Premierships 30 - 1909, 1912, 1914-15, 1920-21, 1923, 1927, 1937, 1939, 1948, 1951, 1955-56, 1958-61, 1965-67, 1970, 1997-99, 2002-04, 2007-08

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The Constitution of the Port Football & Community Sporting Club Incorporated

1. Name

a. The club shall be called "Port Football & Community Sporting Club Incorporated" & shall consist of members as here under provided**.**

2. Objects of the club shall be.

a. To encourage the interest & skill in Australian Rules football.
b. To foster a healthy recreation & compete in Australian Rules Football Competition.
c. To arrange and compete in football matches.
d. To own, develop and beautify a sport oval for the benefit of youth and members.
e. To promote sport & social activities amongst members.
f. To establish, maintain, furnish and equip clubrooms.
g. To mortgage, charge, lease, dispose or exchange the property of the club in any manner authorised by law.
h. In the event of the club being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.
i. To do all such other lawful acts & things as are incidental to the attainment of the above objects.

3. Powers of the club

Solely for furthering the Objects, the Club has the rights, powers and privileges conferred on it under section 25 of the Act, namely to:

3.1 acquire, hold, deal with, and dispose of, any real or personal property;

3.2 administer any property on trust;

3.3 open and operate ADI accounts; invest its moneys —

(i) in any security in which trust moneys may, by Act of Parliament, be invested; or

(ii) in any other manner authorised by the rules of the Club; *borrow money upon such terms and conditions as the Club thinks fit;*

3.4 give such security for the discharge of liabilities incurred by the Club as the Club thinks fit;

3.5 appoint agents to transact any business of the Club on its behalf; and

3.6 enter into any other contract it considers necessary or desirable.

4. Membership

a. Any person desiring to be a member of the Club shall apply on the prescribed form which shall include the nominees' signature and address.
b. Nominations for membership shall be forwarded to the secretary of the club together with the annual subscription fee, which shall be determined by the board.
c. The board has unfettered power to accept or reject any application or membership.
d. The board has unfettered power to cancel any membership.
e. A register of members of the club shall be kept on the club premises.
f. Membership subscription fee shall be fixed annually by the board.
g. Membership fees are due annually on a date fixed by the board.
h. Membership of the Club may be discontinued by the Board upon breach of any clause of this Constitution or the Regulations or the policies of the Club. This includes, but is not limited to, the failure to pay any monies owed to the Club, disciplinary matters, and the failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee.
    i. Membership shall not be discontinued by the Board under 4.h without the Board first giving the relevant Member sufficient opportunity to explain the breach and/or remedy the breach.
    ii. A Member may not be expelled unless the Member has been afforded natural justice in accordance with the Act and procedural fairness generally.
    iii. Where a Member fails, in the Board's view, to adequately explain or remedy the breach, that Member's membership shall be discontinued under 4.h. The Club shall give written notice of the discontinuance to the Member. The register shall be amended to reflect any discontinuance of membership under 4 as soon as practicable.

4.1 The Members of the Club shall consist of:

a. Individual Members, who subject to this Constitution, shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings;

b. Junior Members, who subject to this constitution, shall have no right to receive notice of Meetings and no right to be present or debate or vote at Meetings;

c. Life Members, who subject to this constitution, shall have the right to receive notice of Meetings and to be present, to debate and to vote at Meetings

d. Such new categories of Members as may be created by the Board. Any new category of Member created by the Board cannot be granted voting rights without the approval of the Club in a Meeting.

5. Life Membership

a. Any member who has served the club as a player or official for a period of Ten years may be appointed a life member.
b. Life members shall be appointed only by the board, which shall announce at every annual general meeting the names of any members who have been appointed life members.

6. Right To Vote

a. Payment of the annual membership subscriptions shall entitle members to attend and vote at all annual and special general meetings of the club held during the current year.
b. At any Meeting a resolution put to the vote of the Meeting will be decided on a show of hands unless a poll is (before the show of hands) demanded by:
   (i) the chairperson; or

   (ii) a simple majority of Members present at the General Meeting.

c. Each Member is entitled to one (1) vote at Meetings.

d. The chairperson may exercise a casting vote at Meetings.

e. A Member shall not be entitled to appoint in writing a natural person who is also a Member of the Club to be their proxy and attend and vote at any Meeting of the Club

6.1 Recording of Determinations

A declaration by the chairperson that a resolution has, on a show of hands, been carried (either unanimously or by a particular majority) or lost and an entry to that effect in the minutes of the proceedings of the Club is conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

7. Special Resolutions

Special resolution of an incorporated association means—

(a) where the rules of the association provide for the membership of the association—a resolution passed at a duly convened meeting of the members of the association if—

(i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the association; and

(ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the association as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting;

(b) where the rules of the association do not provide for the membership of the association—a resolution passed at a duly convened meeting of the members of the committee of the association if—

(i) at least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the committee; and

(ii) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such members of the committee as, being entitled to do so, vote in person or, where alternates are allowed, by alternates, at that meeting;

8. Management of the Club

a. The management of the Club shall be conducted by the elected board.
b. The board shall be responsible for maintenance and improvement of all club property and assets, and for the allocation of all moneys expended on behalf of the club.
c. The board shall consist of a minimum of Five & a maximum of Nine members-
    i. An executive of four members comprising:
        1. Chairman
        2. President
        3. Secretary
        4. Finance Director

    The executive will be responsible for all matters pertaining to the Clubs Liquor Licence. The Executive will be the authorized persons under the Liquor Licencing act.
    ii. The balance of the board shall consist of five directors.
    iii. The board shall appoint a Club Manager.
d. The executive will not formulate any changes to club policy without consulting the whole board.
e. The board shall have the right to veto against any decision of any of its sub-committees.
f. The board shall have the power to appoint office bearers who shall hold office at the pleasure of the board.
g. Elected officers of the board shall, for the purpose of election to office, be divided into three groups, A, B & C as follows:
    i.
        a. Secretary
           President
        b. Chairman
           Finance Director
        c. Five Board Directors
    ii. Group A & B shall be elected in alternate years and on election shall hold office for Two years. Group C shall be elected annually.
h. Nominations for the following positions, as required must be submitted in writing to the returning officer not less than Seven days prior to the Annual General Meeting applicable to such nominations.

Board

Executive

Chairman
President.
Secretary.
Finance Director.

Directors

Senior Football Director
Junior Football Director
Social & Marketing Director
Ground & Building Maintenance Director
Governance Officer

i. Nomination forms are to be signed by the nominee and two members all of whom must be in financial standing in the club.
A call for nominations, when due, must be posted on the club notice board, The clubs official website and any other acceptable forms of Social Media of which must appear not less than Fourteen days prior to the annual general meeting.

j. The Club Chairman, or in their absence the club President shall preside at all special and general meetings.

k. In the advent of insufficient nominations being received to fill vacancies on the board, the presiding of a general meeting shall have the power to call nominations at such meeting to fill such vacancies.

In the advent of this happening nominees nominated with clause 7(k) shall be automatically elected to office.
In the advent of nominations exceeding the number of vacancies, election shall be by secret ballot of all financial members present at the annual general meeting.

l. Any vacancy occurring on the board or in any other offices of the club shall be filled by the board, and any person or persons so appointed by the board to fill such vacancy shall hold office until the next annual general meeting at which such office would normally be eligible for re-election.

m. No person shall be eligible to hold office in the club, including those outlined in rule 'other office bearers', whilst holding any office or position in any other Spencer Gulf League Club.

9. Other Office Bearers.

a. In addition to the board as provided for in rule 8 hereof, the position of Patron of the club shall be appointed by the board.

b. The position of trainers, head trainer and timekeepers and other office bearers who may be deemed necessary from time to time shall be appointed by the board.

c. No person who holds active office in any other Spencer Gulf Football League Club shall be eligible to hold any active office in this club unless he or she first resigns such position in the other club.
d. The club shall appoint a public officer as required by the act.

10. Elections.

a. All elections under these rules shall be by secret vote if more nominations are received than necessary.
b. In the advent of insufficient nominations being received the board shall have the power to fill vacant positions.
c. Returning officer shall be appointed by the board.

11. Grounds for Termination of Board Member

(a) The office of a Director becomes vacant if the Board Member:
- (i) dies;
- (ii) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (iii) suffers from mental or physical incapacity;
- (iv) cannot obtain or retain office under section 30 of the Act;
- (v) resigns his or her office by notice in writing to the Club;
- (vi) is absent without the consent of the Board from meetings of the Board held during a period of six (6) months;
- (vii) holds any office of employment with the Club;
- (viii) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of his or her interest (and which amounts to a conflict of interest);
- (ix) in the case of an Appointed Board Member, is removed from office by the Elected Board Members;
- (x) is removed by the Members in General Meeting; or
- (xi) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*.

(b) If a Director is removed by resolution of the Members, the Board Member cannot be reappointed to the Board as an Appointed Board Member without a further resolution of Members authorising the appointment.

12. Proceedings of Board

a. The Board shall meet together for the dispatch of business at least monthly.

b. Questions arising at any meeting of the committee shall be decided by
   i. a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote.

c. A quorum for a meeting of the committee shall be one half of the members of the committee.

d. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract with the association must disclose the nature and extent of that interest to the

committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the association.

e. Proper minutes of all proceedings of general meetings of the association and of meetings of the board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.

13. Meetings

The club shall convene the following Meetings where Members have the opportunity to express opinions and vote on various matters:

a. General Meetings / Board Meetings - which may be held on a regular basis;

   i. The board shall meet as necessary but in any event at least once a month.
   ii. Any member of the board failing to attend, without valid excuse, three consecutive board meetings shall be liable to forfeit their position on the board.
   iii. A meeting of the board may also be convened at any time directed by the Chairman and at least three days' notice must be given to members of the board.

b. Annual General Meeting - which must be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board;

   i. The club shall hold an annual general meeting in every year after the 31st of October on a date to be fixed by the board in each year, provided that such date is no later than the 15th of December.
   ii. Fourteen days previous notice of the date fixed for the Annual General Meeting shall be given by the secretary to members of the club by posting on the club notice board, the clubs official website and any other acceptable forms of Social Media.

c. Special General Meeting – which are special meetings that are convened to discuss extraordinary issues.

   i. Special general meetings shall be called by the board secretary whenever directed by the board whenever twenty members of the club shall in writing, therein setting out the object of such meeting request the secretary to do so & the secretary shall give to the members of the club by posting on the club notice board, the clubs official website and any other acceptable forms of Social Media.

14. Quorum

a. Attendance by 15 eligible members shall constitute a quorum at all Annual and Special General Meetings of the club.

b. Management Committee or selection committee meetings a majority of its members shall from a quorum.
c. For the purposes of adjourning any Special or Annual General Meeting of the club five members shall form a Quorum.

15. Financial Reporting

a. The clubs financial year shall be from 1st November to 31st October each year.
b. All Accounts up to an amount to be determined by the board are authorised to be paid by the Club Manager and co authorised by the Finance Director, any accounts over $10,000 must be submitted and passed at a properly constituted board meeting before being disbursed.
c. All moneys of the club shall be paid from the club account at its bank, and all moneys drawn from the said bank account by any acceptable method.
d. An account may be opened with one or more banks to be selected by the board in the name of Port Football & Community Sporting Club Incorporated, such account to be opened upon by the Club Manager, Financial Director, Board Secretary and one of three other board members empowered to do so by the board.
e. The club signatories on all bank accounts are to be the Club Manager, Finance Director, Chairman and President. With the operation of the accounts being any two to sign of the said positions.
f. The club manager shall keep correct accounts and books showing the financial affairs of the club and particulars usually shown in the books of account of a like nature.
g. Members shall appoint the club auditor at each Annual General Meeting, who shall hold office until the next Annual General Meeting. If an appointment is not made at the Annual General Meeting, the board shall appoint an auditor for the current financial year.
h. The association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.
i. The accounts, together with the auditor's report on the accounts, the board's statement and the board's report, shall be laid before members at the annual general meeting.
j. The annual (periodic) return shall be lodged with the Office of Consumer and Business Services within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the board's statement, and the board's report.

16. Club Colours

a. The club colours shall be Green & White.

17. End of Season

a. A season terminates at the conclusion of the Annual General Meeting

18. Alterations to rules & By-Laws

a. No rule herein shall be repealed or altered, nor shall any new rule be inserted unless in each and every case fourteen days' notice of motion to do so be given to the Secretary in writing, in which case such repeal, alteration or insertion of a rule shall be subject to approval of a majority of

members present at the annual general meeting or at a special general meeting called for such purpose.

b. The board may from time to time make, alter, vary or rescind any by-laws for the purpose of a more complete carrying out of these rules or any amendment thereof and for the complete carrying into effect of all matters and things incidental to the said rules.

19. Indemnity Of League Members

a. No league member appointed by the said club shall in the event of their share in the capital of the said league being forfeited, or being suspended, fined or disqualified under the said articles or by-laws of the said league, shall be entitled to, or shall bring or prosecute any action or proceedings at law or in equity therefore against the said league or any member thereof.

20. Conduct and Discipline of Members

a. Any member guilty of conduct, either on or off the football ground, which may be deemed derogatory to the interests of the club may be expelled by the board.

b. Notwithstanding anything contrary in these rules contained, the board may, by notice in writing, addressed and handed to any member, direct such member to appear before it to answer a charge of conduct detrimental to the best interest of the club. After hearing such member and any evidence that may be given before it the board may if such charge is proved to its satisfaction, cancel the membership of the member or may disqualify him or her for such a period the board may think fit. If such a member fails to attend after having received notice, the board may hear and determine such charge in his or her absence.

21. The Common Seal

a. The club shall have a common seal and on the common seal shall be inscribed the name of the club.

b. The seal holders shall be the Chairman and the Finance Director and two of such persons shall be the persons authorised to use the seal.

c. The common seal shall not be affixed to any deed or other writing without the sanction of the board.

22. Change of the Club Name Or Any Dissolution Of Club

a. The club shall not be dissolved or its name changed without the consenting vote of 75% of the members, to be recorded at a Special General Meeting called for that purpose.

23. Prohibition against securing profits for members

a. The income and capital of the association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.

24. Application of Surplus Assets

a. If after the winding up of the association there remains ‘surplus assets’ as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which

prohibit the distribution of its assets and income to its members. The association may determine to distribute surplus assets to nominated charities.

b. Such organisation or organisations shall be identified and determined by a resolution of members in general meeting. Section 43 of the Act prohibits the distribution of surplus assets at the completion of a winding up to members or former members, or associates of those persons.