

Pennant Hills Australian Football Club Incorporated

Constitution Changes

Member Information Pack — Annual General Meeting, Monday 16 November 2026

From: The Committee of Pennant Hills Australian Football Club Incorporated

Date: 26 October 2026

Purpose: To explain the proposed amendments to the Constitution being put to Members as Special Resolution 1 at the Annual General Meeting on Monday 16 November 2026.

This pack sets out why the changes are proposed, who prepared them, how they will be decided, and what each significant change does. The full text of the proposed Constitution is circulated with the Notice of Meeting.

Questions of Interest

1. Why is the Committee proposing a whole new Constitution rather than a few amendments?

The current Constitution was adopted on 18 September 2021. It was written for a community Club competing in AFL Sydney, and for that purpose it has served the Club well.

Two things have changed. First, the Club has been granted a license for the **Sydney Football League 2027 - 2033**. The SFL licence is granted under a Club Participation Agreement with AFL NSW/ACT, which requires the Club's constitution not to be inconsistent with that agreement. The SFL Minimum and Optimal Standards also set expectations on committee structure, safeguarding, financial reporting, player payments and women's football that the current document does not address. The Club's constitution and governance structure are submitted with the tender and are assessed as a licence criterion.

Second, a detailed review of the 2021 document found around twenty internal inconsistencies: nominations that must be in writing under one rule and verbal under another, two different rules on how many meetings a Committee member may miss, two contradictory rules on winding up the Club, a Committee quorum that can stop the Club functioning, and a number of cross-references that point to the wrong rule.

Amending each of these separately would mean a long list of individual resolutions that would be difficult to follow and difficult to register. The Committee has taken the view that a clean replacement is easier for Members to read, easier to explain and easier to register. **The resolution is a single vote on a single document.**

2. Who prepared the changes and what scrutiny has been applied?

The work has been carried out in stages:

- A clause-by-clause review of all 57 rules and the seven by-laws against the SFL Minimum and Optimal Standards, the tender requirements and the Club Participation Agreement.
- A Clause Impact Register recording, for every rule, the existing wording, the proposed wording, the reason for the change and the source that drives it. The register was prepared and reviewed within the Committee.
- A list of governance decisions put to the Committee before drafting began — committee size, nomination process, ballot method, proxy voting, quorum, voting classes and the status of the by-laws.
- Circulation of the full draft to the Committee for feedback, which has been incorporated.

The Committee supports the changes on the basis of their individual merit, their practicality and their fit with the Club's obligations as a licensed SFL club.

3. What process is needed to adopt the new Constitution?

The new Constitution will be considered at the Annual General Meeting on **Monday 16 November 2026**. Because it changes the Constitution, it must be passed as a **Special Resolution**, which requires the support of **at least 75%** of the Members entitled to vote who vote in person or by proxy at the meeting.

Notice of at least 21 days must be given, which is why this pack and the full documents are being circulated on 26 October 2026. **Proxy voting is available for this meeting**, and a Proxy Voting Form is enclosed.

If the resolution passes, the change does not take effect on the night. The Club must lodge an application with **NSW Fair Trading**, and the new Constitution takes effect when the change is registered. A copy is then provided to AFL NSW/ACT within 14 days.

Because the change is significant and affects every Member, the Committee would encourage all Members to participate, whether in person or by proxy.

4. Does this change the Club's name, colours or identity?

No. The Club keeps its name, its red and blue colours, the Demon emblem and the Demons nickname. Those remain protected in the Constitution and can only be changed by a future Special Resolution of Members.

What does change is that the detailed **guernsey design** moves into the By-laws, so the Club can respond to a clash ruling, a licensed supplier change or a special round without calling a general meeting.

5. What happens to the by-laws?

In the 2021 document the by-laws are printed inside the Constitution, which has left it genuinely unclear whether the Committee can change them or whether a vote of Members is required. The new Constitution settles this: the By-laws are a separate Committee document, they cannot override the Constitution, and they cannot be used to change membership rights, elected positions or voting rules.

A full set of proposed By-laws is circulated with this pack **for your information**. They are adopted by the Committee and are not voted on at the AGM.

6. Does this affect the elections at this AGM?

No. This year's elections are held under the **current** Constitution, for the positions it prescribes, whatever the outcome of the resolution. The new committee structure would apply from the **next** AGM. The Committee elected on 16 November 2026 continues in office until then.

7. What happens if the resolution does not pass?

The 2021 Constitution continues in force unchanged. The Committee would need to consider how to address the SFL requirements and the internal inconsistencies before the competition commences, which would most likely mean returning to Members at a Special General Meeting.

8. Where can I ask questions before the meeting?

Please contact Matthew Carey, Vice President Administration at vpadmin@phafl.com.au.

The Motion

SPECIAL RESOLUTION 1 — Adoption of a new Constitution

That:

- (a)** the Constitution of Pennant Hills Australian Football Club Incorporated adopted on 18 September 2021, including the by-laws printed within that document, be repealed in its entirety; and
- (b)** the document circulated with the notice of this meeting and titled "Pennant Hills Australian Football Club Incorporated — Constitution (Proposed 2026)" be adopted as the Constitution of the Club in its place; and
- (c)** the Public Officer or a member of the Committee be authorised to lodge the application and any supporting documents required to register the change with NSW Fair Trading, and to make any minor drafting, numbering or typographical correction required by NSW Fair Trading to secure registration, provided no such correction alters the substance of the Constitution adopted by this resolution,

with effect from the date on which the change is registered by NSW Fair Trading.

Majority required: At least three-quarters (75%) of the Members entitled to vote who vote in person or by proxy (rule 40(1) of the current Constitution).

Schedule of Changes

The pages that follow set out the significant changes. For each one you will find the current rule, what is proposed in its place and why. This is a summary of the main changes, not a complete list — the full text of the proposed Constitution is circulated with the Notice of Meeting, and Appendix A of that document maps every rule of the 2021 Constitution to its new clause.

At a glance

#	Change	Current rule	Proposed clause
1	Affiliation and compliance with AFL NSW/ACT and the SFL	Rule 4	Clause 6
2	Objects of the Club	Rule 3(1)	Clause 3
3	Payments to players, coaches and staff	Rule 50	Clause 5
4	Conflicts of interest	None	Clause 27
5	Size and structure of the Committee	Rules 19, 42(4)	Clause 29
6	Committee quorum	Rule 27(5)	Clause 36(4)
7	Nominations and elections	Rules 20, 42	Clauses 53–54
8	Membership classes, voting and cessation	Rules 6, 7, 9	Clauses 8–16
9	Proxy voting	Rules 41(2), 43	Clause 50
10	Safeguarding children and young people	None	Clause 18
11	Acting immediately on a safety concern	Rule 16	Clause 21
12	Internal disputes	Rule 15	Clause 23
13	Women's and girls' football	None	Clauses 3, 18(5)
14	Club colours, emblem and playing strip	Rule 5	Clause 7 and By-law 11
15	Fees and the Life Member registration fee	Rule 13(4)	Clause 12
16	How Club money is approved and spent	Rule 48	Clause 56
17	Financial reporting	Rule 24	Clause 58
18	Winding up the Club	Rules 51, 56	Clause 65
19	The status of the By-laws	By-laws 1–7	Clauses 25, 64, 66

Change 1. Affiliation and compliance with AFL NSW/ACT and the SFL

Current position: Rule 4 requires the Club to affiliate with "the League", which rule 1 defines as AFL Sydney. There is nothing requiring the Club or its members to comply with AFL policies, and nothing authorising the Club to enter a participation agreement.

Proposed: Clause 6 lets the Club affiliate with AFL NSW/ACT, AFL Sydney, the Sydney Football League and any other body the Committee approves. It authorises the Committee to enter a Participation Agreement, binds members, players, officials and volunteers to AFL, AFL NSW/ACT and League rules, and requires a copy of any amended Constitution to go to AFL NSW/ACT within 14 days.

Why: An SFL licence is granted under a Club Participation Agreement, which requires the Club's constitution not to be inconsistent with the Agreement and requires an amended constitution to be provided within 14 days. Hard-coding "AFL Sydney" into the definitions no longer reflects where the Club plays.

Change 2. Objects of the Club

Current position: Rule 3(1) is limited to promoting the game within district boundaries and obtaining the highest on-field performance.

Proposed: Clause 3 adds participation and high-performance football, men's and women's programs, player and volunteer development, pathways and partnerships, safe and inclusive environments, player health and wellbeing, sustainable governance and finances, and compliance with the law.

Why: The objects set the limits on what Club funds may lawfully be spent on. The current objects do not clearly cover women's football, pathways, welfare or safeguarding, all of which the Club now runs and all of which the SFL standards assess.

Change 3. Payments to players, coaches and staff

Current position: Rule 50 says the Club must not provide "a pecuniary gain" for any of its members. Players and coaches are automatically members under rule 7, so on a strict reading the Club cannot pay them.

Proposed: Clause 5 keeps the not-for-profit rule but adds the standard carve-out: reasonable remuneration for services as an employee, contractor, coach, official or player, reimbursement of expenses, and prizes or benefits, each subject to the conflict of interest rules in clause 27.

Why: SFL standard 6.8 requires clubs to spend a minimum proportion of the salary cap. Without this carve-out the Club would be acting against its own Constitution every time it paid a player or a coach. The not-for-profit character of the Club is unchanged.

Change 4. Conflicts of interest

Current position: There is no conflict of interest clause anywhere in the 2021 Constitution.

Proposed: Clause 27 requires a Committee member to disclose any material personal interest, have it minuted, and step out of the discussion and the vote. It expressly covers a member or a relative being paid by the Club or being a paid player or coach, requires payments to be approved by people with no interest in them, and requires a register of interests.

Why: The Associations Incorporation Act 2009 imposes a duty to disclose conflicts, and breach can expose Committee members personally. Once the Club is paying players and coaches, a documented process protects both the Club and the individuals involved.

Change 5. Size and structure of the Committee

Current position: Rule 19 requires four office-bearers plus at least five ordinary members, but then says the Committee is "at least 8" — the arithmetic does not work. Rule 42(4)(c) also fixes five named manager positions into the ballot: Football, Administration, Commercial, Operations and Governance Manager.

Proposed: Clause 29 sets the elected Committee at President, Vice President, Secretary, Treasurer and four to six Ordinary Committee Members, with the option to appoint up to two members with specialist skills. Operational roles are appointed by the Committee under the By-laws and given written position descriptions.

Why: SFL standard 6.9 requires a documented committee structure with position descriptions. Locking operational job titles into the Constitution means the Club cannot create a Director of Football, a Women's Football lead or a Pathways role without a vote of Members. This change takes effect from the next AGM, not this one.

Change 6. Committee quorum

Current position: Rule 27(5) fixes the quorum at "any eight members of the committee".

Proposed: Clause 36(4) sets the quorum at a majority of the Committee members then in office, including at least two office-bearers. Clause 39 also allows written or electronic resolutions between meetings.

Why: A fixed quorum of eight on a Committee that may have nine members means two absences stop the Club making decisions. During the season that is a real risk, and the SFL expects clubs to be able to respond promptly.

Change 7. Nominations and elections

Current position: Rule 20 requires written nominations signed by two members at least seven days before the AGM. Rule 42(2) says nominations "shall be made verbally". The two rules contradict each other. Rule 19(9) says a term ends at the conclusion of the AGM; rule 42(6) says it ends at the commencement.

Proposed: Clauses 53 and 54 set one process: written nominations with a proposer, a seconder and the candidate's consent, received seven days before the AGM; nominations from the floor only for positions that are still unfilled; a Returning Officer and two scrutineers who are not candidates; and terms that begin and end at the close of the AGM.

Why: Contradictory election rules are the most likely ground on which an AGM result could be challenged. The tender also requires the Club to supply its most recent AGM minutes, so a disputed election is visible to AFL NSW/ACT.

Change 8. Membership classes, voting and when membership ends

Current position: Rule 7 makes players, coaches, managers and Committee members automatic members. Rule 9 then says role-based memberships cease "at the commencement" of the next AGM while supporter memberships cease at its conclusion, and refers to a rule 9(5) that does not exist.

Proposed: Clauses 8 to 16 set out five classes — Adult Playing, Junior Playing, Supporter, Volunteer/Official and Life Member — with clear admission, a clear voting test and a clear end date for each class. Taking on a role no longer by itself confers a vote; a person must be admitted to a voting class.

Why: As drafted, the people most involved in running the Club arguably lose their vote the moment the AGM begins. A clear roll of voting members is also what makes an AGM result defensible.

Change 9. Proxy voting

Current position: Rule 41(2) allows votes by proxy "if the committee so deems necessary", and rule 43 sets out a paper proxy form lodged with the Administration Manager.

Proposed: Clause 50 provides that voting at general meetings is personal. Proxy voting is not permitted. Instead, clause 52 lets Members attend and vote using approved technology, so a Member who cannot be in the room can still participate and vote themselves.

Why: The current proxy process is dated, depends on an operational role that will no longer exist, and creates avoidable risk about who may hold proxies and how they are counted. Allowing remote attendance achieves the same access with fewer disputes. **Proxy voting is still available for this AGM**, because this AGM is held under the current Constitution.

Change 10. Safeguarding children and young people

Current position: There is no safeguarding clause, no Working With Children Check requirement and no safeguarding officer anywhere in the 2021 Constitution.

Proposed: Clause 18 commits the Club to safe and inclusive environments, adopts the AFL safeguarding and member protection policies, requires a valid Working With Children Check for anyone in a child-related role, requires the Committee to appoint a Safeguarding Officer and a Member Protection Information Officer, and requires a register of checks to be maintained.

Why: SFL standard 6.14 requires this, including for coaches and team managers of Under 19.5 and Under 20 teams that include players under 18. It also reflects the NSW Child Safe Standards.

Change 11. Acting immediately on a safety concern

Current position: Rule 16 requires a complaint showing "persistent" non-compliance, gives 14 days to respond, and rule 16(5) prevents any suspension taking effect until all appeal rights are exhausted.

Proposed: Clause 21 lets the President and one other office-bearer stand a person down immediately from a role, activity or venue where that is needed to protect someone's safety or the Club's compliance obligations. It is expressly not a finding or a sanction, must be put in writing, is reported to the next Committee meeting and is reviewed at least every 28 days.

Why: Under the current rules the Club cannot remove someone from a role while a serious allegation is investigated. The Participation Agreement allows AFL NSW/ACT to terminate a licence immediately over the conduct of officers, players or volunteers.

Change 12. Internal disputes

Current position: Rule 15 sends every dispute between members to a Community Justice Centre for mediation, then to arbitration after three months.

Proposed: Clause 23 keeps mediation for genuine member disputes but carves out matters that belong to AFL tribunal, integrity or safeguarding processes, and football decisions such as selection and coaching.

Why: AFL policies carry their own complaint processes. Routing a safeguarding complaint or a tribunal matter to a Community Justice Centre would put the Club in conflict with the rules it is required to follow.

Change 13. Women's and girls' football

Current position: Women's football is not mentioned anywhere in the 2021 Constitution.

Proposed: Clause 3 includes men's and women's programs in the objects, clause 18(5) commits the Club to equitable access to facilities, scheduling, resources and leadership and to maintaining Women's and Girls Charter accreditation, and the By-laws create a Women's Football portfolio and women's awards.

Why: The SFL licence covers Senior Women's and Under 20 Women's competitions, and Women's and Girls Charter accreditation is a Tier 1 minimum standard under SFL 6.17.

Change 14. Club colours, emblem and playing strip

Current position: Rule 5 embeds the guernsey design in the Constitution, requires a Special General Meeting to change any colour, and permits an alternative guernsey only in narrow circumstances, with AFL Sydney as the approver. Shorts are not mentioned.

Proposed: Clause 7 keeps the Club colours, the Demon emblem and the logo principles in the Constitution, and still requires a Special Resolution to change the name, colours, emblem or nickname. The guernsey design, clash strip, special-round and sponsor uniforms move to By-law 11, which requires a clash guernsey and clash shorts for every grade.

Why: SFL standard 6.3 requires an away or clash guernsey and shorts for all grades, under AFL NSW/ACT licensed supplier and league sponsor requirements. The Club must be able to meet a clash ruling without calling a general meeting, while its core identity stays protected.

Change 15. Fees and the Life Member registration fee

Current position: Rule 13(4) fixes the Life Member player registration fee at 50% of the first-grade fee with a minimum of "\$250.00" written into the Constitution.

Proposed: Clause 12 lets the Committee set fees, due dates, instalments and concessions by resolution. No dollar amount appears in the Constitution. The 50% Life Member arrangement is preserved in By-law 4, where it can be reviewed without a vote of Members.

Why: A dollar figure in a constitution can only be changed by Special Resolution. The amount set in 2021 is already out of date.

Change 16. How Club money is approved and spent

Current position: Rule 48(6) requires the Committee to approve every payment before it is made, and rule 48 lists signatories by job title, including a "Finance Manager" that is defined nowhere else.

Proposed: Clause 56 requires the Committee to approve an annual budget including a football department budget, and to adopt a financial delegations policy. Two authorised people must approve material payments, and a payment to a player, coach or Committee member needs two approvers, neither of whom is the recipient or related to them.

Why: Approving every payment at a Committee meeting is not workable once the Club has staff, suppliers and player payments. The new approach gives tighter control over the payments that matter most, with a clear audit trail.

Change 17. Financial reporting

Current position: Rule 24 requires accounts "suitable for auditing" and lodgement with the "Dept of Fair Trading", without reference to the reporting tiers in the Act.

Proposed: Clause 58 aligns the Treasurer's duties with the Associations Incorporation Act reporting tiers, requires an independent review each year, requires lodgement with NSW Fair Trading on time, and requires statements to be provided to AFL NSW/ACT when required.

Why: SFL standards 7.1 to 7.4 and the Participation Agreement require the Club to provide financial statements and its Fair Trading return. The Club is also moving towards player payments, where credible accounts matter.

Change 18. Winding up the Club

Current position: Rules 51 and 56 both deal with winding up and contradict each other. Rule 56 requires a three-quarters majority of **all** members, not just those voting, and gives the choice of where the Club's remaining property goes to an outside body.

Proposed: Clause 65 provides a single rule: winding up by Special Resolution in accordance with the law, with surplus property going to a not-for-profit organisation with similar objects, chosen by Special Resolution of Members.

Why: Two conflicting rules on the most serious decision a Club can take is an obvious defect, and the current threshold in rule 56 may be impossible to reach in practice.

Change 19. The status of the By-laws

Current position: The by-laws are printed inside the 2021 Constitution, after rule 57 and under the same amendment record. But rule 3(2)(q), rule 18(4) and By-law 7 all describe them as something the Committee makes and changes. Rule 52(2) says the Constitution can only be changed by Special Resolution. It is therefore unclear whether the Committee can change a by-law at all.

Proposed: Clause 25 states plainly that By-laws and policies are separate documents, are not lodged with NSW Fair Trading, cannot override the Constitution, and cannot change membership rights, elected positions or meeting and voting rules. Clause 64 states that the Constitution consists of its numbered clauses only. Clause 66 repeals the 2021 document including the by-laws printed within it, and continues those by-laws as Committee By-laws.

Why: This resolves the question either way. Whether or not the 2021 by-laws were legally part of the Constitution, the resolution removes them from it and continues them as Committee By-laws, so nothing is left in doubt and nothing falls into a gap.

Where to read the full documents

Proposed Constitution	Circulated with the Notice of Meeting. Appendix A maps every 2021 rule to its new clause.
Proposed By-laws	Circulated with the Notice of Meeting. Adopted by the Committee, not voted on.
Current (2021) Constitution	Available from the VP Administration and at https://www.phafl.com.au/club/legal-stuff/ .
Online	https://www.phafl.com.au/notice-of-phafc-56th-annual-general-meeting

The Committee thanks Members for taking the time to read these documents, and encourages everyone entitled to vote to take part.

Matthew Carey

Vice President Administration, Pennant Hills Australian Football Club Incorporated

26 October 2026