

Pennant Hills Australian Football Club Incorporated

Constitution

Final proposed Constitution for adoption by Special Resolution at the Annual General Meeting on Monday 16 November 2026

Status:	Final proposed text for adoption under Special Resolution 1 at the Annual General Meeting on Monday 16 November 2026.
Issued to Members:	26 October 2026.
Replaces:	The Constitution adopted 18 September 2021, including the by-laws printed within that document.
Commencement:	If adopted, this Constitution takes effect when the change is registered by NSW Fair Trading.
Related instrument:	PHAFC By-laws (Proposed 2026), made separately by the Committee under clause 25 and not forming part of this Constitution.
Post-registration:	The Committee elected at the AGM continues in office until the close of the next AGM. A copy of the registered Constitution will be provided to AFL NSW/ACT within 14 days.

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This Constitution comprises clauses 1 to 66. The By-laws and Policies are separate instruments and do not form part of this Constitution.

Part 1 — Preliminary

1. Name

- (1) The name of the association is Pennant Hills Australian Football Club Incorporated (the **Club**).
- (2) The Club may also be known as the Pennant Hills Demons.

2. Definitions and interpretation

- (1) In this Constitution:

Act means the Associations Incorporation Act 2009 (NSW).

AFL means the Australian Football League.

AFL NSW/ACT means AFL (NSW/ACT) Commission Limited (ABN 53 086 839 385) or its successor.

AGM means an annual general meeting of the Club held under clause 42.

By-laws means the by-laws made by the Committee under clause 25. The By-laws do not form part of this Constitution.

Committee means the committee of management of the Club constituted under clause 29.

Committee Member means a member of the Committee, including an Office-bearer.

Executive means the Office-bearers.

Financial Member means a Member who has paid all fees and other amounts due to the Club by the due date set under clause 12.

General Meeting means an AGM or a Special General Meeting.

Governing Body Rules means the rules, regulations, by-laws, policies, codes of conduct, determinations and lawful directions of the AFL, AFL NSW/ACT and each League, insofar as they apply to the Club.

Junior Member means a Member who is under 18 years of age.

League means any league or competition in which the Club fields teams, including the Sydney Football League and competitions administered by AFL Sydney, and includes the body that administers it.

Member means a person admitted to membership under Part 2 whose membership has not ceased.

Office-bearer means the President, Vice President, Secretary or Treasurer.

Ordinary Committee Member means a Committee Member who is not an Office-bearer.

Participation Agreement means any club participation, licence or affiliation agreement between the Club and AFL NSW/ACT or a League.

Policy means a policy adopted by the Committee under clause 25.

Regulation means the regulations made under the Act.

Special General Meeting means a General Meeting other than an AGM.

Special Resolution means a resolution passed in accordance with clause 49.

Voting Member means a Member entitled to vote under clause 10.

- (2) In this Constitution:

- (a) a reference to a function includes a power, authority and duty;
- (b) a reference to legislation, the Governing Body Rules or any other document includes that legislation or document as amended or replaced from time to time, where lawful;
- (c) headings and drafting notes do not affect interpretation; and
- (d) "including" and similar expressions are not words of limitation.

- (3) The Interpretation Act 1987 (NSW) applies to this Constitution as if it were an instrument made under the Act.
- (4) If any provision of this Constitution is inconsistent with the Act or the Regulation, the Act or the Regulation prevails to the extent of the inconsistency.

3. Objects

- (1) The objects of the Club are to:
 - (a) promote, conduct and encourage participation in Australian football, from community level to high-performance competition, including the Sydney Football League;
 - (b) provide inclusive and well-supported men's and women's football programs;
 - (c) develop players, coaches, umpires, officials and volunteers;
 - (d) establish and maintain pathways and partnerships with junior and community clubs, AFL NSW/ACT, AFL, AFLW and VFL clubs, academies and representative programs;
 - (e) provide safe, inclusive and welcoming environments, including for children and young people;
 - (f) support the health, wellbeing and development of players and participants;
 - (g) pursue excellence in on-field performance;
 - (h) manage the Club's governance, facilities and finances in a sustainable way;
 - (i) engage with and serve the Pennant Hills and surrounding community; and
 - (j) comply with applicable laws and the Governing Body Rules.

4. Powers

- (1) The Club has the powers conferred by the Act and may do anything lawful that is incidental or conducive to its objects, including:
 - (a) raising funds through fees, levies, sponsorship, grants, events, trading, admissions and other lawful means;
 - (b) acquiring, leasing, holding, managing, improving and disposing of property;
 - (c) borrowing money and giving security;
 - (d) investing funds not immediately required;
 - (e) employing or engaging staff, coaches, contractors and medical, high-performance and welfare providers, and paying them reasonable remuneration;
 - (f) making payments and providing benefits to players in accordance with the Governing Body Rules;
 - (g) entering into Participation Agreements, leases, licences and sponsorship, broadcast, supplier and partnership agreements, including with junior and community clubs;
 - (h) granting licences to use the Club's name, emblem and other intellectual property;
 - (i) applying for, receiving and administering grants;
 - (j) supporting other bodies that promote sport or community or charitable purposes;
 - (k) establishing funds for particular purposes, including a player welfare or medical fund; and
 - (l) publishing material that promotes its objects.
- (2) The Club must not merge, or enter into a joint venture, alliance or similar arrangement, that would transfer or share its League licence, change its name, colours or emblem, or transfer a substantial part of its assets, unless the arrangement is approved by Special Resolution and, where required, by AFL NSW/ACT.

5. Not-for-profit

- (1) The income and property of the Club must be applied solely towards its objects.

- (2) No part of the income or property of the Club may be paid or transferred, directly or indirectly, to Members, except as permitted by subclause (3).
- (3) Subclause (2) does not prevent the payment in good faith of:
 - (a) reasonable remuneration to a Member for services as an employee, contractor, coach, official or player, including payments made in accordance with the Governing Body Rules;
 - (b) reimbursement of expenses properly incurred on behalf of the Club;
 - (c) prizes, awards and benefits available to Members generally or approved under this Constitution; or
 - (d) interest or rent at no more than commercial rates,

provided that any payment to a Committee Member or a related party is approved in accordance with clause 27.

6. Affiliation and compliance

- (1) The Club may affiliate with AFL NSW/ACT, AFL Sydney, the Sydney Football League and any other body approved by the Committee.
- (2) The Committee may enter into, and must ensure the Club complies with, any Participation Agreement.
- (3) The Club, and each Member, Committee Member, player, coach, official, employee and volunteer, is bound by the Governing Body Rules insofar as they apply, including decisions of tribunals, integrity bodies and appeal bodies established under them.
- (4) This Constitution is to be read consistently with the Governing Body Rules to the extent permitted by law. If the Committee becomes aware of an inconsistency, it must propose an amendment to remove it at the next practicable General Meeting.
- (5) The Secretary must provide a copy of this Constitution, and of any amendment to it, to AFL NSW/ACT and each League as required by the Governing Body Rules and in any event within 14 days after the amendment.

7. Club identity

- (1) The colours of the Club are red and navy blue.
- (2) The emblem of the Club is the Demon and the nickname of the Club is the Demons.
- (3) The Club logo must include the name Pennant Hills and the nickname Demons, in Club colours.
- (4) A permanent change to the Club's name, colours, emblem or nickname requires a Special Resolution.
- (5) Subject to subclause (4), the Committee may approve playing uniform designs, clash and alternate uniforms, special-round uniforms and sponsor placements in accordance with the By-laws, the Governing Body Rules and any licensed supplier and sponsor requirements.

Part 2 — Membership

8. Membership classes

- (1) Only natural persons may be Members.
- (2) The classes of membership are:
 - (a) **Adult Playing Member** — a person aged 18 or over on 1 January of the season year who is registered as a player through the Club;
 - (b) **Junior Playing Member** — a person under 18 on 1 January of the season year who is registered as a player through the Club;
 - (c) **Supporter Member** — a person admitted on payment of the supporter membership fee;
 - (d) **Volunteer/Official Member** — a person who holds a coaching, team management, trainer, Committee, staff or other volunteer role approved by the Committee and who has been admitted to this class; and
 - (e) **Life Member** — a person on whom Life Membership has been conferred under clause 11.
- (3) The Committee may set eligibility criteria, application procedures, benefits and renewal requirements for each class in the By-laws, consistently with this Constitution.

9. Admission

- (1) A person eligible for a class of membership may apply in the form, including an online form, approved by the Committee.
- (2) Registration of a player through the Club in the League's registration system, together with payment of the applicable registration fee, is taken to be an application for Adult Playing or Junior Playing membership.
- (3) The Committee or its delegate may accept or reject an application. An application must not be rejected on grounds that are unlawful.
- (4) Membership commences when the application is accepted and the person is entered in the register of Members.
- (5) Appointment to a role at the Club does not by itself make a person a Member or give the person voting rights.

10. Voting rights

- (1) A Member is a Voting Member if the Member:
 - (a) is aged 18 or over;
 - (b) is an Adult Playing Member, Supporter Member, Volunteer/Official Member or Life Member;
 - (c) is a Financial Member, unless the Member is a Life Member; and
 - (d) is recorded in the register of Members at the eligibility cut-off stated in the By-laws or in the notice of the meeting.
- (2) Junior Members may attend General Meetings but may not vote. A parent or guardian of a Junior Member may vote only if the parent or guardian is a Voting Member in their own right.
- (3) Each Voting Member has one vote.
- (4) A Member with an overdue amount is not a Financial Member only if the amount and due date were validly set and the Member was given reasonable notice.

11. Life Membership

- (1) An AGM may, by ordinary resolution, confer Life Membership on a person recommended by the Committee as meeting the criteria set out in the By-laws.

- (2) Player Life Membership may be conferred on a player who meets the game threshold set out in the By-laws, by resolution of the Committee reported to the next AGM.
- (3) A nominee's consent must be obtained where practicable.
- (4) Life Membership continues until the Life Member dies, resigns or is expelled. A Life Member aged 18 or over is a Voting Member.

12. Fees

- (1) The Committee may, by resolution or By-law, set membership, registration and other fees, due dates, instalment arrangements, concessions, waivers and the consequences of non-payment.
- (2) No fee amount or percentage is fixed by this Constitution.
- (3) Subject to the Governing Body Rules, a player is not eligible for selection unless the player's registration fee has been paid or an arrangement approved by the Committee is in place.
- (4) Any fee concession or waiver given to a player must be recorded and, where required, declared under the Governing Body Rules.

13. Register of Members

- (1) The Secretary must maintain a register of Members in the form, containing the information and kept at the location required by the Act and the Regulation, including each Member's name, contact address, class of membership, date of admission and date of cessation.
- (2) Members may inspect the register, and obtain copies of it, as permitted by the Act and the Regulation.
- (3) If a Member asks that information about them (other than their name) not be available for inspection, the Club must comply with the request to the extent permitted by law.
- (4) A person must not use information obtained from the register except for purposes relating to the Club or as permitted by law.
- (5) An electronic register must be capable of being produced in readable hard copy.

14. Membership not transferable

A right, privilege or obligation of a person by reason of membership is personal, cannot be transferred and ends when the person's membership ceases.

15. Resignation

- (1) A Member may resign by written notice to the Secretary.
- (2) A resignation takes effect when the notice is received or on any later date stated in the notice.
- (3) Resignation does not release the Member from any amount owed or obligation incurred before the resignation takes effect.
- (4) The Secretary must record the date of cessation in the register.

16. Cessation of membership

- (1) A person ceases to be a Member if the person:
 - (a) dies;
 - (b) resigns under clause 15;
 - (c) is expelled under clause 20;
 - (d) fails to renew membership or pay the applicable fee by the date set in the By-laws; or
 - (e) otherwise ceases to meet the requirements of their class of membership under the By-laws.
- (2) Subclauses (1)(d) and (1)(e) do not apply to Life Members.
- (3) The Secretary must record the date of cessation in the register.

- (4) Cessation of membership does not release a person from any amount owed to the Club.

17. Liability of Members

The liability of a Member to contribute towards the debts and liabilities of the Club, or the costs of winding up the Club, is limited to any amount properly payable by the Member under clause 12 that remains unpaid.

Part 3 — Safeguarding, conduct, discipline and disputes

18. Safe and inclusive environments

- (1) The Club is committed to providing safe, inclusive and welcoming environments that are free from abuse, harassment, discrimination and vilification.
- (2) The Club adopts, and must comply with, the child safety, safeguarding, member protection, inclusion, anti-discrimination, respect and responsibility, gender diversity and integrity policies within the Governing Body Rules, and the Committee may adopt supplementary Policies.
- (3) Each Committee Member, coach, team manager, trainer, employee, contractor and volunteer engaged in child-related work must hold a valid Working With Children Check where required by law or the Governing Body Rules.
- (4) The Committee must appoint a Safeguarding Officer and a Member Protection Information Officer and must maintain a register of Working With Children Checks.
- (5) The Club supports women's and girls' football and must seek to provide equitable access to facilities, scheduling, resources and leadership opportunities, and to maintain accreditation under the AFL NSW/ACT Women's and Girls Charter or any equivalent program.

19. Codes of conduct and external processes

- (1) Members, players, officials, employees, volunteers and other persons participating in Club activities must comply with the codes of conduct in the Governing Body Rules and the By-laws.
- (2) A complaint or conduct matter that falls within the jurisdiction of a tribunal, integrity, safeguarding or complaint process under the Governing Body Rules must be dealt with under that process, and the Club may refer the matter to the relevant body.
- (3) A sanction imposed under the Governing Body Rules takes effect without any further process by the Club. The Club may also take action under clause 20 in respect of the same conduct where this does not conflict with the Governing Body Rules.

20. Discipline of Members

- (1) Any person may make a complaint to the Committee that a Member has:
 - (a) breached this Constitution, the By-laws, a Policy or a code of conduct;
 - (b) acted in a manner prejudicial to the interests or reputation of the Club, a League or Australian football; or
 - (c) behaved in a way that endangers the safety or wellbeing of any person.
- (2) The Committee, or a disciplinary panel appointed by the Committee whose members have no conflict of interest in the matter, must:
 - (a) give the Member written notice of the complaint and its particulars;
 - (b) give the Member at least 14 days to respond in writing or in person;
 - (c) consider any response made by the Member; and
 - (d) decide whether the complaint has been proved.
- (3) If the complaint is proved, the Committee or panel may impose one or more of the following: a warning; a reprimand; a requirement to apologise; a requirement to undertake counselling or education; suspension of membership, or from any role or activity, for a specified period; exclusion from Club venues or events; withdrawal of awards; or expulsion.
- (4) The Secretary must, within 7 days after the decision, give the Member written notice of the decision, the reasons for it and the Member's right of appeal under clause 22.
- (5) A suspension or expulsion does not take effect until the time for appeal has expired or any appeal has been determined, except as provided by clause 21.

21. Interim action

- (1) If the President and one other Office-bearer reasonably believe it is necessary to protect the safety or wellbeing of any person, the integrity of a process, or the Club's compliance with the law or the Governing Body Rules, they may immediately stand a Member or other person down from any role, activity or venue pending investigation.
- (2) Interim action is not a finding or a sanction. It must be notified to the person in writing with general reasons (subject to confidentiality), reported to the next Committee meeting and reviewed at least every 28 days.
- (3) Where required by law or the Governing Body Rules, the matter must be reported to the relevant authority or to AFL NSW/ACT.
- (4) Interim action continues until it is revoked or the matter is finally determined, including during any appeal.

22. Appeals

- (1) A Member who has been suspended or expelled may appeal by giving written notice to the Secretary within 14 days after receiving notice of the decision. The notice may state the grounds of appeal.
- (2) The appeal must be determined by a General Meeting convened by the Committee to be held within 28 days after the Secretary receives the notice .
- (3) The Committee and the Member must each be given a fair opportunity to state their case, orally or in writing or both.
- (4) If the appeal is heard at a General Meeting:
 - (a) no business other than the appeal may be transacted;
 - (b) Voting Members present must vote by secret ballot; and
 - (c) the decision is confirmed only if a Special Resolution in favour of confirmation is passed; otherwise it is revoked.
- (5) Personal and safeguarding information must be protected to the extent permitted by law.

23. Resolution of disputes

- (1) This clause applies to a dispute between Members in their capacity as Members, or between a Member and the Club, other than:
 - (a) a matter to which clause 19(2) applies; and
 - (b) selection, coaching and other football operational decisions.
- (2) The parties must first attempt to resolve the dispute between themselves within 14 days after it arises.
- (3) If the dispute is not resolved, a party may give written notice of the dispute to the Secretary, and the dispute must be dealt with under the Club's internal dispute resolution Policy.
- (4) If the dispute is not resolved within 28 days after notice is given, it must be referred to mediation by a Community Justice Centre or another mediator agreed by the parties.
- (5) If the dispute is not resolved within 3 months after referral to mediation, it may be referred to arbitration under the Commercial Arbitration Act 2010 (NSW), or dealt with by any other process required or permitted by law.

Part 4 — The Committee

24. Powers of the Committee

- (1) Subject to the Act, the Regulation and this Constitution, the Committee manages the affairs of the Club and may exercise all powers of the Club that are not required by law or this Constitution to be exercised by Members in General Meeting.
- (2) The Committee must act consistently with the objects, the approved strategy and budget, Policies and the Governing Body Rules.

25. Status of By-laws and Policies

- (1) The Committee may make, amend and repeal By-laws and Policies for the management of the Club.
- (2) By-laws and Policies are separate instruments. They do not form part of this Constitution and are not lodged with NSW Fair Trading.
- (3) A By-law or Policy must not be inconsistent with the Act, the Regulation or this Constitution, and is void to the extent of any inconsistency.
- (4) A By-law or Policy cannot alter membership classes or rights, the elected Committee positions, meeting, quorum, voting or election rules, or any other matter that this Constitution reserves to Members.
- (5) A change to the By-laws must be recorded in the minutes and published to Members within 14 days after it is made.
- (6) A By-law affecting voting or election rights does not apply to a General Meeting unless it was published before notice of that meeting was given.

26. Duties of Committee Members

Each Committee Member must act in good faith in the best interests of the Club and for its purposes; exercise reasonable care and diligence; use their position and powers for a proper purpose; comply with the law, this Constitution, the By-laws and Policies; keep confidential information confidential; and support collective decisions of the Committee, subject to the right to record lawful dissent.

27. Conflicts of interest

- (1) A Committee Member who has a material personal interest, or an actual, potential or perceived conflict of interest, in a matter being considered by the Committee must disclose the nature of the interest as soon as practicable, and the disclosure must be recorded in the minutes.
- (2) Unless the Committee Members who do not have the interest determine otherwise where the law permits, the Committee Member must not receive restricted papers, be present during discussion, vote on the matter or be counted in the quorum for that matter.
- (3) A conflict of interest includes the Committee Member, a relative or a related entity receiving payment from the Club, or a relative being a paid player or coach.
- (4) Any payment to a Committee Member, relative or related entity must be approved by Committee Members who do not have an interest in it.
- (5) The Secretary must maintain a register of disclosed interests.

28. Governance, risk and compliance

The Committee must maintain proportionate governance, risk, safeguarding, compliance and reporting systems, including a business plan and annual budget, and must periodically review the Club's compliance with the law, Participation Agreements and the Governing Body Rules.

29. Composition of the Committee

- (1) The Committee consists of:

- (a) the President, Vice President, Secretary and Treasurer; and
- (b) not fewer than four and not more than six Ordinary Committee Members,

each elected at the AGM.

- (2) The Office-bearers form the Executive.
- (3) The Committee may appoint up to two additional Committee Members with specialist skills, who hold office until the conclusion of the next AGM.
- (4) One person may hold two offices, except the offices of President and Vice President, subject to Committee approval.
- (5) The Committee may appoint non-voting portfolio leads, staff, volunteers and advisers under clause 41. A portfolio lead is not a Committee Member unless elected or appointed as one.
- (6) There is no limit on the number of consecutive terms a Committee Member may serve.

30. Eligibility for the Committee

- (1) A person is eligible to be a Committee Member only if the person:
 - (a) is a Voting Member aged 18 or over;
 - (b) is not disqualified by law from holding the position;
 - (c) holds a valid Working With Children Check if required for the role; and
 - (d) is not subject to a sanction under the Governing Body Rules that prevents them from holding the role.
- (2) At least three Committee Members must ordinarily reside in Australia.
- (3) A person employed by the Club is not eligible to be a Committee Member while they remain employed by the Club.

31. Office-bearers

- (1) The **President** chairs Committee Meetings and General Meetings, leads the Committee, supports implementation of the Club's strategy and good governance, and performs other duties given by this Constitution.
- (2) The **Vice President** supports the President, chairs meetings in the President's absence, coordinates governance and strategic planning as allocated, supports Committee performance and succession, and performs duties delegated by the Committee.
- (3) The **Secretary** performs the Club's statutory administrative duties, maintains the registers, notices, minutes and constitutional records, coordinates regulatory filings and the custody of records, and ensures minutes record decisions, disclosures of interest and appointments.
- (4) The **Treasurer** oversees financial governance, accounting records, budgets, cash flow, statutory financial reporting, taxation, financial statements, audit or review where required, payment controls and regular financial reporting to the Committee. Operational tasks may be delegated, but the Treasurer retains oversight and must report material financial risks to the Committee.
- (5) Detailed duties of each Office-bearer are set out in position descriptions approved by the Committee.

32. Public Officer

- (1) The Committee must appoint a Public Officer as required by the Act. The Secretary may be the Public Officer.
- (2) The Public Officer must meet the requirements of the Act, and any change must be notified to NSW Fair Trading within the time required.

33. Term of office

A Committee Member holds office from the close of the AGM at which they are elected until the close of the next AGM, and is eligible for re-election.

34. Casual vacancies

- (1) A casual vacancy in the office of a Committee Member occurs if the Committee Member:
 - (a) dies or resigns by written notice to the Secretary;
 - (b) ceases to be a Member or ceases to be eligible under clause 30;
 - (c) is removed under clause 35;
 - (d) becomes insolvent under administration within the meaning of the Corporations Act 2001 (Cth);
 - (e) is convicted of an offence involving fraud or dishonesty punishable by imprisonment for at least 3 months;
 - (f) is disqualified from managing corporations under the Corporations Act 2001 (Cth) or is otherwise legally disqualified; or
 - (g) is absent from three consecutive Committee meetings without leave of the Committee.
- (2) The Committee may appoint an eligible Voting Member to fill a casual vacancy until the close of the next AGM.
- (3) The Committee may act despite a vacancy. If the number of Committee Members is less than the quorum, the remaining Committee Members may act only to fill vacancies or to call a General Meeting.

35. Removal of a Committee Member

- (1) A General Meeting may by resolution remove a Committee Member from office and may appoint an eligible Voting Member to hold office until the close of the next AGM.
- (2) The Committee Member must be given notice of the proposed resolution and a reasonable opportunity to make representations. If the Committee Member provides written representations of reasonable length, they must be circulated to Members or read at the meeting.

36. Committee meetings

- (1) The Committee must meet at least six times in each year.
- (2) The President or any three Committee Members may convene a Committee meeting.
- (3) At least 48 hours' notice of a meeting, stating the general nature of the business, must be given to each Committee Member unless all Committee Members agree to shorter notice or an urgent meeting is reasonably necessary.
- (4) The quorum for a Committee meeting is a majority of the Committee Members then in office, including at least two Office-bearers.
- (5) If a quorum is not present within 30 minutes after the time appointed, the meeting is adjourned or cancelled as the chair determines.
- (6) The President chairs Committee meetings. If the President is absent or unwilling to act, the Vice President chairs. If both are absent or unwilling, the Committee Members present elect a chair.

37. Technology at Committee meetings

A Committee meeting may be held in person, virtually or in a hybrid format using technology that allows participants to communicate with each other at the same time. A participant is taken to be present, and identity, attendance and votes must be capable of verification and recorded in the minutes.

38. Voting and decisions of the Committee

- (1) Questions are decided by a majority of the votes of eligible Committee Members present.
- (2) Each Committee Member has one vote. The chair has a casting vote in the event of an equality of votes, except on elections, removal of a Committee Member, matters in which the chair has a conflict of interest, or where prohibited by law.
- (3) Persons invited to attend a Committee meeting may speak with the chair's consent but may not vote.
- (4) An act of the Committee or a sub-committee is valid despite any defect later discovered in the appointment or qualification of a member.

39. Circular resolutions

- (1) The Committee may pass a resolution without a meeting if the proposed resolution is sent to all Committee Members and a majority of Committee Members then in office approve it in writing, including by email.
- (2) A circular resolution must be recorded in the minutes of the next Committee meeting.

40. Delegation

- (1) The Committee may, by written instrument, delegate any of its functions to a sub-committee, portfolio lead, employee, contractor or volunteer.
- (2) An instrument of delegation must state the scope, limits, reporting requirements and review date of the delegation.
- (3) The Committee must not delegate: this power of delegation; any duty imposed on the Committee by law; approval of the annual budget; any change to this Constitution; or the appointment or removal of Office-bearers.
- (4) The Committee may continue to exercise a delegated function and may revoke a delegation at any time.
- (5) The Secretary must maintain a register of current delegations, financial authorities and appointed portfolio holders.

41. Portfolios and sub-committees

- (1) As soon as practicable after each AGM, the Committee must approve an Operational Portfolio Schedule under the By-laws appointing portfolio leads and sub-committees.
- (2) The Schedule must, at a minimum, cover football operations (men's and women's programs), pathways, safeguarding, finance and commercial, match-day operations and volunteers, and governance and compliance.
- (3) Each portfolio lead must have a position description setting out their responsibilities, authority and reporting line.

Part 5 — General meetings and elections

42. Annual General Meeting

- (1) The Club must hold an AGM within 6 months after the end of each financial year, or within any later time allowed under the Act.
- (2) The AGM is convened on the date and at the place and time, including by technology, determined by the Committee.
- (3) The business of the AGM includes:
 - (a) confirming the minutes of the previous AGM and of any Special General Meeting held since;
 - (b) receiving the President's and Committee's annual report, including reports on the men's and women's football programs;
 - (c) receiving and considering the financial statements and any audit or review report required by the Act;
 - (d) receiving governance and compliance reports, including progress against the business plan;
 - (e) electing the Committee;
 - (f) considering nominations for Life Membership; and
 - (g) any properly notified resolutions and other business permitted by law and this Constitution.
- (4) The notice of the meeting must identify it as the AGM.

43. Special General Meetings

- (1) The Committee may convene a Special General Meeting at any time.
- (2) The Committee must convene a Special General Meeting on the written requisition of at least 5 per cent of Voting Members. The requisition must state its purpose, be signed (including electronically) by the requisitioning Members, and be lodged with the Secretary.
- (3) If the Committee does not convene the meeting to be held within 1 month after the requisition is lodged, any of the requisitioning Members may convene it to be held within 3 months after that date, and are entitled to be reimbursed for reasonable expenses.

44. Notice of General Meetings

- (1) The Secretary must give each Member at least 7 days' notice of a General Meeting, or at least 21 days' notice if a Special Resolution is proposed.
- (2) The notice must state the type of meeting, the date, time and place or means of access, the business to be transacted, the exact text of any proposed Special Resolution, the voting method and how to access meeting documents.
- (3) Only business stated in the notice may be transacted, except business that this Constitution permits at an AGM.
- (4) A Member who wishes to bring business before a General Meeting may give written notice to the Secretary, who must include the business in the next notice of a General Meeting given after receipt.
- (5) Notice may be given by any method permitted under clause 63.

45. Quorum at General Meetings

- (1) The quorum for a General Meeting is eight Voting Members present in person or by approved technology.
- (2) If a quorum is not present within 30 minutes after the time appointed, a meeting convened on requisition is dissolved; any other meeting is adjourned to the same time on the same day in the following week, at the same place or by the means notified.

- (3) If a quorum is not present within 30 minutes at the adjourned meeting, the Voting Members present, being at least three, constitute a quorum.

46. Chair of General Meetings

- (1) The President chairs General Meetings. If the President is absent or unwilling to act, the Vice President chairs. If both are absent or unwilling, the Voting Members present elect a chair.
- (2) A person with a material conflict of interest in the principal business should not chair that item if another eligible chair is available.

47. Adjournment

- (1) The chair of a General Meeting at which a quorum is present may, with the consent of a majority of Voting Members present, adjourn the meeting to another time and place or means of access, but only unfinished business may be transacted at the adjourned meeting.
- (2) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given, including electronically.

48. Decisions at General Meetings

- (1) Questions are decided by a show of hands, verified electronic vote or secret ballot, as the chair determines appropriate.
- (2) A poll may be demanded by the chair or by at least three Voting Members present, and must be conducted by a fair and verifiable method specified by the chair.
- (3) Unless a poll is demanded, the chair's declaration of the result, recorded in the minutes, is evidence of the result.
- (4) In the event of an equality of votes the chair has a casting vote, except on elections and Special Resolutions.
- (5) Elections are conducted under clause 54.

49. Special Resolutions

A Special Resolution is passed only in the manner and by the majority required by the Act and the Regulation, being (at the date of this draft) a resolution passed by at least three-quarters of the votes cast by Voting Members voting at a General Meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a Special Resolution was given.

50. Proxies

Voting at General Meetings is personal. Proxy voting is not permitted, but Voting Members may participate and vote by approved technology under clause 52.

51. Postal and electronic ballots

- (1) The Committee may conduct a postal or electronic ballot on any matter where permitted by law, other than an appeal under clause 22 or a matter that the law requires to be decided at a meeting.
- (2) A ballot must be conducted under a documented process that protects eligibility, secrecy where required, access, closing time, verification, scrutiny and retention of results, and in accordance with the Regulation.

52. Technology at General Meetings

- (1) A General Meeting may be held in person, virtually or in a hybrid format if Voting Members have a reasonable opportunity to participate, hear proceedings, ask questions and vote.
- (2) The notice must explain how to access the meeting, how identity will be verified, the voting method and what will happen if the technology fails.

- (3) A Member participating by approved technology is taken to be present and, if they vote, to have voted in person.

53. Nominations for the Committee

- (1) A nomination for election to the Committee must be in writing, be signed by a proposer and a seconder who are Voting Members, include the candidate's written consent, and be received by the Secretary at least 7 days before the AGM.
- (2) A candidate may nominate for more than one position.
- (3) If insufficient nominations are received for any position, further nominations for that position only may be taken from eligible Voting Members at the AGM.
- (4) Any position that remains unfilled after the AGM is a casual vacancy.

54. Elections

- (1) At the AGM, the Voting Members present must appoint a Returning Officer and two scrutineers, none of whom is a candidate.
- (2) The Returning Officer declares all Committee positions vacant and conducts elections in the following order: President, Vice President, Secretary, Treasurer, Ordinary Committee Members.
- (3) If the number of candidates for a position does not exceed the number of vacancies, the candidates are declared elected.
- (4) A contested election is decided by secret ballot using first-past-the-post voting for each office and a multi-seat ballot for Ordinary Committee Members, as further described in the By-laws.
- (5) A candidate elected to one position is withdrawn from any later election at the same AGM, unless clause 29(4) permits them to hold both positions.
- (6) The scrutineers verify the count and the Returning Officer declares the result.
- (7) Terms of office commence at the close of the AGM.

Part 6 — Finance and records

55. Sources of funds

- (1) The funds of the Club may be derived from membership and registration fees, sponsorship, grants, gate and admission takings, merchandise, broadcast and media rights, facility hire, canteen and bar trading, events and fundraising, donations, funding from AFL NSW/ACT or a League, investment income and any other lawful source approved by the Committee.
- (2) A levy on Members may be imposed only by Special Resolution. The Secretary must give each Member written notice of the levy and the date for payment.
- (3) The Committee may establish restricted or designated funds, and must account for them consistently with their purpose and the law.

56. Management of funds

- (1) The funds of the Club must be used only in pursuit of its objects.
- (2) The Committee must approve an annual budget, including a football department budget, before the start of each financial year or as soon as practicable after it.
- (3) The Committee must adopt a financial delegations Policy covering budgets, procurement, payment approval, banking access, cards, reimbursements, emergency expenditure and records.
- (4) At least two persons authorised by Committee resolution must approve material payments and any change to banking authorities, subject to thresholds in the Policy.
- (5) A payment to a player, coach or Committee Member, or a related party of any of them, must be approved by two authorised persons, neither of whom is the recipient or a related party of the recipient.
- (6) Authorised persons are appointed by Committee resolution and are not fixed by job title.

57. Financial year

The financial year of the Club begins on 1 October and ends on 30 September.

58. Financial records and reporting

- (1) The Club must keep financial records as required by the Act, the Regulation and taxation law.
- (2) The Committee must ensure that financial statements are prepared to the standard required by the Act for the Club's tier, audited or reviewed where required and in any event independently reviewed each year, presented to the AGM and lodged with NSW Fair Trading within the required time.
- (3) The Club must provide its financial statements and NSW Fair Trading returns to AFL NSW/ACT or a League as required by the Governing Body Rules or a Participation Agreement.

59. Insurance

The Club must maintain insurance required by law, the Governing Body Rules or a Participation Agreement, and any other insurance the Committee considers appropriate following a risk assessment. The Committee must review the Club's insurance at least annually and record the review.

60. Indemnity

To the extent permitted by law, the Club may indemnify, and may insure, current and former Committee Members and officers against liabilities properly incurred in performing their duties, other than liabilities arising from fraud, wilful misconduct, unlawful conduct or any liability that cannot lawfully be indemnified.

61. Records and privacy

- (1) The Club's records may be kept physically or electronically in secure systems, in a manner and location permitted by law.

- (2) The Committee must maintain arrangements for custody, access, privacy, cybersecurity, backup, retention and handover of Club records.

62. Inspection of records

- (1) Members may inspect the Club's records, this Constitution and the minutes of Committee and General Meetings to the extent required by law, on reasonable notice.
- (2) The Committee may withhold or redact records relating to personal, safeguarding, medical, employment, player or coach payment, legal, commercial or other confidential matters, to the extent permitted by law.
- (3) Any fee for copies must not exceed the lawful amount or reasonable reproduction cost.

63. Notices

- (1) A notice may be given to a Member personally, by prepaid post, or electronically to the address recorded in the register.
- (2) An electronic notice is taken to be given when sent, unless the sender receives notice of a delivery failure. A notice sent by post is taken to be given in accordance with the statutory deemed-service period.
- (3) Members must keep their contact details up to date.

Part 7 — Constitution, winding up and transition

64. This Constitution and its alteration

- (1) This Constitution consists of clauses 1 to 66. The By-laws, Policies, position descriptions and any appendix or drafting note do not form part of this Constitution.
- (2) This Constitution may be altered only by Special Resolution.
- (3) The Secretary or Public Officer must lodge an application to register an alteration with NSW Fair Trading within the time required by the Act. An alteration takes effect as provided by the Act.
- (4) The Secretary must maintain a consolidated version of this Constitution and provide it to AFL NSW/ACT under clause 6(5).
- (5) The version lodged with NSW Fair Trading must not include the By-laws.

65. Winding up

- (1) The Club may be wound up only by Special Resolution and otherwise in accordance with the law.
- (2) On winding up, any surplus property remaining after satisfaction of the Club's debts and liabilities and the costs of winding up must not be distributed to Members. It must be transferred to a not-for-profit organisation with similar objects that prohibits distribution of its income and property to its members, selected by Special Resolution having regard to any preference of AFL NSW/ACT and any binding funding conditions, or failing that, in the manner required by law.

66. Transitional provisions

- (1) On registration of this Constitution:
 - (a) the Constitution adopted on 18 September 2021, including the by-laws printed within that document, is repealed;
 - (b) the by-laws in force immediately before registration, as updated and approved by the Committee, continue as By-laws made under clause 25 until amended or replaced;
 - (c) each person who was a member immediately before registration continues as a Member of the corresponding class until their membership would otherwise cease;
 - (d) each Life Member and Player Life Member continues as a Life Member; and
 - (e) each Committee Member in office continues in office until the close of the next AGM.