



HAPPY VALLEY FOOTBALL CLUB CONSTITUTION

1. NAME:

The name of the Association/Club is The Happy Valley Football Club Inc (Inc.) hereinafter referred to as the "Association" or "Club"

2. OBJECTS:

The objects of the Club are:-

- 2.1. To promote, foster and encourage all forms of sport and in particular the Australian National game of Football
- 2.2. To provide facilities for members for playing AFL football and other sports and/or games and provide facilities for social activities of members
- 2.3. To promote unity and good fellowship amongst members of the club and between members of other clubs

Affiliate with the Southern Football League or other sporting associations and play matches as arranged by the League or said sporting associations.

3. ATTAINING OBJECTS

The Club shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Club.

4. PROPERTY OF THE CLUB

The Club must apply all property and income of the Club towards the promotion of the objects or purposes of the Club and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the Club, except in good faith in the promotion of those objects or purposes.

5. POWERS OF THE CLUB:

- 5.1. To acquire, hold, deal with, and dispose of any real or personal property;
- 5.2. To open and operate bank accounts;
- 5.3. To invest its money –
 - (i) in any security in which trust moneys may be invested; or
 - (ii) in any other manner authorised by the rules of the Club;
- 5.4. To borrow money upon such terms and conditions as the Club thinks fit;
- 5.5. To give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;

- 5.6. To appoint agents and employees to transact any business of the Club on its behalf for reward or otherwise;
- 5.7. To build construct erect maintain alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by the Club;
- 5.8. Accept donations and gifts in accordance with the objects of the Club;
- 5.9. Print and publish any information by any media including, but not limited to newsletters, digital media, newspapers, articles or leaflets for promotion of the Club;
- 5.10. Provide gifts and prizes in accordance with the objects of the Club;
- 5.11. Organise social events for Members and the promotion of the Club; and
- 5.12. To enter into any other contract the Club considers necessary or desirable.

6. MEMBERSHIP:

- 6.1. Membership shall be open to any person who wishes to further the interests of the Club.
- 6.2. Any person seeking membership shall make application to the Management Committee, and the Management Committee shall determine whether the application is successful or not.
- 6.3. Each person admitted to membership shall be;
 - 6.3.1. Bound by the Constitution and By-laws of the Club.
 - 6.3.2. Come liable for such fees and subscriptions as may be fixed by the Club.
 - 6.3.3. Entitled to all advantages and privileges of membership.

6.4. Membership Categories:

6.4.1. ORDINARY MEMBER

Any person who is a financial member of the Club is entitled to hold any office and enjoy the privileges of the Club. This includes playing members who have registered with the Southern Football League or other sporting associations and are over 18 years of age.

6.4.2. SOCIAL MEMBER

Persons other than ordinary members who are interested in promoting the Club, but who do not wish to participate in the playing activities of the Club, may become a Social Member.

6.4.3. JUNIOR MEMBER

Any person under the age of 18 years may become a Junior Member. Junior Members shall have no voting rights nor be entitled to hold any office.

6.4.4. ASSOCIATE MEMBER

A Parent or Guardian of a financial Junior Member

6.4.5. LIFE MEMBERSHIP

The Management Committee as a Life Member may elect any member who has given outstanding service to the Club. Any member may nominate a person to the Management Committee for consideration for Life Membership.

6.4.6. PATRON

The Club may, at its discretion, elect a patron/s or vice patron/s of the Club for such period as may be deemed necessary. Such patron/s or vice patron/s shall not be eligible to vote unless they are current members of the Club under another category of membership.

6.4.7. AFFILIATED CLUB'S OR TEAMS

A club or team desirous of becoming an affiliated club or team must take application in accordance with the by-laws of the Club. Such application must be lodged with the Club Secretary on or before a date as determined by the Management Committee of the Club. Each affiliated club or team shall appoint or elect a delegate as his or her representative to meetings of the Management Committee.

6.5. The Management Committee shall appoint a member of the Management Committee to maintain an up to date register of members of the Club.

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

7. SUBSCRIPTIONS:

7.1. To be paid by different classes as and when they are due

8. TERMINATION OF MEMBERSHIP

8.1. Any person's membership may be terminated by the following events;

8.1.1. Resignation

8.1.2. Expulsion

8.1.3. a Member's annual membership fee remains unpaid after three months falling due;

8.2. The Management Committee shall have the power to suspend or expel any member of the Club for:

8.2.1. any of the events in Item 8.1

8.2.2. False or inaccurate statements made in the member's application for membership of the Club,

8.2.3. breach of any rule, regulation or by-law of the Club and

8.2.4. by any act detrimental to the Club.

After having undertaken due inquiry.

8.3. Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a Scheduled Management Meeting called for such purpose, and the decision of the Management Meeting shall be final.

9. EXECUTIVE COMMITTEE

N.B (1) Committee persons are sometimes referred to as Office Bearers.

(2) The main Office Bearers are referred to as The Executive – President, Vice President, Treasurer and Secretary. Plus one elected from the Management Committee

(3) Election of Executive (President, Vice President, Secretary, Treasurer) is for two (2) years (save for the first year of the adoption of this clause, in which the 2 year terms will only apply to the Vice President and Secretary). The President and Treasurer will be elected on even years and Vice President and Secretary will be uneven years.

In the case that an elected Executive cannot fulfil their term then the Management Committee will after a vote appoint a replacement to complete his/her term until the required Annual General Meeting

- 9.1. Management of the Club shall be vested in the Management Committee elected by the members at the Annual General Meeting and consisting of;
 - 9.1.1. President
 - 9.1.2. Vice President
 - 9.1.3. Secretary
 - 9.1.4. Treasurer
 - 9.1.5. Management Committee
 - 9.1.6. Club delegates
- 9.2. Each person that holds a position on the Management Committee is entitled to one vote
- 9.3. A person shall cease to be a member of the Management Committee at the conclusion of the Annual General Meeting which follows his/her election and he will be eligible for re-election.
- 9.4. A quorum of the Management Committee shall be half of its members plus one.
- 9.5. If the President or Vice President is unable to attend, then the Secretary shall chair that meeting.
- 9.6. A member of the management committee may lose his or her seat on the committee for either of the following;
 - Absence from three or more meetings without leave of absence.
 - Found not to be a financial member.

10. POWERS OF THE EXECUTIVE COMMITTEE

- 10.1. The Executive Committee shall carry out the administrative running of the Club and shall have the delegated powers to:
 - 10.1.1. Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
 - 10.1.2. Fix the manner in which such banking accounts shall be operated upon, providing the Management Committee passes all payments;
 - 10.1.3. Adjudicate on all matters brought before it which in any way affect the Club.
 - 10.1.4. Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
 - 10.1.5. May at their discretion employ a person or persons to carry out certain duties required by the Club, at salaries or remunerations for such period of time, as may be deemed necessary.
 - 10.1.6. Should a vacancy occur on the Management Committee during the season, the Management Committee shall appoint a successor until the next Annual General Meeting.
 - 10.1.7. Appoint an officer/s or agent of the Management Committee to have custody of the Club's records, documents and securities.

11. POWERS OF THE MANAGEMENT COMMITTEE

11.1. The Management Committee shall carry out the day to day running of the Club and shall have the delegated powers to:

- 11.1.1. Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
- 11.1.2. Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
- 11.1.3. Make, amend and rescind rulings and By-laws;
- 11.1.4. Have the power to form and appoint any subcommittee/s as required for specific purposes;
- 11.1.5. Should a vacancy occur on the Management Committee during the season, the Management Committee shall appoint a successor until the next Annual General Meeting.

12. AUDITOR

12.1.1. At the Annual General Meeting an Auditor or Auditors will be appointed.

12.2. The Auditor/s shall examine and audit all the books and accounts of the Club annually, and have the power to call for all books, papers, accounts, receipts etc., of the Club and report thereon to the Annual General Meeting.

13. GENERAL MEETINGS:

13.1. Annual General Meeting

13.1.1. The Annual General Meeting of the Club must be held within two months of the end of the club's financial year.

13.1.2. The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting, to members.

13.1.3. All members may attend the Annual General Meeting.

13.1.4. All nominations for the Executive and/or Committee shall be in writing signed by the candidate and two members who hold voting rights. Nominations must be with the Secretary seven days before the AGM.

13.1.5. The quorum at the Annual General Meeting, shall be a minimum of 25 members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

13.1.6. The agenda for an Annual General Meeting shall be;

- Opening of Meeting

- Apologies
- Confirmation of Minutes of previous Annual General Meeting
- Presentation of President's Report
- Presentation of Secretary's Report
- Adoption of Report's
- Presentation of Treasurer's statement
- Vote of thanks to outgoing Executive
- Returning Officer called for Election of New Executive Committee
- Election of Management Committee
- Appointment of Auditor
- Determination of Annual Membership Fee
- Notice/s of Motion
- General business
- Closure

13.2. General Meetings

13.2.1. General Meetings may be called by the Executive Committee or on the written request of members of the Club.

13.2.2. The Secretary shall give at least seven (7) days notice, in writing, of the date of the General Meeting to the members. Notice of General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that General Meeting.

13.2.3. The quorum at the General Meeting shall be a minimum of 25 members.

14. VOTING

14.1. Voting powers at the Annual General Meeting and General Meetings:

14.1.1. The President shall not be entitled to a deliberate vote. In the event of a tied vote, the President shall exercise a casting vote.

14.1.2. Each individual financial member present shall have one (1) vote.

14.2. Voting powers at Executive and Management Committee Meetings;

14.2.1. The President shall not be entitled to a deliberate vote. In the event of a tied vote, the President shall exercise a casting vote.

14.2.2. Each individual present shall have one (1) vote.

15. FINANCE:

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

15.2. All accounts due by the Club shall be paid by cheque or EFT. All accounts paid shall be endorsed at the next Management Committee meeting.

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

- 15.4. A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting.
- 15.5. The financial year of the Club shall commence on 1st November each year. The accounts, books and all financial records of the Association shall be audited each year.
- 15.6. The signatories to the Club's account/s will be the Treasurer and any one (1) from the following;
1. President
 2. Vice President
 3. Secretary
- 15.7. All property and income of the Club will apply solely to the promotion of the objects of the Club and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.

16. COMMON SEAL

A rubber stamp on which is engraved the Club's name

The common seal of the Club shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Management Committee and in the presence of at least the President and two members of the Committee, both of whom shall subscribe their names as witnesses.

17. INDEMNITY

- 17.1. Every Executive Member and employee of the Club is entitled to be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as Executive/Committee member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any proceedings in which relief is granted by the Court.
- 17.2. The Club must indemnify its Executive/Committee and employees against all damages and losses (including legal costs) for which any such Executive/Committee member or employee may be or become liable to any third party in consequence of any act or omission:
- 17.3. In the case of a Executive/Committee member, performed or made in good faith whilst acting on behalf of and with the authority, express or implied of the Association; and in the case of an employee, performed or made in good faith in the course of, and within the scope of their employment by the Club

18. ALTERATIONS TO THE CONSTITUTION:

- 18.1. No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.
- 18.2. The Secretary shall forward such notices of motion to each Management Committee member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.

18.3. Such changes, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or Management Committee Meeting, as the case may be.

18.4. Within one month of the passing of a Special Resolution, the Secretary shall notify the appropriate Government Department of the amendment. (In the case of a licensed club, the Director of Liquor Licensing must also be notified.)

19. ALTERATIONS TO THE BY LAWS:

19.1. Alterations to the By-laws can be made only at Management Committee Meetings provided notice of the proposed alteration/s has been duly notified to Management Committee Members.

20. DISSOLUTION

20.1. If, on the winding up of the Club, any property of the Club remains after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, that property shall be distributed to another incorporated association/club having objects similar to those of the Association/Club;

20.2. For charitable or benevolent purposes, which incorporated Club or purposes, as the case requires, shall be determined by resolution of the members.

October 2022

Next Review Date: September 2025