will be entitled to attend but cannot vote at a meeting of Members but will otherwise be entitled to all privileges of Members. A playing Member may also be an Ordinary Member subject to satisfying the Membership criteria and application process under Rule 6 in which case they will be entitled to participate in and vote at all Members meetings including the Annual General Meeting of the Club.

7.4 Associate Members

Associate Members of the Club include all persons who are Members of any loyalty scheme relating to the use of the licensed premises and facilities of the association known as the South Adelaide Footballers Club Inc. Associate Members cannot vote at Meetings or hold office in the Club, but otherwise are entitled to all privileges of Membership including the use of the Club's facilities and services.

7.5 Other Members

The Board has the power from time to time to create, determine and/or vary other classes of Membership and the terms, conditions, rights and privileges attaching to those classes.

7.6 Members bound by Constitution

All Members of the Club will be bound by the Rules contained in this Constitution.

8 REGISTER OF MEMBERS

- 8.1 A Club Register of the names and addresses of all categories of Members must be kept at the registered office of the Club. This is not available for inspection by any Member or member of the public.
- 8.2 A Names Register of the names of all categories of Members must be kept at the registered office of the Club and must be available for inspection by any Member during the hours when the registered office of the Club is open.

9 ADDRESS OF MEMBERS

All Members must notify the Chief Executive Officer of the Club in writing of any change or changes in their name or address and the Chief Executive Officer must cause the entry of such change or changes in the Register of Members. All notices sent by post or otherwise by the Club to the last known address of a Member as disclosed in the Register of Members will be deemed to be duly sent to that Member.

10 CESSATION OF MEMBERSHIP

Any Member who dies or is expelled or who becomes of unsound mind will immediately cease to be a Member of the Club.

11 RESIGNATION

Any Member wishing to resign their Membership of the Club must give written notice of such resignation addressed to the Chief Executive Officer of the Club. No such resignation will relieve any Member from payment of any monies due or payable by them to the Club at the time of resignation nor exempt them from any punishment or penalty in any way arising from or connected with their conduct prior to their resignation. Any person ceasing to be a Member of the Club will immediately return all property of the Club which they may have in their possession to the Chief Executive Officer of the Club and upon ceasing to be a Member for any cause whatsoever will have no claim upon any portion whatsoever of the property of the Club.

12 SUBSCRIPTIONS

12.1 Life Members will not be required to pay any home game entrance or subscription fee and Playing Members will not be required to pay the entrance fee or subscription with respect to any home or away game fixture.

12.2 The entrance fee (if any) payable by a person seeking a class of Membership of the Club other than one of those referred to in Rule 12.1 will be such sum as may be fixed by the Board from time to time provided, that the Board has the power in its absolute discretion at any time to waive payment or vary the amount of the entrance fee as between Members of the Club and as between different classes of membership of the Club.

12.3 The annual subscription (if any) payable by each different class of Members of the Club must be determined by the Board prior to 1st November in each year and such subscription will fall due and payable on or before the last round of SANFL match fixtures in the subsequent year and if such subscription is not paid by the last round of SANFL fixtures in that subsequent year, and subject to Rule 12.4, the Member shall be deemed un-financial and ipso facto cease to be a member. The Board may at any time in its absolute discretion and upon payment of the subscription in arrears and any such re-entrance fee as it may decide to impose re-admit any such person to Membership of the Club.

12.4 A Member who has paid an annual subscription conferring upon them the right to vote at the Annual General Meeting of the Club is entitled to vote at the next Annual General Meeting that is co-ordinate or coincides with their year of paid subscription irrespective of when that Meeting is held.

The Board may in its absolute discretion accept such amount as decided upon by the Board for or in respect of the annual subscription fee payable by virtue of this Constitution and Rules from any Member who is in the opinion of the Board in necessitous circumstances.

- 12.5 Regardless of anything contained in this Constitution it is lawful for the Board in its absolute discretion to determine that no subscription shall be payable by any Member or Members in respect of any period specified by the Board. Any Member or Members so exempted will be entitled during such period to exercise their existing Membership privileges and in the case of Ordinary Members including the right to vote provided that any outstanding amounts owing to the Club by any such member or members must have been previously paid.
- 12.6 The Board may at any time refuse to accept a subscription from any Member in which case the person concerned shall cease to be a Member of the Club.
- 12.7 A Member who commits any act or omits to do anything which is in the reasonable opinion of the Board conduct which is prejudicial or detrimental to the reputation or interests of the Club may have their Membership cancelled. If any such conduct is alleged the following procedures must be followed:-
- 12.7.1 Details of the conduct complained of must be given in writing by the Board to the Member, official or person against whom an allegation has been made.
- 12.7.2 Such Member, official or person must be given an opportunity by the Board to show cause, and may be required by the Board to show cause in writing, as to why it should not cancel the Membership of that Member or withdraw their membership privileges.
- 12.7.3 The decision of the Board on the matter must be given in writing to the Member, official or person concerned.

13 OFFICERS

- 13.1 The Officers of the Club will consist of those persons who from time to time hold the office of Director.
- 13.2 The Board may appoint a Patron(s) who will hold office for a term set by the Board or until they resign.
- 13.3 The Officers of the Club other than the Chief Executive Officer will hold office until the expiration of the terms of their respective appointment under these Rules unless such office is terminated or vacated earlier. The Chief Executive Officer will hold office only whilst they remain Chief Executive Officer of the Club.
- 13.4 A vacancy in any office, occurring during the year, may be filled by the Board but any person so appointed shall hold office only until the Annual General Meeting following their appointment.

14 MANAGEMENT OF THE CLUB AND BOARD OF DIRECTORS

- 14.1 The conduct, control and management of the affairs of the Club is vested in the Board.
- 14.2 Upon the adoption of this Amended Constitution:-
- 14.2.1 The Board will be the Board as at the date of the adoption of this Amended Constitution and those persons shall hold office of Director until the following Annual General Meeting;

- 14.2.2 At the Annual General Meeting following the adoption of this Amended Constitution:-
- 14.2.2.1 All Directors of the Board will retire; and
- 14.2.2.2 The Board will comprise six (6) Directors to be elected by the Members at the Annual General Meeting.
- 14.2.3 In respect of the six (6) Directors to be elected by the Members at the Annual General Meeting the positions are to be preferably allocated to Members possessing qualifications, skills and experience in:-
- 14.2.3.1 Finance;
- 14.2.3.2 Australian Rules Football;
- 14.2.3.3 Law (particularly sports law);
- 14.2.3.4 Commerce and Business;
- 14.2.3.5 Community Engagement; and
- 14.2.3.6 any discipline that may be relevant and beneficial to the good governance and administration of the Club including, but not confined to, the following skill sets and capabilities:-
- Infrastructure Management;
 - Commercial Sponsorships;
 - Marketing;
 - On-line engagement (or equivalent)
 - Strategic Planning;
 - People and Culture;
 - Sports Administration
- 14.2.4 In the event that more than one (1) person is nominated to a category referred to in Rule 14.2.3, the Members shall elect the candidate to the Board in accordance with the provisions of Rule 18.6 of the Constitution.
- 14.2.5 Subject to this Amended Constitution, its transitional provisions and Rules the term of each elected Director shall be for three (3) years.
- 14.2.6 The maximum number of consecutive terms to be served by any Elected Director shall be 4 (provided that, in the case of a Director who has served 4 consecutive terms, that Director may re-apply for a Board position after a gap of three (3) clear years, and provided further that this limitation not apply to a Director in special circumstances approved by a special resolution of the Elected Members of the Board and by a general resolution of the Club's Members at the Annual General Meeting on the recommendation of the Board.
- 14.2.7 At the next Annual General Meeting of the Club following the adoption of this Amended Constitution only:-

- 14.2.7.1 all current Board positions will be declared vacant and the existing Directors are free to nominate for a Director's position in one or more of the categories specified in Rule 14.2.3; and
- 14.2.7.2 notwithstanding Rule 18.6.1 the closing time for the nomination for a Director's position shall be 14 days prior to the Annual General Meeting.
- 14.3 Subject to Rules 14.3.1 and 14.3.2 each Elected Director will hold office until the conclusion of the Annual General Meeting at the end of their term following their election. However, at the first Annual General Meeting following the adoption of this amended Constitution only, the following procedure for the election of Directors will apply:-
- 14.3.1 the Directors referred to in Rules 14.2.3.1 and 14.2.3.2 will be elected to and will hold office until the conclusion of the third Annual Meeting following the date of their election;
- 14.3.2 the Directors referred to in Rules 14.2.3.3 and 14.2.3.4 will be elected to and will hold office until the conclusion of the second Annual General Meeting following the date of their election;
- 14.3.3 the Directors referred to in Rule 14.2.3.5 and 14.2.3.6 will be elected to and will hold office until the conclusion of the first Annual General Meeting following the date of their election.
- 14.4 The Board may meet to carry out its business at such time or times as it determines but, in any event, not less than 12 times in a calendar year.
- 14.5 Minutes must be kept of all proceedings of the Board. The Board must appoint one or more persons from amongst the Club's employees or its Members or such other person as the Board decides to act as minute secretary for the purpose of preparing agendas and recording minutes of the meeting of the Board.
- 14.6 The Board must elect one of their number to be the President of the Club as soon as is reasonably practicable after the first Annual General Meeting following the adoption of this Amended Constitution and Rules.
- 14.7 The President shall be elected by ordinary resolution of the Elected Directors of the Board and subject to Rule 14.8 will hold the office of President until the conclusion of the next Annual Meeting following their election at which time the President must retire.
- 14.8 Under this Amended Constitution and Rules the President may only be removed from office by special resolution of the Elected Directors of the Board. Under this Rule the President may not vote against a resolution of removal but has an unfettered right to speak against the resolution and may present such arguments and evidence as they deem relevant for the consideration of the Board in determining the resolution of removal.
- 14.9 The Board must elect one of their number to be Vice President of the Club as soon as is practicable after the first Annual General Meeting following the adoption of this Amended Constitution and Rules.
- 14.10 The Vice President shall be elected by ordinary resolution of the Elected Directors of the Board and subject to Rule 14.11 will hold the office of Vice President until the conclusion of the next Annual General Meeting following their election at which time the Vice President must retire.

- 14.11 Subject to this Amended Constitution and Rules the Vice President may be removed from office by ordinary resolution of the Elected Directors.
- 14.12 Nothing in this Amended Constitution and Rules prevents a retiring President or Vice President from seeking re-election
- 14.13 Only the Elected Directors of the Board are eligible to vote for the election or removal of the President and Vice President of the Club. For the avoidance of doubt the Chief Executive Officer or a Director(s) appointed by the Board under Rule 14.17 may not vote at a meeting of the Board to elect or remove the President or Vice President and may not participate in any other way in the process of election or removal except with the agreement of all of the Elected Directors.
- 14.14 If the appointment of the President or the Vice President is terminated for any reason before the expiration of their term the Elected Directors of the Board must appoint another of their number to be the President or the Vice President as the case may be who will hold office for so long only as the person in whose place they are appointed would have held office if their appointment had not been terminated.
- 14.15 Subject to Rule 14.16 the President will be the Chair of all meetings of the Board.
- 14.16 If the President is not present at any meeting of the Board within 15 minutes of the scheduled commencement time of that meeting the Vice President must act as Chair and if they are not present, a Chair of that meeting must be elected by ordinary resolution of the Directors present at that meeting.
- 14.17 The Elected Directors of the Board may by special resolution appoint a Director who possesses specific skills and expertise not available from the current members of the Board. However, the number of appointed Directors must not exceed two (2) at any particular time.
- 14.18 An appointed Director will hold office for a term of not more than one (1) year from date of their appointment and may be re-appointed by the Elected Directors in accordance with Rule 14.17 at the expiration of their term of office provided their re-appointment does not exceed one (1) year.
- 14.19 An appointed Director may be removed from office by ordinary resolution of the Elected Directors.
- 14.20 Under this Amended Constitution and Rules an appointed Director is not required to be a Member of the Club at the time of their appointment but must become an Ordinary Member of the Club within 30 days of their appointment. An appointed Director will be ineligible for appointment to the Board if they are members of any other SANFL Club and do not rescind their membership before making application to become a Member of the South Adelaide Football Club.
- 14.21 A Director appointed by the Elected Directors of the Board may vote upon any matter requiring an ordinary resolution of the Board but cannot vote for the removal of any Elected Director or the appointment or removal of the President or Vice President under Rule 14.13 or the appointment or removal of the Chief Executive Officer or the appointment or removal of another appointed Director or the appointment or removal of the League Director or the Alternate League Director.
- 14.22 14.22.1 The Board must meet to carry out its business at such time or times as it determines but in any event, not less frequently than 12 times in each calendar year and may regulate its meetings in such manner as it thinks fit.
- 14.22.2 A meeting of the Board may consist of a conference between Directors some, or all, of whom are in different places provided that each Director who participates is able:

- 14.22.2.1 to hear each of the other participating Directors addressing the meeting; and
- 14.22.2.2 if they wish to address each of the other participating Directors, to do so simultaneously.
- 14.22.3 A meeting held under Rule 14.22.2 may be held by the Directors in person, by conference telephone or by any other form of communication (whether or not it exists when this Rule 14.22 is adopted) or by a combination of any of these methods.
- 14.22.4 A quorum is present if the conditions in Rules 14.22.2.1 and 14.22.2.2 are satisfied for at least the number of Directors required to form a quorum. A meeting held in this way is taken to take place at the place nominated by the person chairing the meeting.
- 14.22.5 Before the meeting, any Director may give notice to the Chief Executive Officer that they wish to participate in the meeting in any of the ways allowed under this Rule 14.22. In that case the Chief Executive Officer must arrange an appropriate facility at the Club's expense.
- 14.22.6 A Director may not leave the conference by disconnecting their means of communication unless they have previously obtained the express consent of the person chairing the meeting.
- 14.22.7 A Director is conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or any other means of communication unless the Director has previously obtained the express consent of the person chairing the meeting to leave the conference.
- 14.22.8 Rules 14.22.2. - 14.22.7 do not limit the discretion of the Directors to regulate their meetings under Rule 14.22.1.
- 14.23 The President or any two (2) Directors may at any time summon a meeting of the Board.
- 14.24 Subject to Rule 14.25 a quorum for a meeting of the Board is not less than five (5) Directors and a Director of the Board having an interest referred to in Rule 14.31 is to be counted for the purpose of a quorum regardless of that interest. If within thirty (30) minutes from the time appointed for the meeting or within such further period as those present may agree a quorum is not present the meeting must stand adjourned to the same day in the next week at the same time and place or to such other day at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within one hour from the time appointed for the meeting the Directors present [being not less than three (3) of its number] shall form a quorum.
- 14.25 In the event that the number of Directors of the Board falls below the quorum referred to in Rule 14.24 the continuing members of the Board may act despite such vacancy or vacancies in their body. The continuing Directors of the Board must, as soon as possible, take all steps necessary to cause any vacancy or vacancies to be filled.
- 14.26 Questions arising at any meeting shall unless otherwise specified in these Rules or determined by the Board be decided by a majority of votes or ordinary resolution as the case may be. In case of equality of votes, the Chair shall have a second or casting

vote.

- 14.27 The term of office of a Director of the Board will cease immediately if:-
- 14.27.2 they resign their office by notice in writing to the Board;
 - 14.27.3 they die;
 - 14.27.4 they become an insolvent under administration;
 - 14.27.5 they are found guilty of a serious criminal offence as defined in Rule 2.14
 - 14.27.6 they are suspended for any period or otherwise cease to be a Member of the Club;
 - 14.27.7 they become of unsound mind or due to illness or some other medical cause become physically unfit to discharge their obligations and duties;
 - 14.27.8 their term of appointment expires under these Rules;
 - 14.27.9 their application for registration as a Registered Official of the SANFL under and for the purposes of Regulation 4.4 (as amended or varied from time to time) of the Regulations made under the Constitution of the SANFL is refused, or having been granted is subsequently revoked;
 - 14.27.10 their working with children approval is revoked by the relevant authority under the Child Safety (Prohibited Persons) Act 2016 or such other similar legislation as may be enacted from time to time;
 - 14.27.11 they are made the subject of a Court Order restraining them from committing acts of domestic violence or abuse.
- 14.28 All acts done by the Board or by any person acting as a Director of the Board must notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director of the Board or person so acting or that they or any of them were disqualified be as valid as if every such person had been duly appointed as was duly qualified.
- 14.29 A resolution in writing signed by all the Directors of the Board for the time being will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- 14.30 No member of the Board shall be disqualified from their office from contracting or entering into any arrangement with the Club either as vendor, purchaser, solicitor or otherwise, nor will any such contract or arrangement or any contract or arrangement entered into by or on behalf of the Club in which all of the Directors of the Board or any Director of the Board is in any way interested be avoided nor will any Director of the Board so contracting or being so interested be liable to account to the Club for any profit realised by any such contract or arrangement by reason of such Director of the Board holding that office or the fiduciary relationship thereby established.
- 14.31 Every Director of the Board who is in any way whether directly or indirectly interested in a contract or proposed contract with the Club must as soon as practicable after the relevant facts have come to their knowledge declare the nature of their interest at a meeting of the Board. For the purpose of this clause a general notice given to the Board by a Director of the Board to the effect that they are an officer or member of a specified company or a member of a specified firm and is to be regarded as interested in any contract which may after the date of the notice be made with that company or firm will be deemed to be a sufficient declaration of interest in relation to any contract so made but no such notice will be of effect unless either it is given at a meeting of the Board or the Director of the Board so concerned

takes reasonable steps to ensure that it is tabled and read at the next meeting of the Board after it is given. It is the duty of every Director of the Board who holds any office or possesses any property whereby duties or interests might be created in conflict with their duties or interests as a Director of the Board to declare at a meeting of the Board the fact and the nature, character and extent of the conflict and such last mentioned declaration must be made at the first meeting of the Board held after they become a Director of the Board or (if they are already a member of the Board) after they have commenced to hold the office or possess the property. Every declaration under this clause shall be recorded in the minutes of meeting at which it is made, and the Chief Executive Officer must maintain a register of all such declarations.

- 14.32 No Director of the Board is entitled to take part in any discussion nor vote in respect of any contract or arrangement in which they are interested and if they do so their vote must not be counted.
- 14.33 The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at the meeting.
- 14.34 The Board may, from time to time, appoint such sub-committee(s) as they deem necessary or expedient, and may delegate or refer to them such of the powers and duties of the Board as the Board may determine to assist the Board provided always that at least one (1) member of the Board is appointed on such sub-committee. Such sub-committees must report their proceedings to the Board and shall conduct their business in accordance with the directions of the Board.
- 14.35 The Board may from time to time make By-Laws regulating the affairs of the Club and the conduct and behaviour of the Members of the Club and the Board may from time to time alter, add to, vary, amend or repeal any By-Laws made hereunder. Any By-Laws are, unless they are inconsistent with the Constitution and Rules of the Club for the time being and from time to time, be binding upon all Members of the Club for the time being and from time to time and be construed as and form part of these Rules until rescinded, altered or varied by the Board. In the event of any inconsistency between the Constitution and the Rules of the Club from time to time and any By-Laws made hereunder the provisions of the Constitution and Rules will prevail and such By-Laws are to the extent of their inconsistency invalid and unenforceable.
- 14.36 The Elected Directors of the Board must appoint as soon as practicable after the Annual General Meeting or if a vacancy occurs at any time an appropriate person to act as League Director and it must at the same time also appoint an appropriate person to act as an Alternate League Director.
- 14.37 The League Director and Alternate League Director will hold office for a period of one (1) year from the time of their appointment and are eligible for re-appointment at the expiration of their term of office.
- 14.38 The League Director and Alternate League Director must be Elected Directors and shall be appointed by ordinary resolution of the Elected Directors of the Board.

15 CHIEF EXECUTIVE OFFICER

The Board must appoint a Chief Executive Officer of the Club for such term and upon such remuneration and conditions as the Board shall determine. The Chief Executive Officer will be a member of the Board but shall have the same restricted voting rights as an appointed Director under Rule 14.21 . The duties of the Chief Executive Officer will be:-

- 15.1 To attend all meetings of the Board and such Club Committee meetings as may be necessary for the proper discharge of their duties.

- 15.2 To keep or cause to be kept a list of Members for the time being of the Club.
- 15.3 To keep or cause to be kept records and minutes for the Club in a book or books provided for that purpose of the meetings of the Board, and all other committees and sub-committees of the Club
- 15.4 To convene or cause to be convened meetings of the Board and of all other committees and sub-committees.
- 15.5 To receive or cause to be received subscriptions and other moneys belonging or due to the Club and upon receipt of the same to pay same into the Club s bank account.
- 15.6 To carry out all such other duties as may be delegated to them by the Board.

16 ACCOUNTING AND AUDITING

- 16.1 The Board must cause to be kept a complete account of the income and expenditure and of the affairs of the Club and must also ensure:
 - 16.1.1 That a proper set of books is kept by the person holding the position of Chief Executive Officer of the Club showing the state of the funds of the Club and its actual and contingent liability.
 - 16.1.2 That all monies owing by the Club are duly and regularly paid.
 - 16.1.3 That all monies owing to the Club are duly received.
 - 16.1.4 That all monies received by the Club are promptly deposited in the Club's bank account and receipts, vouchers and other documents pertaining to the Club's financial affairs must be carefully filed and preserved for inspection by the auditor.
- 16.2 The financial year of the Club will commence on the first day of November in one year and end on the last day of October in the following year.
- 16.3 The Club must furnish annually as soon as practicable after the end of a financial year of the Club and in any event not later than the last day of January thereafter a report of the activities of the Club for the previous financial period of the Club together with the duly audited Balance Sheet and Profit and Loss Account of the Club.

17 AUDITOR

- 17.1 Any registered company auditor not being a member of the Club is eligible to be appointed as an auditor of the Club.
- 17.2 The Board must appoint an auditor of the Club which appointment will be subject to the approval of the members of the Club at an Annual General Meeting of the Club.
- 17.3 The auditor of the Club will subject to any agreement between the auditor and the Club continue in office unless he/she resigns or unless the Board appoints another auditor to replace them whichever happens first.
- 17.4 The auditor must audit the accounts of the Club for the one-year period ending on the last day of October each year. The audit report must be attached to the financial statements and laid before the Club at its Annual General Meeting.

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

18 NOMINATION FOR OFFICE

- 18.1 Subject to this Amended Constitution and Rules, Ordinary Members and Life Members are the only persons who are eligible for nomination or election to any office in the Club.
- 18.2 Any person who has been found guilty by an Australian Court of a serious criminal offence within the meaning of Rule 2.14 or who does not have a current Working with Children Approval under the Child Safety (Prohibited Persons) Act 2016 or such similar legislation as may be enacted or amended from time to time or who is the subject of a Court Order restraining them from committing acts of domestic violence or abuse or who is an undischarged bankrupt shall not be eligible for nomination or appointment to any office in the Club.
- 18.3 All nominations for election for office in the Club shall be in writing and must be signed by two nominating Ordinary Members or Life Members and the candidate and shall be delivered to the Chief Executive Officer in accordance with Rule 18.6.3.
- 18.4 A candidate for nomination or election to any office in the Club must submit a declaration in writing stating that they are not ineligible to hold any office in the Club under Rule 18.2 and must consent to the Chief Executive Officer making any reasonable enquiries considered necessary to verify the candidate's declaration of eligibility.
- 18.5 The following information shall be included in the nomination form of any candidate for election to any office in the Club, namely:-
- 18.5.1 Whether the candidate has held office with the Club and if so, full details.
- 18.5.2 Whether the candidate has previously played football for the Club and if so, full details.
- 18.5.3 Whether the candidate has any previous administrative experience with any other football club or sporting body and if so, full details.
- 18.5.4 Candidate profiles submitted to the Club must contain no more than five hundred (500) words and may be amended to a standard format in order that all profiles may be presented to members on a uniform basis.
- 18.6 The election of the Board of Directors shall be conducted in the following manner:
-
- 18.6.1 The Board of Directors shall appoint a Returning Officer, who may be the Chief Executive Officer, and shall set a date and hour up to which nominations may be received for the positions of Director (the "**Closing Time**"), such date being at least 28 days prior to the date of the Annual General Meeting.
- 18.6.2 The Returning Officer shall call for nominations by:-
- 18.6.2.1 sending an advertisement via email to the email address for each Member (if any) set out in the Register of Members;

- 18.6.2.2 until otherwise decided by the Annual General Meeting placing an advertisement in one of the newspapers of state-wide circulation in South Australia at least 10 days prior to the Closing Time;and
- 18.6.2.3 publishing an advertisement on the Club's website.
- 18.6.3 All nominations shall be made in writing in accordance with Rule 18.3 and shall be delivered to the Returning Officer prior to the Closing Time by hand, post, email or other means determined by the Board from time to time.
- 18.6.4 If the number of candidates nominated is equal to or less than the number of vacancies to be filled, the chair at the Annual General Meeting shall declare such candidates to be duly elected.
- 18.6.5 A candidate may withdraw their nomination at any time prior to the commencement of the Annual General Meeting.
- 18.6.6 Any vacancy caused by a lack of nominations, by the withdrawal of a nomination or by the death of a candidate shall be deemed to be a casual vacancy for the purposes of Rule 13.3 and shall be filled pursuant to Rule 13.4.
- 18.6.7 If the number of candidates nominated exceeds the number of vacancies to be filled, a ballot shall be held in accordance with these Rules. The following provisions shall apply to the ballot:-
 - 18.6.7.1 the Chief Executive Officer shall, within 14 days after the Closing Time, forward to each Member of the Club entitled to vote relevant voting information dealing with completion of the ballot paper and the voting procedure and process which may include voting by electronic means and as determined from time to time by the Board, the appropriate ballot paper listing the candidates, and any statement by a candidate in support of their election (as approved by the Returning Officer);
 - 18.6.7.2 the information referred to in Rule 18.6.7.1 will be sent to the email address for each member set out in the Register of Members, unless the member has no email address and has specifically requested the information be sent by post to their nominated postal address recorded in the Register of Members.
 - 18.6.7.3 for the purpose of conducting a ballot the Chief Executive Officer shall supply to the Returning Officer a certified list of Members who are entitled to vote;
 - 18.6.7.4 voting shall be effected by either:-
 - 18.6.7.4.1 the return by the Member of the ballot paper by post; or
 - 18.6.7.4.2 by electronic means either by e-mail or through a web-based voting mechanism approved by the Board and the Returning Officer;
 - 18.6.7.5 a Member who is unable to cast a vote by e-mail or via the web-

based process must return the ballot paper to the Returning Officer in an envelope to be provided together with an identification slip signed by the Member by no later than 72 hours prior to the time and date of the Annual General Meeting;

- 18.6.7.6 after the close of the ballot, 72 hours prior to the time and date set for the Annual General Meeting, the Returning Officer shall certify the number of votes received by each candidate. Successful candidates will be declared elected by the Chair of the Annual General Meeting;
- 18.6.7.7 in case of an equality of votes, the Chair, if not a candidate for the position, shall have a casting vote. If the Chair is a candidate the Chair shall vacate the Chair at a convenient time during the meeting and the meeting shall elect in the place of the Chair another Chair who shall exercise the casting vote;
- 18.6.7.8 all elections of officers will be conducted and determined on a preferential voting system approved by the Board;
- 18.6.7.9 in respect of the election of Directors at the Annual General Meeting after the amendment to the Constitution the Board and Returning Officer may determine that if it is not reasonably practicable to allow for the process for election to be effected completely in accordance with this Rule 18.6.7 the time provisions of Rules 18.6.7.6 and 18.6.7.7 will be extended until half an hour prior to the nominated time of the Annual General Meeting;
- 18.6.7.10 the decision of the Returning Officer as to: -
 - 18.6.7.10.1 the validity of any vote;
 - 18.6.7.10.2 the right of any Member to vote;
 - 18.6.7.10.3 which votes shall be counted; and
 - 18.6.7.10.4 generally, as to the conduct of the ballot and the scrutiny;

shall be final.

- 18.6.8 the Returning Officer shall appoint such assistants as they deem necessary for the conduct of the ballot;
- 18.6.9 each candidate for election may appoint a scrutineer or scrutineers to attend the counting of votes provided that not more than one scrutineer for each candidate is present in the counting room at any one time.

19 MEETINGS OF MEMBERS

- 19.1 Subject to any rights which may be conferred as a class of Members created under Rule 7.5 Ordinary Members and Life Members are the only members of the Club who are entitled to vote at any meeting of Members of the Club.

- 19.2 The Annual General Meeting of the Club must be held not later than the last day of February in each year on a date to be fixed by the Board, to appoint officers, to appoint an auditor, to receive from the Club the Balance Sheet and Profit and Loss Account of the Club having been approved and accepted by the Board for the period of twelve months immediately preceding the last day of October preceding the date of the Annual General Meeting. Such business shall be deemed ordinary business and all other business shall be deemed special.
- 19.3 At least fourteen (14) days' notice in writing must be given to those members of the Club who are entitled to vote at any General Meeting of the Club. The written notice to be given under this Rule 19.3 will be in such form and given in such manner as the Board determines from time to time.
- 19.4 If any Member entitled to vote at an Annual General Meeting of the Club desires to bring forward any special business at any Annual General Meeting of the Club such Member must give written notice of such business to the Chief Executive Officer not less than twenty-eight (28) clear days prior to the Annual General Meeting at which the Member wishes such business to be considered and the Chief Executive Officer must incorporate such business in the notice convening the Annual General Meeting. No special business may be transacted at any Annual General Meeting unless notice specifying the specific nature of such business has been given in the notice convening such Annual General Meeting.
- 19.5 A Special General Meeting of the Club may be called by the Board whenever it thinks fit and the Board must, upon a request in writing under the hands of not less than thirty (30) Members of the Club eligible to vote at a General Meeting, convene a Special General Meeting. Such request must state the purpose for which the meeting is desired and the Resolutions to be proposed and no other matters may be discussed at that meeting except with the leave of the chair of the meeting.
- 19.6 Upon a request in writing to convene a Special General Meeting under Rule 19.5 being left with the Club the Board must immediately proceed to convene a Special General Meeting to be held at such time and place as it thinks fit not being more than twenty-eight (28) days after the receipt of such request.
- 19.6.1 At any meeting of Members or any adjournment of that meeting, a quorum will consist of thirty (30) members present in person or by proxy and entitled to vote. If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened on the requisition of Members will be dissolved and in any other case it 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 half an hour from time appointed for the meeting the Members present and entitled to vote shall form a quorum.
- 19.7 The President or in their absence or unwillingness to act the Vice President or in their absence or unwillingness to act a Director of the Board appointed by the Board for that purpose or in their absence or unwillingness to act a Member appointed by the meeting must preside at each meeting of Members. The chair of such meeting will in the case of an equality of votes both on the show of hands and upon a poll have a second or casting vote.
- 19.8 At any meeting of Members, a resolution put to the vote of the meeting shall unless a poll is demanded, be decided by a show of hands of the persons present and entitled to vote.
- 19.9 On a show of hands every Member present in person and entitled to vote may cast

one vote but no Member is entitled to vote unless all monies presently payable by them to the Club whether for subscriptions or otherwise shall have been duly paid.

- 19.10 Unless a poll is demanded, a declaration by the chair of that meeting that a resolution has been carried or carried by a particular majority or lost is deemed to be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- 19.11 A poll may be demanded on any resolution by the chair of a meeting or by not less than three Members present and entitled to vote.
- 19.12 If a poll is demanded on any resolution by the requisite number of persons it must be taken at such time and in such manner as the chair of the meeting directs.
- 19.13 No poll can be demanded on the question of the adjournment of a meeting.
- 19.14 All decisions arrived at and carried at any meeting of Members held in conformity with this Constitution will be binding and conclusive upon all Members of the Club and no notice of motion to reconsider any such decision can be received by the Board for a period of six months from the meeting at which such decision was made.
- 19.15 If a poll is demanded every Member present in person or by proxy and entitled to vote may cast one vote.
- 19.16 At the Annual General Meeting the Board must, in addition to answering all reasonable questions in relation to the Annual Report, endeavour to answer all other questions put by members so long as those questions: -
- 19.16.1 are not defamatory or offensive;
 - 19.16.2 do not call for the disclosure of confidential or commercially sensitive information; and
 - 19.16.3 have been put in writing to the Club at least five (5) days before the time of the Annual General Meeting.

20 PROXIES

- 20.1 A member entitled to attend and vote at meetings of members may appoint any person who is a Member of the Club as proxy to vote for him at any meeting of Members.
- 20.2 The form appointing a proxy shall be in writing and signed by the member appointing such proxy.
- 20.3 A form appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular motion and, where an instrument of proxy so provides, the proxy is not entitled to vote on the motion except as specified in the form of a proxy.
- 20.4 The form appointing a proxy shall be in the following form or in a form that is as similar to the following form as the circumstances allow:

SOUTH ADELAIDE FOOTBALL CLUB INC.

I.....of.....,
 being a Member of South Adelaide Football Club Inc hereby appoint
of..... or,
 in his/her absence,
of.....,
 as my proxy to vote for me on my behalf at the Annual/Special General
 Meeting of the Club to be held on the day of, 20..... and at
 any adjournment of that meeting

+This form is to be used *in favour of/against the motion.

*Strike out whichever does not apply

+To be inserted if desired

Signed this day of, 20.....

Signed

- 20.5 The form appointing a proxy shall not be treated as valid unless it is deposited by delivery, fax or e-mail not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, at the office of the Chief Executive Officer or other such place as is specified for that purpose in the notice convening the meeting.

21 INDEMNITY

Nothing which is done by any Director of the Board or by any officer or other person appointed or employed by the Board if done bona fide in the exercise of their powers or in the performance of their duties under the Constitution and Rules of the Club shall subject such member of the Club officer or other person to any personal liability and it is the duty of the Club, out of the funds of the Club, to pay and satisfy all costs, losses, damages, expenses and liabilities whatsoever so incurred in the course of the conduct of the Club. Under this Rule 21 the Board of Directors shall ensure that an appropriate and comprehensive form of indemnity insurance is in place at all times.

22 SEAL

The Board must cause to be prepared a common seal with the name of the Club inscribed on it and must provide for its safe custody. The seal must not be used except by the authority of the Board. Every deed or instrument to which the seal is required to be affixed can only be affixed by a resolution of the Board and in the presence of at least one member of the Board who must sign every instrument to which the seal be so affixed. Every such instrument shall be counter-signed by the Chief Executive Officer or a second member of the Board or be signed and counter-signed by such other person or persons as the Board may from time to time authorise.

23 ALTERATION OF CONSTITUTION AND RULES

- 23.1 This Constitution and Rules may be altered, varied or amended by a resolution passed at an Annual General Meeting or Special General Meeting of the Club. No such resolution shall be deemed to have been passed unless it be carried by a Special Resolution of the Members present and entitled to vote in person or by proxy. At least twenty-eight (28) days' notice in writing specifying the proposed amendment or amendments shall have been given to Members.

24 NOTICES

- 24.1 The Club must at all times have an address for service of notices which address must unless otherwise advised be the address of the office of the Club and the Club must give written notice to every member of every change of such address within twenty-eight (28) days after any change thereto is made.
- 24.2 Every notice to be given or communication made to the Club will be deemed for all purposes to have been duly given or made if given or made in writing and either delivered to the registered office of the Club or enclosed in an envelope with postage duly pre-paid and addressed with the full name of the Club and its address for service of notice for the time being and posted at any post office in Australia.
- 24.3 Every notice to be given or communication made by the Club to any member will be deemed to have been duly given or made if given or made in writing and either handed personally to such member or enclosed in an envelope with postage duly pre-paid and addressed to the member's address on the register of members or if no such address is specified in the register to the last known or usual business address of the member and posted at any post office in the State of South Australia.

25 CERTIFICATE OF SERVICE

Any player who has played football with and an official of the Club who has given service to the Club for five (5) years shall receive a Long Service Certificate. Any player who plays football with the Club for ten (10) years shall receive a further Long Service Certificate.

26 CLUB COLOURS AND UNIFORM

26.1 The colours of the Club shall until otherwise decided by the Voting Members be a combination of Blue and White.

26.2 Any change to the Club's colours shall be a matter for decision of the Club's Members at a General Meeting

26.3 The design of Club uniforms for the playing of football including monograms, symbols and words shall be at the discretion of the Board and may be altered from time to time as the Board sees fit provided any changes or alterations display the Club colours.

27 SANFL

27.1 The Club shall be an associate club of the SANFL and shall be subject to and abide by the Rules, Regulations and By Laws of that body as varied from time to time

27.2 When the SANFL requires the Club to adopt a new Rule or to rescind, vary or modify or alter any existing Rule of this Constitution the Board may for such purpose adopt such Rule or effect such rescission variation modification or alteration without the necessity of calling any General Meeting of the Club or without the necessity of obtaining any approval of the Members of the Club but any such alteration to this Constitution shall be notified to Members at the next General Meeting of the Club

27.3 The Board must in respect of each and every season nominate such persons as may be required under the Constitution of the SANFL to be a Director and Alternate Director(s) of the SANFL for the current season

27.4 The Club must comply with Regulation 4.4 of the Regulations made under the Constitution and Rules of the SANFL as amended or varied from time to time (the SANFL Regulations) relating to the registration of Officials of the Club with the SANFL.

27.5 The Club must not permit any person who has not been registered by the SANFL as a Registered Official under Regulation 4.4 of the SANFL Regulations to hold any office in or perform any duty for the Club.

28 INTERPRETATION OF RULES

28.1 These Rules shall, if possible, be constructed so as to be consistent with and in compliance with the Constitution, Rules and Regulations of the SANFL ("the SANFL Rules") and if at any time there is a conflict between these Rules and the SANFL Rules, the latter shall prevail.

28.2 The Board shall be the sole authority for the interpretation of these rules and any regulations or By-Laws made thereunder and the decision of the Board upon any question of interpretation or upon any matter affecting the Club and not provided for by these rules or by the regulations and By-Laws made thereunder shall be final and binding upon the members.

29 WINDING UP

- 29.1 The Club may be dissolved voluntarily by resolution passed by not less than three quarters of the members of the Club present and voting at a General Meeting of the Club of which at least twenty-eight (28) days' notice in writing specifying the proposed resolution must have been given to members.
- 29.2 If upon the winding up or dissolution of the Club there remains after the satisfaction of all its debts and liabilities any surplus, such surplus must not be paid to or distributed amongst the members of the Club but must be given or transferred to some other organisation or organisations having objects similar to the objects of the Club and which prohibits the distribution of its profits and assets to its members which organisation or organisations must be determined by the members of the Club at or before the time of dissolution.

30 MATTERS NOT DEALT WITH

Any matter of any kind whatsoever not dealt with or provided for under these Rules may be dealt with in such manner as the Board shall determine.

ANNEXURE A**DIRECTOR OBLIGATIONS AND
RESPONSIBILITIES**

It is acknowledged that Board positions are voluntary, but notwithstanding that, Directors are expected to comply with the following:

1. Each Director must contribute sufficient time, energy and commitment to ensure that all of that position's accountabilities are met.
2. Being a Director of an SANFL Club involves much more than just turning up for monthly Board Meetings – it is anticipated that most of the activities will take place between meetings.
3. Directors must attend and support all key Club functions where possible.
4. Directors must be ambassadors for the Club and use their contacts and associations to further the interests in the Club wherever possible.
5. Directors must attend Club matches to the extent possible.
6. Directors must be prepared to work as a team, allowing for robust discussion, but ultimately supporting Board decisions once they are made.

ANNEXURE B

CHAIRMAN/PRESIDENT DUTIES AND

RESPONSIBILITIES

The Chairman/President of the Board should be capable of acting as President of the Club and Chairing the Board, including, without limitation, attending to the following:

1. Be the public face of the Club in all of its dealings with key stakeholders such as major sponsors, coterie groups, the SANFL, the media and the community at large.
2. Lead the Board in understanding its role and in accepting and striving to achieve individual and collective aims.
3. Maintain a close working relationship with the CEO or other senior managers of the Club, being supportive and demanding as required to ensure the Club's business and operational plans and targets are being met.
4. Provide leadership to the Board to ensure that the Board operates efficiently, harmoniously and effectively as a team. This will include as required:
 - 4.1 ensuring some social interaction between the Board Directors;
 - 4.2 ensuring adequate induction and training for new Board Directors;
 - 4.3 enter into private conversations with individual Directors from time to time.
5. Lead the Board in ensuring appropriate strategic direction and plans are in place and that Board decisions are made consistently with that direction.