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Hills Rangers Football Club Inc.

SIGNATURE  DATE 16th JANUARY 2014

1.0 NAME:

The name of the Club is Hills Rangers Football Club (Inc.) hereinafter referred to as the "Club".

2.0 OBJECTS:

The objects of the Club are:-

- 2.1 To foster, encourage and promote the sport of Australian Rules Football at all levels at youth, junior and modified age groups provided and decided by the Swan Districts Football Development Council.
- 2.2 To foster, encourage and promote the sport of Australian Rules Football at all levels provided and decided by the Western Australian Football Commission (WAFC) and the Western Australian Amateur Football League (WAAFL).
- 2.3 To provide for any other facilities within the powers of the club for the benefit and enjoyment of its members including the provision of conveniences.
- 2.4 To generally afford to members and guests all the usual privileges, advantages and conveniences of the club.
- 2.5 To do such acts, deeds, or things necessary and proper for such purposes in order to achieve 2.1 to 2.4
- 2.6 To 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.

3.0 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.

4.0 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.

5.0 POWERS OF THE CLUB: (as conferred by Section 13 of the Act).

- 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 newsletters, 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.

6.0 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.
 - 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. Social Members shall have no voting rights.
 - 6.4.3 PLAYING MEMBER
 - 6.4.3.1 Cub Member is any person under the age of 12 year, and who participates in the modified rules competition. Cub Members shall have no voting rights nor be entitled to hold any office.
 - 6.4.3.2 Junior Member is any person under the age of 18, and who participates in the youth rules competition.

Junior Members shall have no voting rights nor be entitled to hold office.

- 6.4.3.3 Senior Member is any person over the age of 18, and who participates in the senior rules competition. Senior Members will have the same rights as an Ordinary Member.

6.4.4 LIFE MEMBERSHIP

The Management Committee may elect a Life Member, whom is 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.

6.4.5 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.

- 6.5 The Secretary shall 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, provided a written request is received by the Secretary.

7.0 SUBSCRIPTIONS:

- 7.1 The Executive Committee shall determine the annual subscription to be paid by each membership class, after consideration of the Clubs budget for that year as submitted by the Treasurer.
- 7.2 Each member must pay to the Treasurer, annually on or before the 30th June or such other date as the Executive Committee from time to time determines, the amount of the subscription determined under 7.1. All playing memberships are due before the commencement of the 4th game of the current season.
- 7.3 A member whose subscription is not paid within 3 months after the relevant due date as determined in 7.2, ceases on the expiry of that period to be a member of the club.
- 7.4 Playing members whose subscription remains unpaid after the due date as 7.2 shall not be permitted to play in any team.

8.0 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 3 months falling due;
- 8.2 The Executive 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 or conduct which is deemed detrimental to the Club.
- 8.2.5 Written notice of the termination of membership must be communicated to the member within 7 days, by the Secretary.

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 General Meeting called for such purpose,
 - 8.3.1 provided a written request for review is received by the Secretary within 7 days of the issue of the notice of termination.
 - 8.3.2 The decision of the General Meeting shall be final.

9.0 COMMITTEE OF MANAGEMENT

- 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 Registrar
 - 9.1.6 Not less than three (3) General Committee Members
 - 9.1.7 One Team delegate per team,
all of whom must be members of the Club.
- 9.2 No person shall hold more than one position on the Management Committee at any one time. 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.
- 9.3 A quorum of the Management Committee shall be half of its members plus one.
- 9.4 If the President or Vice President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.
- 9.5 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.

10.0 POWERS OF THE MANAGEMENT COMMITTEE

- 10.1 The Management Committee shall carry out the day-to-day running of the Club and shall have the power 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 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;
- 10.1.4 Adjudicate on all matters brought before it which in any way affect the Club.
- 10.1.5 Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of members;
- 10.1.6 Make, amend and rescind rulings and By-laws;
- 10.1.7 Have the power to form and appoint any sub committee/s as required for specific purposes;
- 10.1.8 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.
- 10.1.9 Should a vacancy occur on the Management Committee during the season, the Management Committee shall appoint a successor until the next Annual General Meeting.
- 10.1.10 Appoint an officer/s or agent of the Management Committee to have custody of the Club's records, documents and securities.
- 10.1.11 The quorum required for a Management meeting shall be 50% of members plus 1.

11.0 AUDITOR

- 11.1 The Annual General Meeting shall elect or appoint an Auditor or Auditors.
- 11.2 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.

12.0 GENERAL MEETINGS:

- 12.1 Annual General Meeting
 - 12.1.1 The Annual General Meeting of the Club must be held within three months of the end of the club's financial year.
 - 12.1.2 The Secretary shall give at least fourteen (14) days notice (in writing via electronic means or post) of the date of the Annual General Meeting, to members.
 - 12.1.3 All financial members may attend the Annual General Meeting.
 - 12.1.4 The quorum at the Annual General Meeting, shall be a minimum of one third of members present. 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 the subsequent meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

- 12.1.5 Newly elected officers shall take office immediately after their election.
 - 12.1.6 No motion may be proposed at an Annual General Meeting, unless notice thereof in writing has been received by the Secretary at least seven (7) days prior to the Annual General Meeting.
 - 12.1.7 No person may be elected to office unless the person is present at the Meeting or alternatively signed acceptance of nomination by that person is in the hands of the Secretary prior to the commencement of the meeting.
 - 12.1.8 Any position not filled at the Annual General Meeting may be co-opted by the Executive Committee elected at the Annual General Meeting.
 - 12.1.9 The agenda for an Annual General Meeting shall be;
 - Opening of Meeting
 - Apologies
 - Confirmation of Minutes of previous Annual General Meeting
 - Correspondence
 - Presentation of Presidents Annual Report
 - Adoption of Presidents Annual Report
 - Presentation of Treasurer's statement of accounts
 - Adoption of Treasurer's statement of accounts
 - Presentation of the Auditors Report
 - Adoption of the Auditors Report
 - Presentation of the Registrar's Report
 - Adoption of the Registrar's Report
 - Election of New Executive and appointment of Auditor.
 - Election of general Committee and team delegates
 - Vote of thanks to outgoing Executive
 - Notice/s of Motion
 - Closure
- 12.2 General Meetings
- 12.2.1 General Meetings may be called by the Management Committee or at the request of the President and Secretary or on the written request of 25% of members of the Club.
 - 12.2.2 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.
 - 12.2.3 The quorum at the General Meeting shall be a minimum of fifty percent (50%) plus 1 of members present.

13.0 VOTING

13.1 Voting powers at the Annual General Meeting and General Meetings:

13.1.1 The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.

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

13.2 Voting powers at Management Committee Meetings;

13.2.1 The President shall be entitled to a deliberate vote, and, in the event of a tied vote, the President shall exercise a casting vote.

13.2.2 Each individual committee member present shall have one (1) vote.

14.0 FINANCE:

14.1 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.

14.2 All accounts due by the Club shall be paid by either cheque or electronic banking after having being passed for payment at the Management Committee Meeting and when immediate payment is necessary, account/s shall be paid and the action endorsed at the next Management Committee Meeting.

14.3 The Secretary shall not spend more than a set amount Petty Cash without the consent of the Management Committee, and shall keep a record of such expenditure in a Petty Cash Book.

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

14.5 A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.

14.6 The financial year of the Club shall commence on 1st November each year. The accounts, books and all financial records of the Club shall be audited each year.

14.7 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

14.8 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.

15.0 COMMON SEAL

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 the President and two members of the Committee, both of whom shall subscribe their names as witnesses.

16.0 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS:

- 16.1 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.
- 16.2 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.
- 16.3 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 Committee Members.
- 16.4 Such motions, 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 or General Meeting, as the case may be.
- 16.5 Within one month of the passing of a Special Resolution, the Secretary shall notify the Department of Consumer Protection of the amendment.

17.0 DISSOLUTION

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, the surplus property shall be distributed as follows:-

- (a) to another incorporated Club having objects similar to those of the Club; or
- (b) for charitable purposes,
which incorporated Club or purposes, as the case requires, shall be determined by resolution of the Management Committee.

18.0 PROCEEDINGS OF MANAGEMENT COMMITTEE:

- 18.1 The Management Committee must meet together for the dispatch of business not less than six times in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- 18.2 Each Management Committee member has a deliberate vote.
- 18.3 A question arising at a Committee meeting must be decided by a majority of votes, but if there is no majority, then clause 13.2.1 will apply.

- 18.4 At a Management Committee a quorum shall be a minimum of fifty percent (50%) plus 1 of Management Committee members present.
- 18.5 Subject to these rules, the procedure and order of business to be followed at a Management Committee meeting must be determined by the Management Committee members present at the Management Committee meeting.
- 18.6 As required under sections 21 and 22 of the Act, a Management Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Management Committee (except if that pecuniary interest exists only by virtue of the fact that the member of Management Committee is a member of a class of persons for whose benefits the Club is established), must –
 - 18.6.1 As soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Management Committee; and
 - 18.6.2 Not take part in any deliberations or decision of the Management Committee with respect to that contract.
- 18.7 Sub Clause 18.6.1 does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the management Committee is an employee of the Club.
- 18.8 The Secretary must cause every disclosure made under clause 18.6.1 by a member of the Management Committee to be recorded in the minutes of the meeting of the Management Committee at which it is made.