

CONSTITUTION

TOKYO GOANNAS AUSTRALIAN RULES FOOTBALL CLUB

Preamble

The Tokyo Goannas Australian Rules Football Club (the "Club") is a non-profit organization that is affiliated with the national Japan Australia Football League (JAFL) competition. The Club was established in 1987 to assist in the promotion of Australian Rules Football and sporting culture in Japan and it has since provided as a vibrant sporting and social facility for many Australians working in or visiting Japan.

The Club comprises a diversified membership base of ex-patriot residents and supporters with an equally diverse range of skill and fitness levels. The Club's focus is bringing together people who like good times with a balanced mix of sport and social events. The clauses identified in this Constitution are the Club's core principles, structure and operating procedures for the benefit of members, players, supporters and sponsors.

1. **Name**

The club's name is the Tokyo Goannas Australian Rules Football Club (the **Club**).

2. **Definitions**

In these Rules, unless the contrary intention appears:

Approval and Ratification Date means the date on which the Rules are approved and ratified by the General Meeting;

Annual Membership Payment means the amount provided in Appendix "A" or such other amount as may be determined by the Committee at the commencement of each Football Season;

Committee means the Club's elected committee of management;

Financial Year means the year ending on 31 December;

Football Season means the football season for each Financial Year as determined by the JAFL;

General Meeting means the general meeting of members convened in accordance with rule 12;

JAFL means the Japan Australian Football League;

Life Member means a Member who is awarded life membership by a Committee resolution upon the completion of [10] years service to the Club, or such other criteria as may be determined by the Committee;

Member means any member of the Club;

Membership Application Form means the form that is submitted to a Committee member by an Applicant (as defined below) that is substantially in the form to example attached at Appendix "B" to the Rules;

Member's Register means the member's register that is maintained by the Secretary and contains the names and contact details of all Members of the Club from time to time;

Playing Member means a Member that plays, has played, or intends to play football for the Club during the Football Season and who pays the Playing Member annual membership fee in accordance with Appendix 3

Supporting Member means a Member that supports the Club during the Football Season and who pays the Supporting Member annual membership fee in accordance with Appendix 3

Secretary means the secretary of the Club as elected by the General Meeting from time to time;

Supporter includes but is not limited to parents/partners/family/friends of players, spectators and sponsors but who do not pay any type of membership fee.

Treasurer means the treasurer of the Club as elected by the General Meeting from time to time;

3. *Alteration of the Rules*

These Rules and any subsequent statement of the Club's purposes that is approved by the General Meeting may only be altered by unanimous decision of the General Meeting.

4. *Membership, entry fees and subscriptions*

- (a) Any person over 18 years of age and that resides in Japan shall be eligible to become a Member of the Club as either a Player or a Supporter.
- (b) A person (the **Applicant**) may apply to become a Member of the Club by completing the Membership Application Form and submitting it to the Secretary who shall, as soon as practicable, refer such application (an **Application Referral**) to the Committee for approval or rejection.
- (c) Upon receipt of an Application Referral, the Committee shall approve or reject an Applicant's application to become a Member. For the purposes of this Rule, such decision shall be determined by way of a vote of a simple majority of Committee members and the Secretary shall, as soon as is practicable, inform the Applicant of the outcome of such vote.
- (d) Within a reasonable period of receiving notice from the Secretary that his/her application has been approved by the Committee, the Applicant shall pay the Treasurer the Annual Membership Payment.
- (e) Upon receiving notice from the Treasurer that an Applicant's Annual Membership Payment has been paid, the Secretary shall, as soon as is practicable, enter the Applicant's name in the Member's Register.
- (f) An Applicant shall be deemed to be a Member of the Club from the date on which his/her name is entered in the Member's Register and s/he shall be entitled to exercise any and all Member's rights in accordance with the Rules from that date onwards.
- (g) If the Committee receives an Application Referral and rejects the relevant application in accordance with Clause 4(b), it must, as soon as practicable, notify

the Applicant (**Rejected Applicant**) in writing that the application has been rejected. The Committee shall not be required to provide reasons to the Rejected Applicant as to why his/her application has been rejected.

- (h) A person who is not a Member of the Club on the Approval and Ratification Date (or who was a Member at that time but ceases to be a Member at a later date) must re-apply to become a Member in accordance with Rule 4(a).

5 *Memberships non-transferable*

- (a) All rights, privileges, or obligations that are held by each Member as a member of the Club shall:
 - (i) not be transferred, assigned or otherwise transmitted to another person; and
 - (ii) terminate upon the cessation of membership whether by death, resignation or otherwise.
 - (iii) Expire at the end of the Financial Year and may be renewed following commencement of the following years Football Season

6. *Member's Register*

- (a) The Secretary shall keep and maintain the Member's Register which shall include the following information as updated from time to time:
 - (i) each Member's name, telephone number and e-mail address; and
 - (ii) the date on which each Member's name was entered in the register.
- (b) The Member's Register is available for inspection free of charge by any Member upon request.
- (c) Any Member may make a copy of any entry made into the Member's Register.

7. *Cancelling membership*

- (a) A Member (**Former Member**) who has paid his/her Annual Membership payment up to date, may request that his/her membership be cancelled by giving two weeks notice in writing to the Secretary.
- (b) After the expiry of the notice period the Former Member shall cease to be a Member of the Club and the Secretary shall record in the Member's Register that the Former Member's Club membership has been cancelled.
- (c) Reimbursement of the annual membership fee for a Former Member will be at the sole discretion of the Committee.

8. *Discipline, suspension and expulsion of members*

- (a) Subject to the Rules, if the Committee is of the opinion that a member has refused or neglected to comply with the Rules, or has conducted him/herself in a manner that is prejudicial to the Club's interests, the Committee may resolve to:
- (i) fine that member an amount deemed by the Committee to be appropriate in the circumstances;
 - (ii) if the relevant Member is a Playing Member, suspend that Member from representing the Club in football matches or at any other Club events for a specified period of time;
 - (iii) if the relevant Member is a Supporter, suspend that Member from attending football matches or any other Club events for a specified period of time; or
 - (iv) cancel the relevant Member's Club membership for the duration of the Financial Year. In this event, after the completion of the relevant Financial Year, the relevant Member may once again apply to become a Member in accordance with Rule 4(b).
- (b) For the avoidance of doubt, any resolution passed by the Committee in accordance with Rule 7(a) shall only be binding and enforceable on the relevant Member if it is in writing and sets out the grounds on which the resolution is based and is passed unanimously by the Committee members.

9. *Disputes and mediation*

- (a) This rule applies to disputes between:
- (i) a member and another member/s; or
 - (ii) a member and the Club.
- (b) Any Member who has a dispute with another Member or the Club must notify the President of the dispute in writing (**Dispute Notice**).
- (c) In the event the dispute is between two or more Members, the President shall, within 14 days of receiving the Dispute Notice, arrange to meet with the relevant Members and attempt to resolve the dispute amicably. In the event the dispute is between a Member and the Club, the President shall arrange to meet with the relevant Member/s and the President shall represent the Club in attempting to resolve the dispute.
- (d) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of an independent mediator (the **Mediator**) who shall not be a Member of the Club and who shall be appointed by the Treasurer.

- (e) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (f) In conducting the mediation, the Mediator shall:
 - (i) give each party the every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party.
- (g) The Mediator shall then determine an outcome to the dispute and such outcome shall be final and binding on the parties and, in the event it is not a party to the dispute, the Club.

10. General Meetings

- (a) The Committee shall determine the date, time and place of each annual General Meeting.
- (b) The ordinary business of the annual General Meeting shall be:
 - (i) to approve and ratify the minutes of the previous annual General Meeting and of any General Meeting held since that meeting;
 - (ii) to receive the Treasurer's report upon the Club transactions of during the immediately preceding Financial Year;
 - (iii) to elect Committee members for the immediately following Financial Year; and
 - (iv) any special items of business of which are included in the notice for the annual General Meeting that is issued in accordance with Rule [].

11. Special general meetings

- (a) In addition to the annual General Meeting, any other General Meeting may be held in the same year and these meetings shall be deemed to be special General Meetings.
- (b) The Committee may in its own right, or upon the request of Members (**Member's Request**) representing not less than 50% of the Club's total membership, convene a special General Meeting.
- (c) To be considered valid and binding on the Club, a Member's Request must:
 - (i) state the items of business that the relevant Members wish the Committee to address at the special General Meeting;

- (ii) be signed by each Member that is requesting the special General Meeting; and
 - (iii) be sent to the Secretary.
- (7) Upon receiving notice from the Secretary that s/he has received a valid and binding Member's Request, the Committee shall cause a special General Meeting to address the items of business in the Member's Request be held within 28 days of the Secretary's receipt of such request.

12. Notice of general meetings

- (a) The Secretary shall ensure that each Member receives at least 14 days notice of any and all General Meetings of the Club. For it to be considered valid and binding on the Club, such notice must state the place, date and time of the General Meeting and a short summary of each item of business that is to be conducted at the General Meeting.
- (b) Notice may be sent by prepaid post to the address, the facsimile number or the email address of each Member as it appears in the Member's Register.
- (c) No items of business other than those set out in the notice convening the General Meeting may be considered or resolved upon at that General Meeting unless agreed on by 50% or greater majority of the Members at the time of the General Meeting.
- (d) A Member who wishes to bring an item of business before a General Meeting may at anytime notify the Secretary of that item of business in writing, or by email. The Secretary shall then include that item of business in the notice for the next General Meeting.

13. Quorum at general meetings

- (a) A quorum of at least [8] Members of which at least [5] are Playing Members must be present at any General Meeting for an item of business to be considered and for any resolution to be deemed valid and binding against the Club.
- (b) If a quorum is not present within 30 minutes from the appointed time for the commencement of the General Meeting:
 - (i) in the case of a General Meeting called as a result of a Member's Request, the meeting shall be dissolved; or
 - (ii) in any other case-the General Meeting shall stand adjourned to the same place, date and time the following week (the **Adjourned Meeting**).

- (4) If at the Adjourned Meeting the quorum is not present within 30 minutes from the appointed time for the commencement of the General Meeting, the Members present shall be considered a quorum.

14. *Presiding at general meetings*

- (a) The President, or in his/her absence, the Vice-President, or in his/her absence, the Assistant Vice-President, shall be the Chairperson at each General Meeting.
- (b) If the President, Vice-President and Assistant Vice-President are absent from a General Meeting, or are unable to preside, the Members present shall select one Member to preside as Chairperson.

15. *Adjournment of meetings*

- (a) The Chairperson may, with the consent of a majority of Members present at a General Meeting, adjourn the General Meeting from time to time and place to place.
- (b) No business may be conducted at an adjourned General Meeting other than the unfinished business from the General Meeting that was adjourned.

16. *Voting at general meetings*

- (a) Each Member that has paid his/her Annual Membership Fee for the relevant Financial Year, shall have one vote only on all items of business that are considered at a General meeting.
- (b) All votes on an item of business must be cast by a show of hands (or by proxy) and the Chairperson shall declare as to whether a resolution has been carried, carried unanimously, or lost and the Secretary shall make a minute to that effect in the minutes of the General Meeting.
- (c) In the case of a deadlock, the Chairperson shall be entitled to exercise a second or casting vote on the relevant item of business.

17. *Proxies*

A Member is entitled to appoint another member as his/her proxy by giving notice of such proxy to the Secretary in a manner that is substantially similar to that set out at Appendix "2" at least 24 hours before the time at which the relevant General Meeting is to be held.

18. *Committee of Management*

- (a) The Committee shall manage the Club's affairs by exercising all powers and functions other than those powers and functions that are required by these Rules to be exercised by the General Meeting. In addition, the Committee has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.
- (b) The Committee shall consist of:
 - (i) a President;
 - (ii) a Vice-President;
 - (iii) a Assistant Vice-President;
 - (iii) a Treasurer;
 - (iv) a Secretary; and
 - (v) Ordinary Committee Members
- (c) All Committee members shall hold office until the next annual General Meeting following his/her election and each is eligible for re-election.
- (d) In the event of a casual vacancy in any office referred to Rule 18(a), the Committee may appoint an Ordinary Committee Member to that vacant office who shall hold that office until the next annual General Meeting following his/her appointment.

19. *Election of Committee Members*

- (a) Those present at the annual General Meeting shall elect all Committee Members for the immediately following Financial Year.
- (b) Any Member may, at any time prior to the annual General Meeting nominate him/herself to join the Committee in any one capacity by informing the Secretary by email that s/he wishes to do so.
- (c) If insufficient nominations are received to fill all vacancies on the Committee, further nominations may be received at the annual General Meeting.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the Members nominated shall be deemed to be elected.

20. *Committee meetings*

- (a) The Committee must meet at least 3 times during each Financial Year at such place and such times as the President, in consultation with the Committee, may determine.

- (b) The Secretary shall ensure that s/he provides written notice of each Committee meeting at least 7 days prior to the date on which the Committee Meeting is to be held and such notice must include a summary of the general nature of the business to be conducted at the Committee Meeting.

21. Quorum for committee meetings

- (a) A quorum of at least [6] Committee members must be present at any Committee meeting for an item of business to be considered and for any resolution to be deemed valid and binding against the Club.
- (b) If a quorum is not present within 30 minutes from the appointed time for the commencement of the Committee Meeting it shall stand adjourned to the same place, date and time the following week (the **Adjourned Meeting**).
- (c) If at the Adjourned Meeting the quorum is not present within 30 minutes from the appointed time for the commencement of the Committee Meeting, the Committee Members present shall be considered a quorum.

22 . Chairperson at Committee meetings

At Committee meetings:

- (i) the President or, in the President 's absence, the Vice-President or, in the Vice President's absence, the Assistant Vice President shall be appointed Chairperson; or
- (ii) if the President, Vice-President and Assistant Vice President are absent, or are unable to chair the Committee meeting, the Committee members present must choose one of their number to be Chairperson.

23. Voting at Committee meetings

- (a) All votes on an item of business must be cast by a show of hands (or by proxy) and the Chairperson shall declare as to whether a resolution has been carried, carried unanimously, or lost and the Secretary shall make a minute to that effect in the minutes of the Committee meetings.
- (c) In the case of a deadlock, the Chairperson shall be entitled to exercise a second or casting vote on the relevant item of business.

24. Removal of Committee member

- (a) If it is considered by the President to be reasonable to do so, the General Meeting may convene a special General Meeting to resolve to remove a Committee member before the expiration of that Committee member's term of office and appoint another Member in his or her place until the next annual General Meeting.

- (b) The Secretary will inform the Committee member in writing following any decision made concerning that person's removal.

25. Secretary

The Secretary shall keep minutes of the resolutions and proceedings of all General Meetings, and each Committee meetings, together with a Member's Register.

26. Treasurer & Funds

- (a) The Treasurer shall:

- (i) collect and receive all moneys due to the Club and make all payments authorised by the Club;
- (ii) keep correct accounts and books showing the Club's true state of financial affairs with full details of all receipts and expenditure connected with the Club's activities.
- (iii) issue notification of the Club's balance sheet position when requested to do so by any one of the Committee members

- (b) To be considered valid and binding against the Club, all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by the President or the Treasurer or both.
- (c) The Club's funds shall be derived from annual subscriptions, sponsorship, fund raising and such other sources as the Committee shall determine from time to time.
- (d) All assets of any kind acquired by the Club shall be and remain the property of the Club.
- (e) Neither the Club, the Committee members of the Members shall be liable for any death, injury, debt, damage, cost, expense or liability whatsoever suffered by any member taking part in the activities of the Club.

27 . Winding up

In the event of that the Club is wound up or disbanded, the Club's remaining assets after all costs and expenses are settled, shall be donated to a charity or sporting association of the President's choosing.

28. Amateur Status

No person who represents the Club in a football match shall be paid any payment inducement or financial reward in connection with playing or agreeing to play for the Club. All players shall be amateurs.

29. Regulations

The Committee shall have the power to make, amend or revoke regulations concerning the day to day operation of the Club, provided that the regulations are not contrary to these rules. The Secretary shall maintain a register of such regulations.

30. Club Logo

The Club shall use two Logo's and a Header Name Plate, which can be used interchangeably, and which shall be used on all official Football Club business or promotional correspondence. The Club's logos and name plate are used to promote the Club's brand and are identified in Fig 1 below.



a)



b)



c)

Fig 1 Club Logos (exhibit a and b) and Club Name Plate (exhibit c)

31. Club Colours

The Club's colours shall be red and white as displayed in Fig 2 below. There shall be no change to the Club's colours unless approved by a 75% majority at a General Meeting.



Fig 2. Club colours and jumper design



Est. 1987

www.tokyogoannas.com

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF TOKYO GOANNAS FOOTBALL CLUB

I, _____

of _____

desire to become a member of Tokyo Goannas Football Club as a (circle as appropriate):

Player

Supporter

In the event of my admission as a member, I agree to be bound by the Club rules as apply from time to time.

Signature:.....

Date:.....



Est. 1987

www.tokyogoannas.com

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I, _____

of _____

being a Member of Tokyo Goannas Football Club

appoint _____

of _____

who is also a Member of Tokyo Goannas Australian Rules Football Club, as my proxy to vote for me on my behalf at the annual/special*general meeting of the Club to be held on- and at any adjournment of that meeting.

Signature:.....

Date:.....



Est. 1987

www.tokyogoannas.com

APPENDIX 3

Playing Member annual membership fee:

5,000 JPY (or such other amount as may be determined by the Committee)

Supporting Member annual membership fee:

2,000 JPY (or such other amount as may be determined by the Committee)