

NORWOOD FOOTBALL CLUB INC.

CONSTITUTION

1. NAME

1.1 The Association shall be called the "NORWOOD FOOTBALL CLUB INC."

2. INTERPRETATION

In this Constitution the following terms shall have the meanings designated:-

"the Act" means the Associations Incorporation Act 1985 as amended from time to time.

"Board" means the Norwood Football Club Board appointed pursuant to this Constitution.

"Club" means the NORWOOD FOOTBALL CLUB INCORPORATED

"Club Committee" means the Committee of the Club elected pursuant to Clause 14 hereof and its ex officio members.

"General Manager" means the person appointed from time to time by the Board for the purposes of administering the Club.

"League Training List" means those players of the Club who are included in the list of players to train for selection in the Club's most senior team.

"NFA" means the NORWOOD FOOTBALLERS ASSOCIATION INCORPORATED

"Redlegs Club" means the REDLEGS CLUB INCORPORATED

"SANFL" means the SOUTH AUSTRALIAN NATIONAL FOOTBALL LEAGUE INCORPORATED

Unless specifically herein set out all other interpretations of words and phrases shall be as set out in the Act.

3. OBJECTS

- 3.1 To promote, encourage and foster the Australian National Game of Football in all its aspects generally and in the area or districts from which the Club draws its players in particular.
- 3.2 To successfully field and sponsor teams in the competitions conducted by SANFL and in such other competitions or programmes as the Board shall from time to time determine.

4. POWERS

- 4.1 To receive, accept and solicit donations, endowments and gifts of money, lands, hereditaments, stocks, funds, shares, securities and any other assets whatsoever.
- 4.2 To affiliate with any body, whether incorporated or not, having the same or similar objects and to appoint representatives to any such body.
- 4.3 To assist in or concur in the establishment of any other association having similar objects.
- 4.4 In so far as the law may allow, to purchase, acquire, hold, maintain, lease and dispose of (by sale, lease or licence or otherwise howsoever) any real or personal property and to erect, purchase, hire, maintain or furnish any buildings or appliances for the use and purpose of the Club.
- 4.5 To borrow or raise money with or without security by any means whatsoever including overdraft, for any purpose of the Club and to mortgage or pledge any asset of the Club as security for any loan or guarantee and in so far as the law may allow to grant any debenture or fixed or floating charge over the assets of the Club or any of them.
- 4.6 To publish such magazines, periodicals and reports as may be determined from time to time and to promote education and literature in sport among members and others.

- 4.7 To join with any other body or person or persons in carrying out any purpose for which the Club is formed either in partnership or in any other arrangements for joint action or co-operation.
- 4.8 To foster social intercourse among members by promoting recreation and other activities consistent with the objects of the Club.
- 4.9 To give donations, subsidies or contributions to any association, union or body, whether social, benevolent, educational, patriotic, charitable or otherwise and to establish and support or aid in the establishment and support of associations, institutions, funds or trusts of a social education, benevolent, patriotic or charitable nature and to endow, establish or give donations to or for scholarships, bursaries and grants in aid of an educational nature.
- 4.10 To invest and deal with the moneys of the Club not immediately required upon such securities and in such manner as may from time to time be determined.
- 4.11 To employ and dismiss employees and agents.
- 4.12 To conduct matches or assist in doing so and to charge and receive fees from persons attending thereat.
- 4.13 To grant sponsorship rights and benefits to commercial enterprises and to co-operate with such

enterprises as may from time to time be agreed between the Board and such enterprises.

- 4.14 To do all such acts and things as may be calculated to attain or assist in the attainment of all or any of the objects of the Club as the Board or Club may in its absolute discretion decide.
- 4.15 The income and property of the Club whencesoever derived, shall be applied solely towards the promotion of the objects of the Club, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to the members of the Club or relatives of such members, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant or player of the Club or to any member of the Club in return for any services actually rendered to the Club or reasonable and proper rental for premises let to the Club by any member of the Club.

5. SANFL

5.1 The Club shall be an associated club of SANFL and shall be subject to the Rules and By-Laws of that body.

6. MEMBERSHIP SUBSCRIPTION

6.1 The membership subscription shall be such amount as is fixed by the Board from time to time.

6.2 Any official of the Club registered as such with SANFL and any player who has been selected in the League Training List shall not be required to pay a membership fee and shall be deemed to be a financial member of the Club for the year during which he was so appointed as an official or selected in the League Training List, as the case may be.

7. MEMBERS - ELECTION OF

- 7.1 Any person desirous of becoming a member of the Club shall furnish his name and address to the Secretary together with the amount of annual subscription for the time being in force.
- 7.2 The power of electing members shall vest in the Board, and all such elections shall be conducted in such manner as the Board shall determine.
- 7.3 The Board shall have an absolute discretion in determining whether to admit an applicant to membership.
- 7.4 No election of members for any year shall be held after the thirty first day of October in that year.

8. MEMBERS - HONORARY

- 8.1 The Board in recognition of ten (10) years of service rendered to the Club may elect any person an Honorary Member, either for life or a shorter term, but shall not elect more than two Life Members in any one year.

9. MEMBERS - PLAYERS' LIFE

- 9.1 The Board may confer upon any player of the Club life membership accompanied by a medal suitably inscribed.
- 9.2 To be eligible for election as a Player Life Member a player shall have played football for the most senior team of the Club in not less than 10 seasons and have participated in a minimum number of 100 matches with the Club's most senior team and shall have played in at least three matches with the Club's most senior team in the tenth or subsequent season.
- 9.3 If a player is called upon for compulsory service with a branch of the Australian Armed Services he shall be credited with 75% (fractions of matches to be counted as one match) of the matches in which the most senior team of the Club has participated while he was engaged on such service PROVIDED THAT such player shall have played football with the Club's most senior team during the season or preceding season in which he received his service call-up
- 9.4 The Board shall also have power to recognise long and meritorious service of players with five (5) years of service.

10. MEMBERS - REGISTER OF

10.1 The Club shall keep or cause to be kept a register of members, and subject to any reasonable restrictions as to time and manner of inspecting the same which the Board may think fit to impose, such register shall be open to the inspection of all members.

11. MEMBERS - EXPULSION OF

- 11.1 Any member whom the Club Committee considers has acted in a way prejudicial to the interests of the Club may be expelled by the Club Committee.
- 11.2 Notice of such expulsion, which shall set out briefly the reasons therefor, shall be given to such member as soon as practicable thereafter.
- 11.3 A member so expelled shall have the right to appeal to the Board.
- 11.4 Any such appeal may be in writing and be delivered to the General Manager or left for him at the principal office of the Club within fourteen days of the delivery of Notice to such member or the date on which the same was posted to him.
- 11.5 In determining any appeal the Board, or a sub-committee of the Board appointed for that purpose, shall give the member concerned a reasonable opportunity to attend before a meeting of the Board or such sub-committee and an opportunity to put his views to it on the matter or matters in question.
- 11.6 The decision of the Board shall be binding and conclusive on such appeal.

12. NORWOOD FOOTBALL CLUB BOARD

12.1 The general affairs of the Club shall be under the management and direction of the Board.

12.2 The Board shall consist of up to ten (10) members of the Club as follows:-

- Two (2) members appointed by the Committee of the Redlegs Club who shall be a member of that Committee
- Two (2) members appointed by the Committee of the NFA who shall be a member of that Committee
- The General Manager
- The Chairman of the Club Committee
- The Deputy Chairman of the Club Committee
- One other member appointed by the Club Committee who shall be a member of the Committee
- No more than two members appointed or co-opted to the Board on a resolution of the other members of the Board

PROVIDED HOWEVER that if any two (2) of these positions are held by the same person the Club Committee shall appoint some additional person to the Board.

12.3 Members of the Board appointed by the NFA, the Redlegs Club and the Club Committee shall hold office for two years only but may be re-appointed and any member appointed or co-opted to the Board

shall hold office for one year but may be re-appointed PROVIDED THAT the General Manager and the Chairman and the Deputy Chairman of the Club Committee shall hold office on the Board only while they hold such appointments and a member appointed by the Committee of the Redlegs Club or the NFA or the Club shall hold office on the Board only while he remains a member of the Committee which appointed him to the Board PROVIDED THAT that one of the appointees of the NFA and the Redlegs Club (to be determined by the Committee of those bodies) to be appointed next after the adoption of the Constitution shall hold office only for one (1) year.

- 12.4.0 The Redlegs Club and the NFA shall notify the General Manager in writing of their respective nominee to the Board prior to the 20th day of December in each year.
- 12.4.1 Such nominee shall take his place on the Board as soon as the Club Committee elects its Chairman after the 20th day of December in that year.
- 12.5 If any casual vacancy occurs on the Board (including the position of Chairman or Deputy Chairman) during any year the remaining members of the Board may appoint some other person to fill the vacancy for the remainder of the term of office of the person who has ceased to be a member of the Board but in

filling such vacancy the Board shall replace a member originally nominated to the Board by the Redlegs Club or the NFA or the Club Committee with another member from the same Committee as the person who has ceased to be a member.

- 12.6 The Board shall meet at least once each month except in the month of January and may meet more often as the requirements of the Club demand.
- 12.7 The Chairman or Deputy Chairman of the Board shall be elected by the Board at its first meeting after the members of the Board are established for the following year and shall be known as the President of the Club. He shall chair all meetings of the Board until the next Chairman is appointed. In his absence the Deputy Chairman shall act as Chairman in his absence those members of the Board present shall appoint one of their number to act as Acting Chairman.
- 12.8.0 Meetings of the Board may be called at any time by the Chairman of the Board who shall convene a meeting whenever requested in writing so to do by any two other members of the Board.
- 12.8.1 Reasonable notice shall be given to all members of any meeting of the Board.
- 12.9 The Board may delegate any of its duties or functions to any sub-committee which may consist of persons who are not members of the Club or of the Board.

13. CLUB COMMITTEE

- 13.1 The day to day management of the Club's football activities shall be controlled by the Club Committee.
- 13.2 The Club Committee shall be responsible for all matters associated with the general conduct of the Club's teams and for all other football promotion subject to the financial budgets and general policy guidelines established by the Board.
- 13.3 The Club Committee shall consist of seven (7) persons six of whom shall be elected by the members at the Annual Elections of the Club together with the General Manager.
- 13.4.0 Members of the Club Committee shall hold office for two (2) years but all members shall retire at the first Annual Elections held after the adoption of this Constitution and three (3) members at the Annual Elections held next thereafter.
- 13.4.1 Those to resign at the second Annual Elections held after the adoption of the Constitution shall be determined by lot.
- 13.5.0 At its first meeting each year after its membership has been established for the following year the members of the Club Committee shall elect one of their number Chairman.
- 13.5.1. Members of the Club Committee shall also elect a Deputy Chairman.

- 13.5.2. The Club Chairman shall chair all meetings of the Club Committee but in his absence the Deputy Chairman shall chair all meetings of the Club Committee.
- 13.5.3. In the absence of both the Chairman and the Deputy Chairman those members of the Club Committee present shall appoint one of their numbers to act as Acting Chairman of the meeting.
- 13.5.4. At such first meeting the Club Committee shall also appoint its other nominee on the Board if there is one to be appointed in that year.
- 13.6. The General Manager shall notify the NFA, the Redlegs Club and all other Board members of the appointment of the Chairman of the Club Committee forthwith upon such appointment being made.
- 13.7.0. The Club Committee may delegate any of its functions to an Executive Sub-Committee or any other Sub-Committee on such terms and conditions and with such of the Club Committee's powers as it from time to time deems appropriate.
- 13.7.1. Membership of such Sub-Committee need not be restricted to members of the Club or of the Club Committee.
- 13.8. If any casual vacancy occurs on the Club Committee (including the position of Chairman and Deputy Chairman) the remaining members of the Club Committee may appoint some other person to fill the vacancy for

the remainder of the term of office of the person who has ceased to be a member.

13.9.0 The Club Committee shall meet at least once each month but a member of the Club Committee may at any time summon a meeting of the Club Committee.

13.9.1 All members shall be given reasonable notice of such meetings.

14. CLUB COMMITTEE - ELECTIONS

- 14.1.0 Notice that nominations for positions on the Club Committee will be received shall be advertised on or before the 15th day of November each year giving all relevant details.
- 14.1.1 All nominations must be in writing signed by the candidate (who must be a member of the Club) and two (2) members of the Club and must reach the General Manager or his office before the end of November in each year.
- 14.2.0 Should more members be proposed for election than are required to fill the vacancies an election shall be held by ballot among the financial members of the Club.
- 14.2.1 Should a sufficient number of members not offer themselves for election any remaining vacant position shall be filled by those members of the Club Committee elected or in office after the last day of November in that year nominating a member or members of the Club to fill such vacancy.
- 14.3.0 The Club Committee in office prior to the last day of November in any year shall be responsible for all arrangements relating to the conduct of elections which shall be held before the 20th day of December in each year.
- 14.3.1 An election may be by postal ballot or by such other

means as the Club Committee may determine.

- 14.3.2 The persons elected shall take office immediately following the declaration of the result of such election.
- 14.4 The Club Committee shall appoint a Returning Officer to conduct any election and in the event of a tie such Returning Officer shall have a casting vote.
- 14.5 The Management Committee of the Club in office at the time of adoption of the Constitution shall hold office as the Club Committee hereunder until a new Committee is appointed in the following November notwithstanding that there may be more than the permitted number of members on the Club Committee during that interval.

15. ANNUAL GENERAL MEETING

Subject to the provisions of Division III of Part IV of the Act the Annual General Meeting of the Club shall be held not later than the 20th day of December in each year at such time and place as shall be determined by the Board.

At such meeting the following business shall be transacted:-

- 15.1 The Annual Report of the Board to the members and the Balance Sheet of the Club for the past financial year, duly audited, shall be presented.
- 15.2 The consideration of any matter affecting the welfare of the Club of which notice has been given or which the Board may bring forward.
- 15.3 Election of Club Committee as specified in article 13.
- 15.4 Any other business which it is lawful or proper to transact at such meeting.

Twenty one (21) days notice at least specifying the time and place of such Annual General Meeting and a brief description of the business to be considered at such meeting shall be given to the members by advertisement in at least one (1) daily newspaper published in Adelaide and by such other means as the Board may determine. A copy of the Club's Annual Report and audited Balance Sheet shall be delivered or posted to all financial members at least seven (7) days prior to the date fixed for the Annual General Meeting.

16. SPECIAL GENERAL MEETING

- 16.1.0 The Board may whenever it thinks fit and it shall on receipt of a requisition in writing from not less than one tenth of the financial members of the Club, specifying the object for which such meeting is proposed to be called, convene a Special General Meeting of the Club.
- 16.1.1 Such meeting shall be called by advertisement inserted twice in one (1) daily newspaper published in Adelaide and by such other means as the Board may determine and such advertisement shall set forth the date and place of the meeting and the business to be transacted thereat.
- 16.1.2 The date of holding such meeting shall not be earlier than seven (7) days or later than fourteen (14) days after the appearance of the last of such advertisement.

17. POST SEASON MEETING

17.1 Deleted by Annual General Meeting 19th February, 1991.

18. MEETINGS - MINUTES, QUORUM, CASTING VOTE

- 18.1 The Board and the Club Committee shall cause Minutes to be made in books provided for the purpose of all resolutions of and proceedings at meetings of the Board and of the Club Committee and of any general meeting of the Club.
- 18.2 The quorum for meetings shall be as follows:-
for Board meetings - two thirds of the members thereof (or if there are only eight (8) members of the Board the quorum shall be five (5);
for Club Committee meetings - four (4) members;
for General meetings - twenty five (25) members.
- 18.3.0 If there shall not be a quorum at the expiration of thirty (30) minutes from the time appointed for any meeting such meeting shall stand adjourned for not less than two (2) nor more than seven (7) days and to such time and place as those members present shall determine and those present at such adjourned meeting shall constitute a quorum.
- 18.3.1 Notice of any such adjournment of a Board or Club Committee meeting shall be given to those members of the Board or the Club Committee (as the case may be) who were not present.
- 18.3.2 Notice of any such adjournment of a general meeting shall be given at least once in two (2) daily newspapers circulating in Adelaide.

- 18.4.0 Questions arising at any meeting shall be decided by a majority of votes.
- 18.4.1 In the case of an equality of votes the Chairman of the meeting shall have a second and casting vote.

19. PROCEDURE AT GENERAL MEETINGS

- 19.1 The Chairman of the Board or in his absence the Deputy Chairman or some member of the Board appointed by the Board in the absence of both or in the absence of members of the Board some member elected by the meeting shall preside at any General Meeting of the Club.
- 19.2 All propositions at such meetings except as provided elsewhere in this Constitution shall be decided by a show of hands unless fifteen (15) members standing in their places demand a ballot or unless the Chairman determines that a ballot should be held in which case the voting shall be by ballot to be conducted in such a manner as directed by the Chairman.
- 19.3.0 The Board, in its sole and unfettered discretion, may permit voting on a particular matter to be considered at a General Meeting of the Club to be held by postal ballot (in addition to any other method of voting) and/or may permit members not present at such meeting to appoint a proxy to vote on their behalf.
- 19.3.1 The Board shall make such rules or regulations as may from time to time be necessary or desirable to permit postal and/or proxy voting as aforesaid and give members notice of the same with and in the same manner as the notice of meeting is given.

- 19.4 Minutes of the proceedings at every meeting of the Club shall be entered and kept in a book and the Minutes so entered shall be signed by the Chairman of the meeting or in case of his refusing or neglecting to sign the same for twenty-eight (28) days after the meeting, then such Minutes may be signed by any two (2) members actually present at such meeting and when signed such Minutes shall be conclusive evidence that the proceedings minuted were regular and actually took place.
- 19.5 Every financial member of the Club present shall be entitled to one vote at any meeting and only financial members of the Club may vote in any election.

20. VALIDITY OF RESOLUTIONS

- 20.1 All acts done at any meeting of the Board or of the Club Committee or of any Sub-Committee thereof or by any person acting as a member of the Board or of the Club Committee or any Sub-Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such member or members acting as aforesaid or that they or any of them were disqualified, be valid as if every such person had been duly appointed and was qualified to be a member of the Board or of the Club Committee of such Sub-Committee as the case may be.
- 20.2 Every action of the Board or of the Club Committee or of its members shall while the number of members is below the maximum number of members required under this Constitution pending the appointment of another person or persons be as valid or effectual as if there were then the maximum number of members present.
- 20.3 A resolution in writing signed by all the members of the Board or of the Club Committee shall be as valid and effectual as if it had been passed at a meeting of the members of the Board or of the Club Committee (as the case may be) duly called and constituted.

20.4 The application of the Club's Common Seal to any document may only be affixed following upon a resolution of the Board and shall be witnessed by two (2) members of the Board.

21. NON ATTENDANCE AT MEETINGS

21.1.0 Any member of the Club Committee or Board who fails to attend two (2) consecutive meetings of the Club Committee or of the Board, as the case may be, without leave and having previously given notice that a meeting had been convened, shall be liable to forfeit his position on the Club Committee or the Board, as the case may be.

21.1.1 If the remaining members of the Club Committee or of the Board determine that such absence warrants the forfeiture of the position of the member who has been absent that member shall be deemed to have resigned from the Club Committee or from the Board, as the case may be, and shall be replaced in the normal way as for a casual vacancy.

22. GENERAL MANAGER

- 22.1.0 The General Manager shall be a full-time employee of the Club.
- 22.1.1 His terms and conditions of employment shall be determined by the Board who shall be responsible for his appointment, employment and dismissal.
- 22.1.2 The General Manager shall be entitled to be present at and vote at all meetings of the Board and of the Club Committee.
- 22.1.3 He shall be responsible for all aspects of administration and finance and shall carry out such duties as the Board may from time to time determine.

23. ACCOUNTS AND AUDIT

- 23.1.0 The Auditors of the Club shall be appointed by the Board.
- 23.1.1 They need not be members of the Club.
- 23.1.2 If the Board shall determine to change the auditors it shall give a full report on the reasons for such change to the members at the next General Meeting of the Club.
- 23.1.3 The Auditors shall make a report to the Board upon
the Balance Sheet and accounts and in every such report shall state whether the Balance Sheet is a full and fair statement containing all necessary particulars and is properly drawn up so as to show a true and correct view of the Club's affairs.
- 23.1.4 The Club shall keep its accounting records in such a manner as will enable:
(a) The preparation from time to time of true and fair accounts of the Club.
(b) The accounts of the Club to be conveniently and properly audited in accordance with the provisions of Division II of Part IV of the Act.
- 23.1.5 The Club shall as soon as practicable after the end of the financial year of the Club, cause accounts in respect of the financial year to be prepared and audited by a registered Company Auditor, a Firm of registered Company Auditors, a member of the
the

Australian Society of Accountants, a member of the Institute of Chartered Accountants in Australia or such other person who may be approved by the Corporate Affairs Commission as an auditor of the accounts of the Club for the purposes of the Act.

- 23.1.6 The Board of the Club shall cause the audited accounts of the Club to be laid before the members of the Club at the Annual General Meeting of the Club.

24. COACH

- 24.1.0 A Coach shall be employed by the Club on such terms and conditions as the Board may from time to time determine.
- 24.1.1 Any appointment as Coach of the Club however shall be considered by the Club Committee who may make recommendations to the Board thereon and the Board shall consider such recommendations before making any appointment.
- 24.1.2 The Coach shall attend those meetings of the Club Committee or of the Board that he is requested to attend by the Club Committee or the Board as the case requires.
- 24.1.3 The Coach shall not be entitled to vote at a meeting of the Club Committee or of the Board.

25. CAPTAIN, VICE-CAPTAIN AND PLAYERS REPRESENTATIVE

- 25.1 The Captain and Vice-Captain of the Club for the ensuing football season shall be appointed by the Club Committee no later than seven (7) days prior to the first formal match (not being a trial match) of the Club's most senior team in that season.
- 25.2.0 The playing members nominated in the League training list shall elect one of their number to act as the Players' Representative.
- 25.2.1 Such election shall be held in such manner as the Club Committee shall from time to time determine.
- 25.3 The Coach, Captain, Vice-Captain or Players' Representative may request the General Manager at any time to arrange for them to attend a meeting of the Club Committee and the Club Committee shall grant such a request within a reasonable time of it being made for the purpose of considering any matter with the Coach, Captain, Vice-Captain or Players' Representative wish to put before the Club Committee.

26. FINANCE

26.1 The financial affairs of the Club shall be under the control of the Board which may employ such persons as it from time to time deems appropriate to control the financial and administrative affairs of the Club.

26.2 All monies received by the Club shall be paid into such accounts as the Board shall from time to time determine and any cheques drawn on the Club account shall be signed by such persons as the Board from time to time determines.

26.3 The financial year of the Club shall commence on the first day of November and end on the last day of October in that year.

27. SANFL DELEGATE

27.1.0 The Club Committee shall in each and every season nominate such persons as may be required under the Constitution of the SANFL to be members of or delegates or proxy delegates to the SANFL for the current season.

27.1.1 Any casual vacancy occurring during the course of the year shall be filled by the Club Committee.

28. SANFL REQUIREMENTS

28.1.0 The Board shall ensure that the Club complies with the requirements of the SANFL Constitution in so far as it imposes obligations upon the Club.

28.1.1 Where SANFL requires the Club to adopt a new Rule or to rescind, vary or modify or alter any existing Rule of this Constitution or any amendment thereof the Board may for such purpose adopt such Rule or effect such rescission variation modification or alteration without the necessity of calling any general meeting of the Club or without the necessity of obtaining any approval of the members of the Club but any such alteration to this Constitution shall be notified to members at the next General Meeting of the Club.

29. CLUB COLOURS

29.1 The colours of the Club shall be red and blue the uniform consisting of navy blue jersey or jacket with or without red facings, red hose and navy blue or white shorts PROVIDED THAT the Club Committee may authorise the use of an alternative uniform to comply with the rules of the competition in which it desires teams from the Club to compete.

30. NOTICES

30.1 Except where otherwise provided for by this Constitution notices required to be served on or given to a member may be served on such member personally or by delivering them or sending them through the post in an envelope addressed to the member at his address appearing in the Register of Members of the Club. The non-receipt by any member of notice of meeting shall not invalidate or in any ways affect the proceedings of the meetings.

31. INDEMNITY

31.1 The members of the Board and of the Club Committee and of any other Committee or Sub-Committee of the Club, their respective heirs, executors and administrators shall be at all times indemnified out of the funds of the Club from and against all damages, costs, charges and expenses paid or incurred by them as such members and each of such members shall be charged with so much money only as he shall actually receive and shall not be answerable or accountable for his co-members nor for any loss, damage or misfortune which may happen in the course of the execution by him of the duties of his office unless the same shall have happened through his own wilful default or neglect.

31.2 The Board shall out of the funds of the Club indemnify the General Manager and all other employees, officers, attorneys, agents or trustees of the Club and any member of the Club for the time being their heirs executors and administrators from and against all costs, charges and damages which they or any of them may properly incur or be put unto in the performance of their respective duties or in carrying into effect the orders of the Board or of the Club Committee.

32. ALTERATIONS TO CONSTITUTION

32.1 This Constitution may not be altered unless at a General Meeting of the Club when notice of the proposed alteration is included in the notice of meeting given to members and the proposed alteration is supported by two-thirds of the financial members of the Club present and voting on such alteration.

33. DISSOLUTION

- 33.1 Subject to the provision of the Act the Club may not be dissolved or its name changed unless such dissolution or change of name is carried by resolution at a General Meeting of the Club where notice of the same is included in the Notice of the meeting given to members and such resolution is supported by five-sixths (5/6ths) of the members present and entitled to vote at such General Meeting.
- 33.2 Upon a resolution being carried for dissolution of the Club the property of the Club whether real or personal remaining after payment of all debts and legal liabilities shall be transferred to the SANFL or to such other body, whether corporate or unincorporated, formed for promoting objects similar to the objects of the Club or charitable objects as the General Meeting at which the motion of dissolution was carried shall approve.

34. GENERAL

34.1 The whole of the Constitution is subject to the provisions of Clause 28 hereof.